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AMENDMENT OF PROTECTIVE COVENANTS, RESTRICTIONS and
UNIFORM PLAN FOR SORENSON RESEARCH PARK

THIS AMENDMENT TO PROTECTIVE COVENANTS, RESTRICTIONS and UNIFORM PLAN FOR SORENSON RESEARCH PARK (hereafter "Covenants") is made this 7th day of June 1996 by Sorenson Associates, L.L.C. (Hereafter "Sorenson") and Security Capital Pacific Trust (hereafter "Security") collectively referred to as "Declarant."

WITNESSETH:

WHEREAS, Declarant is successor to Sorenson Associates, a Utah Limited Partnership and to SR Park Associates, a Utah Limited Partnership referred to, collectively, as Developers or Developer in the Protective Covenants, Restrictions And Uniform Plan For Sorenson Research Park dated November 18, 1988, and filed for recordation November 22, 1988, as document No 4704747 in Book 6083 at pg. 567 in the office of the Salt Lake County Recorder (hereafter "Covenants"); and

WHEREAS, Developer subjected the real property described below to said Covenants which property is located in Salt Lake County, State of Utah, more particularly described as follows:

Beginning at a fence corner on the Easterly boundary of the Meadowbrook Golf Course property, said fence corner being South 0° 12' 15" East (basis of bearing) along the section line 902.95 feet and East 2910.48 feet from the Northwest corner of Section 2, Township 2 South Range 1 West, Salt Lake Base and Meridian; and running thence along the said Golf Course Boundary fence the following courses: North 83° 40' 06" East 240.81 feet, North 83° 52' 27" East 809.48 feet, North 83° 11' 22" East 109.85 feet, North 24° 07' 32" West 76.35 feet, North 38° 25' 22" West 95.72 feet, North 38° 31' 59" West 520.99 feet, North 11° 21' 58" East 340.58 feet, North 74° 46' 24" West 244.94 feet, North 4° 49' 05" West 184.38 feet, North 4° 59' 26" East 41.96 feet, and North 13° 40' 03" East 105.30 feet more or less, to a point on the top of the West bank of the Jordan River as of 1985; thence continuing southerly along said top of the West Bank the following courses; South 51° 23' 31" East 313.82 feet, South 76° 50' 35" East 175.47 feet, South 77° 16' 26" East 98.60 feet, North 76° 35' 48" East 178.31 feet, North 68° 50' 03" East 130.82 feet, North 74° 51' 12" East 115.04 feet, South 28° 08' 17" East 227.94 feet, South 43° 23' 06" East 231.27 feet, South 31° 39' 53" East 57.12 feet, South 8° 16' 37" East 54.40 feet, South 70° 18' 33" West 111.98 feet, South 2° 55' 14" East 282.00 feet, South 15° 13' 45" East 199.56 feet, South 30° 21' 49" East 180.96 feet, South 29° 47' 11" East 82.62 feet, South 11° 58' 31" East 104.73 feet, South 14° 22' 31" East 49.16 feet, South 7° 12' 28" West 144.95 feet, South 9° 17' 20" West 143.70 feet, South 10° 38' 17" West 140.99 feet, South 5° 25' 51" East 84.37 feet, South 3° 24' 12" West 112.69 feet, South 15° 54' 51" East 119.79 feet, South 29° 02' 45" East 81.26 feet, South 41° 57' 15" East 77.30 feet, South 61° 15' 08" East 142.48 feet, South 59° 48' 02" East 100.04 feet, South 60° 27' 03" East 86.21 feet, South 54° 36' 01" East 43.03 feet, South 36° 52' 20" East 65.63 feet, South 26° 08' 57" East 104.80 feet, to a point on the North boundary of the Salt Lake County Property; thence along said property line west 80.82 feet, thence South 320.47 feet to a point on a curve to the left and on the Northerly right-of-way line of the 4700 South Expressway, the radius point of said curve being South 0° 56' 31" East 1985.08 feet, thence Westerly-along the arc of said curve and along said right-of-way line 404.13 feet, to the centerline of the Brighton Canal thence along the centerline of said canal the following courses: thence North 5° 06' 26" East 76.08 feet, thence North 45° 51' 55" West 409.95 feet, thence North 57° 35' 13" West 112.32 feet, and South 80° 57' 58" West 177.53 feet to the

