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EASEMENT

This Easement is executed this 2nd day of October, 1995 by and between Castle & Cooke Sierra Vista, Inc., a California corporation (hereinafter referred to as "Grantor") and San Pedro Development II, Inc., an Arizona corporation (hereinafter referred to as "Grantee").

RECITALS

WHEREAS, Grantor is the owner of real property legally described on Exhibit "A", attached hereto and made a part hereof, which hereinafter shall be referred to as "Grantor's Property"; and

WHEREAS, Grantor is the owner of property which borders Grantor's Property on the East boundary of Grantor's Property, which is legally described on Exhibit "B" attached hereto and made a part hereof, which hereinafter shall be referred to as "Grantee's Property"; and

WHEREAS, Grantor desires to grant to Grantee an easement and right of way one hundred (100) feet in width over certain portions of Grantor's Property for vehicular and pedestrian ingress and egress and for the use of establishing utilities to Grantee's Property including, but not limited to water, electricity, gas and telephone lines; and

WHEREAS, Grantor represents that the party executing this Easement on Grantor's behalf has the authority to bind Grantor to the terms of this Easement; and

WHEREAS, Grantee represents that the party executing this Easement on Grantee's behalf has the authority to bind the Grantee to the terms of this Easement.

NOW, THEREFORE, in consideration for the promises contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed upon as follows:

1. Grantor grants to Grantee an easement and right of way one hundred (100) feet in width for ingress/egress and utility purposes over and upon a portion of Grantor's Property, the legal description of the easement being attached hereto as Exhibit "C" attached hereto and made a part hereof, which hereinafter shall be referred to as the "Easement". A Legend of the Easement is attached hereto as Exhibit "D", for reference purposes only.
2. Grantor agrees that by granting Grantee said Easement for ingress, egress and utility purposes, Grantee has the right to construct, use, maintain, operate, alter, add to, repair, replace, reconstruct, inspect and remove at any time and from time to time electric lines and appurtenant facilities for the transmission and distribution of electricity, for underground and above ground conduits used for the transmission of natural gas and for underground conduit and

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similar lines used for the transmission of water and for the telephone lines and appurtenant facilities.

3. Grantor shall not take any action which will in any way impair the construction, maintenance or removal of any of the utility facilities to be constructed on the Easement.

4. Grantee or its agents or employees shall have the right to trim or top such vegetation and to cut such roots and remove such obstacles that could endanger or interfere with Grantee's Easement for ingress/egress and utility purposes and shall have free access to such obstacles, at all times, for the purposes of exercising the rights granted herein.

5. The terms and conditions of the Easement shall be binding upon and inure to the heirs, personal representatives, successors and assigns of Grantor and Grantee, and the benefit of the Easement shall run with the land.

6. Grantee currently holds an easement issued by Grantor which is recorded in official records of the Cochise County Recorder at 9306-15676 which is located on the South 50 feet of the West half of Section 20 and the North 50 feet of the West half of Section 29, Township 23 South, Range 21 East, Gila and Salt River Base and Meridian, Cochise County, Arizona (the "First Easement"). The parties hereto agree that upon the recordation of this Easement with the official records of the Cochise County Recorder's Office, the First Easement granted by Grantor to Grantee shall be abandoned by Grantee and of no further force and effect.

IN WITNESS WHEREOF, the Grantor has executed this Easement, the day, month and year first written above.

GRANTOR:

CASTLE & COOKE SIERRA VISTA, INC.,
a California corporation

By: *Robert G. Smith*
Its: *R. G. Smith*

GRANTEE:

SAN PEDRO DEVELOPMENT II, INC.,
an Arizona corporation

By: *Ernest H. Graves*
Its: *President*

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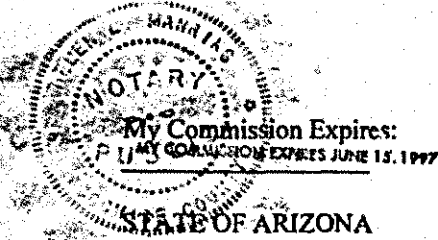


FEE # 951024835
OFFICIAL RECORDS
COCHISE COUNTY
DATE HOUR
12/01/01 3

REQUEST OF
FIDELITY NATIONAL TITLE
CHRISTINE RHODES-RECORDER
FEE : 11.00 PAGES 7

STATE OF ARIZONA)
)
County of COCHISE) ss.

