

DECLARATION OF RESTRICTIVE COVENANTS

THIS DECLARATION OF RESTRICTIVE COVENANTS ("Declaration") is made as of this 8th day of August, 1997, by S.W.A.C. East, LLC, a Utah limited liability company ("SWAC"), Campbell Holdings, a California General Partnership ("CH"), and Atlantic Richfield Company, a Delaware corporation ("ARCO"). SWAC, CH and ARCO are sometimes hereinafter referred to individually as a "Party" and collectively as the "Parties."

WHEREAS, SWAC is the owner of that certain real property ("Property") consisting of four parcels located in Washington County, Utah and more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference; and

WHEREAS, CH has an interest in one of the four parcels of the Property ("Fairfield Inn Site") more particularly described in Exhibit "B" attached hereto and incorporated herein by this reference by virtue of a written contract to purchase the Fairfield Inn Site; and

WHEREAS, ARCO has an interest in one of the four parcels of the Property ("ARCO Site") more particularly described in Exhibit "C" attached hereto and incorporated herein by this reference by virtue of a written Real Estate Sales Instrument, Offer by Seller which grants to ARCO an option to purchase the ARCO Site; and

WHEREAS, the Parties will benefit from the restrictive covenants described herein.

NOW, THEREFORE, in consideration of the foregoing, SWAC, CH and ARCO, by virtue of their respective interests in the Property as described above, hereby make the following declaration of the covenants, conditions and restrictions which shall apply to the Property:

1

00573850 Bk 1124 Pg 0189

RUSSELL SHIRTS * WASHINGTON CO RECORDER
1997 AUG 12 10:53 AM FEE \$26.00 BY BJ
FOR: SOUTHERN UTAH TITLE CO

1. No portion of the Property, except the Fairfield Inn Site, shall be used for the purposes of constructing or operating a hotel, motel, inn or lodge of any kind for a period of fifty (50) years from February 28, 1997. The terms "hotel," "motel," "inn," and "lodge" are used herein in their generic sense, and are intended to refer to any form of lodging wherein persons stay on a transit or extended stay basis for a fee.

2. No portion of the Property, except the ARCO Site, shall be used for the purpose of constructing or operating a convenience food store, such as an am/pm mini market, 7-Eleven, Circle K, Turtle Stop, Star Mart, or similar store, or facility selling motor fuel for a period of twenty-five (25) years from August 12, 1997. Notwithstanding the foregoing, however, the following purposes carried out upon any portion of the Property shall not be considered to violate this Declaration:

- a. gift shops or sundry stores located in hotels, motels, inns, or lodges which sell uncooked, packaged snack items as an incidental part of their businesses; and
- b. any continental breakfast bars located in hotels, motels, inns, or lodges, from which are served foods such as juices, coffee, fruits, pastries, and a 'hot tray' item, such as eggs, pancakes, bacon, or biscuits.
- c. fast food, deli or convenience food shops located within full service grocery stores.

3. The restrictions described in paragraphs 2 and 3 above shall run with the land and shall burden the Property during and throughout the respective periods of time described above. Said restrictions shall bind all heirs, beneficiaries, successors-in-interest, transferees, devisees and assignees of any interest in the Property affected by this Declaration.

4. In the event that legal proceedings are brought to enforce the terms of this Declaration against any Party, the successful Party in such legal proceedings shall be

entitled to receive reasonable attorney's fees and costs incurred in enforcing the terms hereof from the Party violating or attempting to violate this Declaration.

IN WITNESS WHEREOF, this Declaration has been executed as of the date first written above.

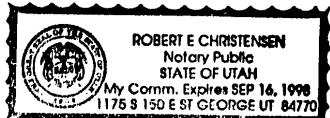
S.W.A.C. EAST, LLC, a Utah Limited Liability Company

By: Marcia Wade, Trustee of the Marcia Wade Irrevocable Trust, Member and Co-Manager

Marcia Wade, Trustee
Marcia Wade, Trustee

STATE OF UTAH)
: ss.
COUNTY OF Washington)

On this 20th day of June, 1997, personally appeared before me Marcia Wade, Trustee of the Marcia Wade Irrevocable Trust, which is a Member and Co-Manager of S.W.A.C. East, LLC, who is personally known to me or who proved to me her identity through documentary evidence to be the person who signed the preceding document in my presence and who acknowledged to me that she executed the same.



Robert E. Christensen
NOTARY PUBLIC

S.W.A.C. EAST, LLC, a Utah Limited Liability Company

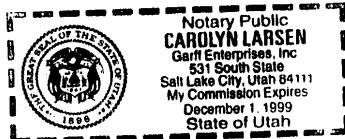
By: S.U. CORPORATION, INC., Member and Co-Manager

By: Robert H. Garff, President

STATE OF UTAH)
: ss.
COUNTY OF Salt Lake)

On this 26th day of July, 1997 personally appeared before me, Robert H. Garff, who being by me duly sworn, did say that he is the President of S.U.

Corporation, Inc. a Utah corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its by-laws or a resolution of its Board of Directors, and said Robert H. Garff acknowledges to me that said corporation executed the same.



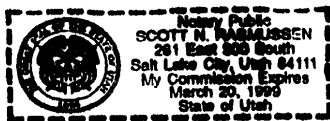
Carolyn Larsen
NOTARY PUBLIC

CAMPBELL HOLDINGS, a California General Partnership

By: Martin A. Campbell
Martin A. Campbell
Its: General Partner

STATE OF Utah : ss.
COUNTY OF Salt Lake

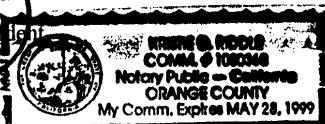
On this 2nd day of July, 1997, personally appeared before me Martin A. Campbell, General Partner of Campbell Holdings, a California General Partnership, who is personally known to me or who proved to me his identity through documentary evidence to be the person who signed the preceding document in my presence and who acknowledged to me that he executed the same.