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centerline of the old existing Brighton Canal; thence continuing along said centerline North 31° 28' 41" West 44.60 feet, thence North 43° 59' 54" West 221.70 feet, thence North 16° 37' 56" West 236.24 feet, thence North 43° 50' 59" West 289.89 feet, thence North 60° 07' 23" West 719.92 feet, thence North 60° 24' 22" West 286.73 feet to a point on the aforesaid Golf Course fence line; thence North 16° 14' 03" West along said fence 140.45 feet to the point of beginning.

AND

Beginning at a point on the Easterly right of way line of Atherton Drive, said point being East 1780.935 feet and South 604.968 feet from the West Quarter Corner of said Section 2; thence North 89° 39' 05" East 413.833; thence North 70° 56' 01" East 632.244 feet; thence North 553.830 feet; thence West 60.401 feet; thence North 06° 12' 15" West 89.399 feet; thence North 79° 32' 45" East 616.774 feet; thence North 17° 21' 36" West 1315.976 feet to the centerline of a drainage canal; thence along the centerline of said canal the following (12) courses: (1) South 62° 19' 41" East 185.928 feet, (2) South 58° 16' 28" East 152.934 feet, (3) South 63° 52' 38" East 225.581 feet, (4) South 58° 32' 28" East 443.836 feet, (5) South 43° 55' 26" East 311.075 feet, (6) South 07° 12' 36" East 82.838 feet, South 19° 10' 58" East 91.233 feet, (8) South 32° 39' 00" East 92.521 feet, (9) South 48° 05' 24" East 95.206 feet, (10) South 37° 46' 57" East 144.799 feet, (11) South 25° 46' 54" East 87.453 feet and (12) South 29° 32' 10" East 13.784 feet; thence South 70° 56' 00" West 254.801 feet to the Easterly right-of-way line of Riverboat Road; thence South 42° 09' 51" West 60.000 feet to the Westerly right of way of said Riverboat Road and to the beginning of a 220.00 foot radius curve to the right, bearing to radius point of being South 42° 09' 51" West; thence along the arc of said curve 110.465 feet through a central angle of 28° 46' 09"; thence South 19° 04' 00" East 300.241 feet to the Northerly right of way line of the 4700 South Express Way; thence along said northerly right-of-way line the following two courses: (1) South 70° 56' 00" West 2186.200 feet and (2) to the beginning of a 5804.650 foot radius curve to the left bearing to radius point being South 19° 04' 00" East; thence along the arc of said curve 274.778 feet through a central angle of 02° 42' 44" to the Easterly right-of-way line of Atherton Drive; thence along said right of way line North 23° 07' 17" West 27.491 feet to the beginning of a 1178.045 foot radius curve to the right bearing to radius point being North 66° 52' 43" East; thence along the arc of said curve 290.347 feet through a central angle of 14° 07' 17"; thence North 09° 00' 00" West 30.092 feet to the point of beginning. Containing 47.142 Acres, more or less. Basis of bearings being West line of the Northwest Quarter of said Section 2, which has a bearing of North 00° 12' 15" West.

Excepting the following: Beginning at a point on the South line of LeVoy Drive, said point being East 2438.411 feet and South 581.711 feet from the West quarter corner of Section 2, Township 2 South, Range 1 West, Salt Lake Base and Meridian, said point of beginning being further described as South 70° 56' 00" West 1339.470 feet along the center line and South 19° 04' 00" East 30.000 feet from a P.I. Monument in said LeVoy Drive, and running thence North 70° 56' 00" East 909.788 feet along said South line; thence South 19° 04' 00" East 143.638 feet to the North line of 4700 South Expressway; thence South 70° 56' 00" West 909.788 feet along said North line; thence North 19° 04' 00" West 143.638 feet to the point of beginning.