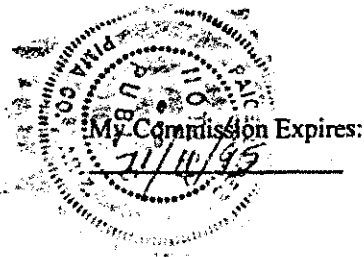
This instrument was acknowledged before me this 2nd day of October, 1995 by the Robert W. Hibbs, VP, of Castle & Cook Sierra Vista, Inc., a California corporation.



Debra H. Manning
Notary Public

STATE OF ARIZONA)
)
County of Pima) ss.

This instrument was acknowledged before me this 15th day of September, 1995 by Ernest J. Graves the President of San Pedro Development II, Inc., an Arizona corporation.



[Signature]
Notary Public

EXHIBIT A

**The West one-half of Section 20 and 29, Township 23 South, Range
21 East of the Gila and Salt River Base and Meridian, Cochise
County, Arizona.**

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EXHIBIT B

**The East one-half of Section 20 and 29, Township 23 South,
Range 21 East of the Gila and Salt River Base and Meridian,
Cochise County, Arizona.**

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EXHIBIT C

**LEGAL DESCRIPTION
JOB NO. 95029**

August 18, 1995

SECTION 29 - 100.00 FOOT EASEMENT

A 100.00 foot easement for ingress, egress and utilities existing in a portion of the West one-half of Section 29, Township 23 South, Range 21 East, Gila and Salt River Base and Meridian, Cochise County, Arizona, described as follows:

Commencing at the North one-quarter corner of said Section 29;

Thence S. $0^{\circ}10'31''$ W. along the North-South center section line of said Section 29, 50.00 feet to the Point of Beginning of said 100.00 foot easement for ingress, egress and utilities, the sidelines lying 50.00 feet on both sides of the following described centerline of easement:

Thence S. $89^{\circ}51'43''$ W. along said centerline of easement, 491.91 feet to a point of tangent curvature to the left having a radius of 730.00 feet;

Thence Southwesterly along the arc of said centerline of easement, through a central angle of $21^{\circ}53'21''$, 278.89 feet to a point of tangency;

Thence S. $67^{\circ}58'22''$ W. along said centerline of easement, 591.17 feet to a point of tangent curvature to the right having a radius of 730.00 feet;

Thence Southwesterly and Northwesterly along said centerline of easement, through a central angle of $58^{\circ}54'02''$, 724.96 feet to a point of tangency;