Scott N. Hammesen
NOTARY PUBLIC

ATLANTIC RICHFIELD COMPANY, a Delaware Corporation

By: J. J. Coffey
Its: Assistant Vice President



STATE OF California : ss.
COUNTY OF Orange

On this 8th day of August, 1997 personally appeared before me, J. J. Coffey, who being by me duly sworn, did say that he is the Assistant Vice

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

State of

California

County of

*Orange*On August 8, 1997 before me,*Kristie D. Riddle*

DATE

NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared

T.J. Coffey

NAME(S) OF SIGNER(S)



☐ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Kristie D. Riddle

SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER INDIVIDUAL CORPORATE OFFICERASSISTANT VICE PRESIDENT

TITLE(S)

 PARTNER(S) LIMITED
 GENERAL ATTORNEY-IN-FACT TRUSTEE(S) GUARDIAN/CONSERVATOR OTHER: _____**DESCRIPTION OF ATTACHED DOCUMENT**Dec. of Rest. Count.

TITLE OR TYPE OF DOCUMENT

7

NUMBER OF PAGES

Aug 8 1997

DATE OF DOCUMENT

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

ATLANTIC RICHFIELD CO.

SIGNER(S) OTHER THAN NAMED ABOVE

"Exhibit A"

Beginning at a point which lies S $89^{\circ}05'16''$ E 1066.20 feet along the section line and N $1^{\circ}26'21''$ E 157.10 feet from the Northwest corner of Section 6, Township 43 South, Range 15 West, Salt Lake Base and Meridian, said point being also on the Southerly right of way line of Interstate Highway 15, and on a curve to the right, the radius point of which bears S $40^{\circ}07'24''$ E, 864.93 feet distant; thence Northeasterly along said right of way and the arc of said curve through a central angle of $14^{\circ}44'25''$, a distance of 222.52 feet to a point on the Westerly right of way line of South Bluff Street interchange of said I-15; thence along said Westerly right of way the following three courses: S $24^{\circ}21'31''$ E 14.62 feet to the point of a 401.56 foot radius curve to the left; thence Southeasterly along the arc of said curve through a central angle of $14^{\circ}15'00''$, a distance of 99.87 feet to the point of tangency; thence S $38^{\circ}36'31''$ E 85.04 feet to a point on the Northerly right of way line of the frontage road for said I-15; thence S $35^{\circ}29'10''$ W 262.38 feet along said right of way (being also the proposed Northwesterly right of way line of Main Street), to the point of a 2331.60 foot radius curve to the left; thence Southwesterly along the arc of said curve through a central angle of $12^{\circ}51'13''$, a distance of 523.07 feet to the point of tangency; thence S $22^{\circ}37'57''$ W 34.50 feet; thence leaving said right of way N $67^{\circ}22'02''$ W 256.23 feet to a point on the Southerly right of way line of I-15; thence along said right of way line N $20^{\circ}19'52''$ E 246.92 feet to a point on an 864.93 foot radius non-tangent curve to the right, radius point bears S $73^{\circ}32'16''$ E; thence Northeasterly along the arc of said curve through a central angle of $33^{\circ}24'52''$, a distance of 504.42 feet to the point of beginning.

00573850 Bk 1124 Pg 0194

"Exhibit B"

Beginning at a point which lies S 89°05'16" W 1080.83 feet along the section line and S 01°26'21" W 328.31 feet from the Northwest corner of Section 6, Township 43 South, Range 15 West, Salt Lake Base and Meridian, said point being also on the Northerly right of way line of the frontage road for Interstate Highway 15 (being also the proposed Northwesterly right of way line of Main Street), said point being on a 2331.60 foot radius curve to the left, radius point bears S 61°06'50" E; thence Southwesterly along the arc of said curve through a central angle of 6°15'13", a distance of 254.49 feet to the point of tangency, thence S 22°37'57" W 34.50 feet; thence leaving said right of way line of Main Street N 67°22'02" W 256.23 feet to a point on the Southerly right of way line of Interstate Highway 15; thence along said right of way line N 20°19'52" E 246.92 feet to a point on a 864.93 foot radius non-tangent curve to the right, radius point bears S 73°32'16" E; thence Northeasterly along the arc of said curve through a central angle of 4°46'46", a distance of 72.15 feet; thence S 61°18'39" E 286.37 feet to the point of beginning.

00573850 Bk1124 Pg0195

"Exhibit C"

Beginning at a point which lies S 89°05'16" E 1066.20 feet along the section line and N 1°26'21" E 157.10 feet from the Northwest corner of Section 6, Township 43 South, Range 15 West, Salt Lake Base and Meridian, said point being also on the Southerly right of way line of Interstate Highway 15, and on a curve to the right, the radius point of which bears S 40°07'24" E, 864.93 feet distant; thence Northeasterly along said right of way and the arc of said curve through a central angle of 14°44'25", a distance of 222.52 feet to a point on the Westerly right of way line of the South Bluff Street interchange of said I-15; thence along said Westerly right of way the following three courses: S 24°21'31" E 14.62 feet to the point of a 401.56 foot radius curve to the left; thence Southeasterly along the arc of said curve through a central angle of 14°15'00", a distance of 99.87 feet to the point of tangency; thence S 38°36'31" E 85.04 feet to a point on the Northerly right of way line of the frontage road for said I-15; thence S 35°29'10" W 207.93 feet along said right of way and its extension (being also the proposed Northwesterly right of way line of Main Street); thence N 39°36'10" W 277.71 feet to the point of beginning.

00573850 Bk 1124 Pg 0196