Excepting the following: Beginning at a point South 70° 56' 00" West 472.815 feet along the monument line in LeVoy Drive and North 19° 04' 00" West 403.00 feet and South 70° 56' 00"

West 15.00 feet and North 19° 04' 00" West 40.00 feet from a P.I. Monument in said LeVoy Drive, said point of beginning also said to be North 143.549 feet and East 3088.831 feet from the West Quarter Corner of Section 2, Township 2 South, Range 1 West, Salt Lake Base and Meridian; and running thence North 10° 27' 15" West 167.985 feet; thence North 79° 32' 45" East 281.026 feet; thence South 17° 21' 36" East 164.080 feet; thence South 70° 56' 00" West 218.126 feet; thence South 17° 21' 36" East 164.080 feet; thence South 70° 56' 00" West 218.126 feet; thence North 19° 04' 00" West 28.562 feet; thence South 79° 03' 48" West 80.812 feet to the point of beginning.

WHEREAS, provision 7.03 of said Covenants, Restrictions and Uniform Plan For Sorenson Research Park allows for the amendment of said Covenants.

Whereas, Declarants are the Property Owners possessing more than Three-fourths (3/4th) of the assessed value of the Sorenson Research Park according to the real property tax assessment records of Salt Lake County, Utah.

NOW, THEREFORE, Developer hereby amends said Covenants as follows:

1. Provision 1.07 of the Covenants is amended to read as follows:

1.07 "Front Setback Area" shall mean and refer to the area between the Parkway Strip (as that term is defined herein) and the front setback line on a Building Site as required by the applicable governmental authority.

2. Provision 4.02 of the Covenants is amended to read as follows:

4.02 SETBACK LINES AND LANDSCAPE REQUIREMENTS IN SETBACK AREAS

(a) All buildings and other structures within Sorenson Research Park shall be constructed in conformity with the setback lines as required by the applicable governing body except where the Uniform Plan or the Basic Landscape Plan requires greater setbacks.

(b) The Front Setback Area may contain parking if approved by the Architectural Control Committee, underground utilities, paths, jogging trails and walks for pedestrian ingress and egress, and paved access drives for vehicular ingress and egress across the Parkway strip and the Front Setback area, provided, however, that under no circumstances shall there be more than one (1) such access drive and one (1) such walk or path across the Parkway Strip and the Front Setback Area, providing street access, per each 200 linear feet of frontage, on a cumulative basis, unless otherwise approved by the Architectural Control Committee; further provided that the unpaved portion of the Front Setback Area between the Street Property Line and the front setback line shall be landscaped and/or preserved as a Green Area in accordance with the Basic Landscape Plan and may contain landscape structures, materials and objects permitted or specified in the Basic Landscape Plan, but such Front Setback Area shall contain no other structure that is not directly related or pertinent to one or more of the foregoing permitted structures; provided that in no event shall any paved access drive located within said Front Setback Area parallel the abutting Street, and in no event shall more than fifteen percent (15%) of the entire Front Setback Area be paved for any purpose except for

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NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
REC BY: V ASHBY , DEPUTY - WI

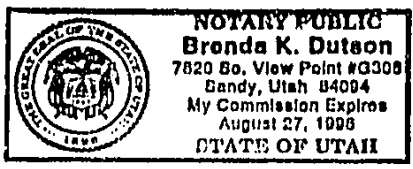
STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 10th day of June, 1996, by Joseph T. Sorenson, who acknowledged that he executed the same in his capacity as a Manager of Sorenson Associates, L.L.C., a Utah limited liability company

[SEAL]

Brenda K. Dutson
Notary Public
Name: Brenda K. Dutson
Residing at: Salt Lake County

My commission expires:
Aug 27, 1996



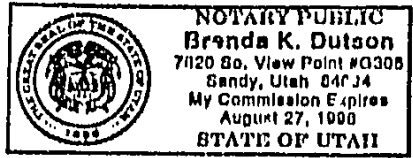
STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 7th day of June, 1996, by Richard W. Dickerson, who acknowledged that he executed the same in his capacity as Vice President of SECURITY CAPITAL PACIFIC TRUST, a Maryland real estate investment trust

[SEAL]

Brenda K. Dutson
Notary Public
Name: Brenda K. Dutson
Residing at: Salt Lake County

My commission expires:
Aug 27, 1996



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