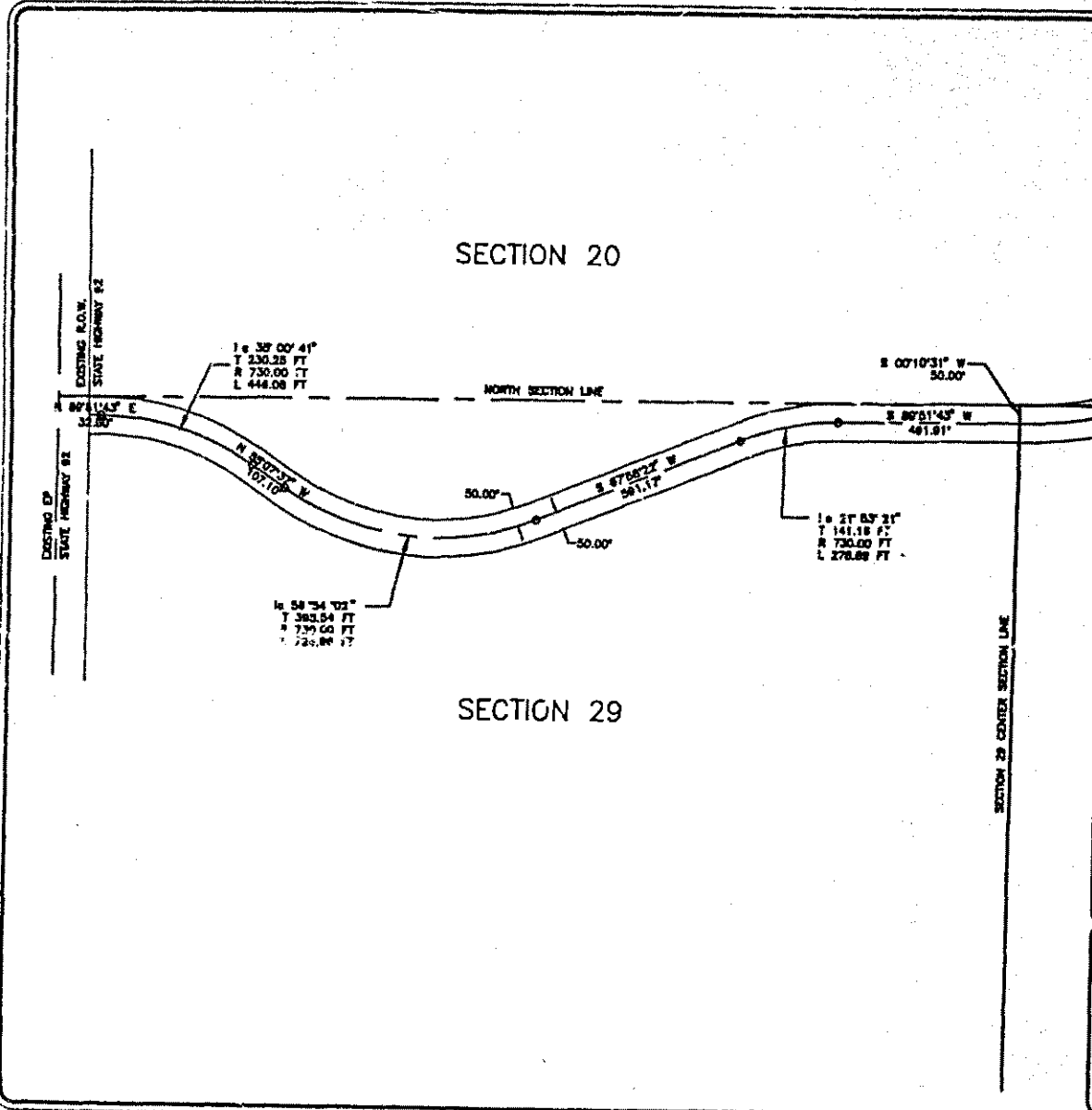
Thence N. $55^{\circ}07'37''$ W. along said centerline of easement, 107.10 feet to a point of tangent curvature to the left having a radius of 730.00 feet;

Thence Northwesterly along said centerline of easement, through a central angle of $35^{\circ}00'41''$, 446.08 feet to a point of tangency;

Thence S. $89^{\circ}51'43''$ W. along said centerline of easement, 32.80 feet to the Point of Terminus on the Easterly right-of-way of State Highway 92.

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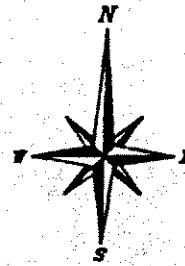
LEGEND

PROJECT No. 95029

6/16/95

SECTION 29 NORTH
ACCESS ROAD
LEGAL DESCRIPTION

EXHIBIT D



GRAPHIC SCALE: 1 Inch = 400 Feet



ARROW ENGINEERING Co.

3121 E. KLENDALE RD. PHONE(602)881-2155
TUCSON, AZ. 85718 FAX(602)881-2488

CIVIL ENGINEERS

LAND SURVEYORS

LAND PLANNERS