

When recorded return to:
NS Mountainwest #1, LLC
c/o NovaSource Management, Inc.
2180 South 1300 East, Suite 410
Salt Lake City, Utah 84106

Space above this Line for Recorder's Use Only

FIRST AMENDMENT TO
AMENDED AND RESTATED RECIPROCAL EASEMENT AGREEMENT

This First Amendment to Amended and Restated Reciprocal Easement Agreement ("First Amendment") is made and entered into as of the 5th day of January, 2007, by and between NS Mountainwest #1, LLC, a Utah limited liability company ("NovaSource") and Dansie Family Company, LLC, a Utah limited liability company ("Dansie"), and is also for the benefit of Utah Department of Transportation ("UDOT") to the extent provided herein. All capitalized terms in this First Amendment shall have the same meaning as the definitions of such terms as provided in the Amended REA, as such term is hereinafter defined.

RECITALS:

WHEREAS, UDOT is the owner in fee of that certain tract of land consisting of approximately 51,587.14 square feet, situated in the City of Springville, County of Utah, State of Utah, as is more particularly described on Exhibit "B" attached hereto ("Parcel 1"); and

WHEREAS, Dansie is the owner in fee of that certain tract of land consisting of approximately 55,599 square feet, situated in the City of Springville, County of Utah, State of Utah, as is more particularly described on Exhibit "C" attached hereto ("Parcel 2"); and

WHEREAS, NovaSource is the owner in fee of that certain tract of land consisting of approximately 87,629 square feet, situated in the City of Springville, County of Utah, State of Utah, as generally shown as Parcel 3, as is more particularly described on Exhibit "D" attached hereto ("Parcel 3"); and

WHEREAS, on the 17th day of June, 2003, Dansie's predecessor in interest and Rocking AZ Land & Livestock, LLC, a Utah limited liability company (NovaSource's predecessor in interest to Parcel 3) entered into that certain Amended and Restated Reciprocal Easement Agreement in regards to Parcel 1, Parcel 2 and Parcel 3 (hereinafter the "Amended REA"); and

WHEREAS, both Parcel 2 and Parcel 3, as originally contemplated in the Amended REA, have since been modified pursuant to the provisions of Article 6 of the Amended REA, such that a portion of what was previously Parcel 3 (the "Land Swap Area" as defined in the Amended REA) has now become a Part of Parcel 2; and

WHEREAS, NovaSource is now in the process of developing Parcel 3, and in conjunction with such development has requested that a small portion of the "Fixed Access Easement Area" as such area is defined in the Amended REA, located on Parcel 3 be abandoned in order to allow for the easier development of a drive-thru lane for a restaurant building to be constructed on Parcel 3; and

WHEREAS, the Amended REA provides that the "Fixed Access Easement Area" provided in the Amended REA can only be modified by an instrument in writing executed by the Owners of all of the Parcels and recorded in the Official Records;

WHEREAS, in order to accommodate the development of Parcel 3 by NovaSource, Dansie has agreed to amend the Amended REA as provided in this First Amendment

AGREEMENT:

NOW THEREFORE, for good and valuable mutual consideration, the receipt and sufficiency of which are hereby expressly acknowledged the parties hereto, do hereby agree and covenant as follows:

1. Abandonment of a Portion of Fixed Access Easement Area. Dansie and UDOT each hereby grants its express consent to allow for the removal of a certain piece of property from the Fixed Access Easement Area as depicted on Exhibit "A-1" attached hereto (the "Easement Abandonment Area") and hereby further expressly acknowledges that such party's easement rights in and to the Easement Removal Area are hereby abandoned and such Easement Abandonment Area shall not hereafter be deemed to be part of the Fixed Access Easement Area for purposes of the Amended REA.

2. All Other Provisions to Remain in Full Force and Effect. All other provisions of the Amended REA, not expressly amended by this First Amendment shall remain in full force and effect.

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[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed effective as of the day and year first above written.

DANSIE: Dansie Family Company, LLC, a Utah limited liability company

By: Ronald L. Dansie
Ronald L. Dansie, Its Manager

Date: 10-15-07

NOVASOURCE: NS MOUNTAINWEST #1, LLC, a Utah limited liability company

By: NovaSource Management, Inc., Its Manager

By: Shane D. Frost

Its: Resident

Date: 9/20/07

UDOT: STATE OF UTAH – DEPARTMENT OF TRANSPORTATION

By: [Signature]

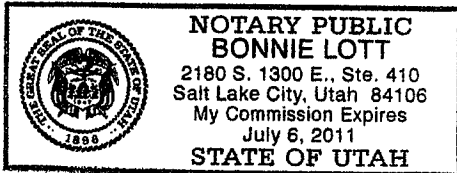
Its: Director, Right of Way

Date: 11-6-07

ACKNOWLEDGMENT for NS Mountainwest #1, LLC

State of UTAH }
 }ss.
County of SALT LAKE }

On September 20, 2007, before me, Bonnie Lott, a Notary Public in and for said County and State, personally appeared Shane D. Smeeth personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity stated therein and that by their signature on the instrument the entity upon behalf of which the persons acted, executed the instrument.



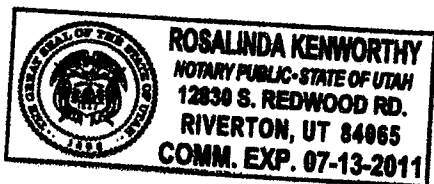
Bonnie Lott
Notary Public

ACKNOWLEDGMENT for Dansie Family Company

State of UTAH }
 }ss.
County of SALT LAKE }

On October 15, 2007, before me, Ronald L. Davsie, a Notary Public in and for said County and State, personally appeared ITS SHAWQU personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity stated therein and that by their signature on the instrument the entity upon behalf of which the persons acted, executed the instrument.

Rosalinda Kenworthy
Notary Public



ACKNOWLEDGMENT for UTAH DEPARTMENT OF TRANSPORTATION

State of UTAH }
 }ss.
County of SALT LAKE }

On Nov 6, 2007, before me, Lyle McMillan, a Notary Public in and for said County and State, personally appeared Lyle McMillan personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity stated therein and that by their signature on the instrument the entity upon behalf of which the persons acted, executed the instrument.

Richard H. Jones
Notary Public

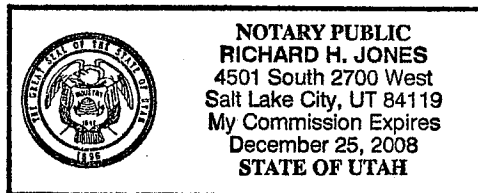


EXHIBIT "A-1"

SITE PLAN SHOWING EASEMENT ABANDONMENT AREA

Exhibit "A-1"

ENT 158830:2007 PG 7 of 10

to First Amendment to Amended and
Restated Reciprocal Easement Agreement

400 SOUTH ST.

S 89°37'19" E 216.44'

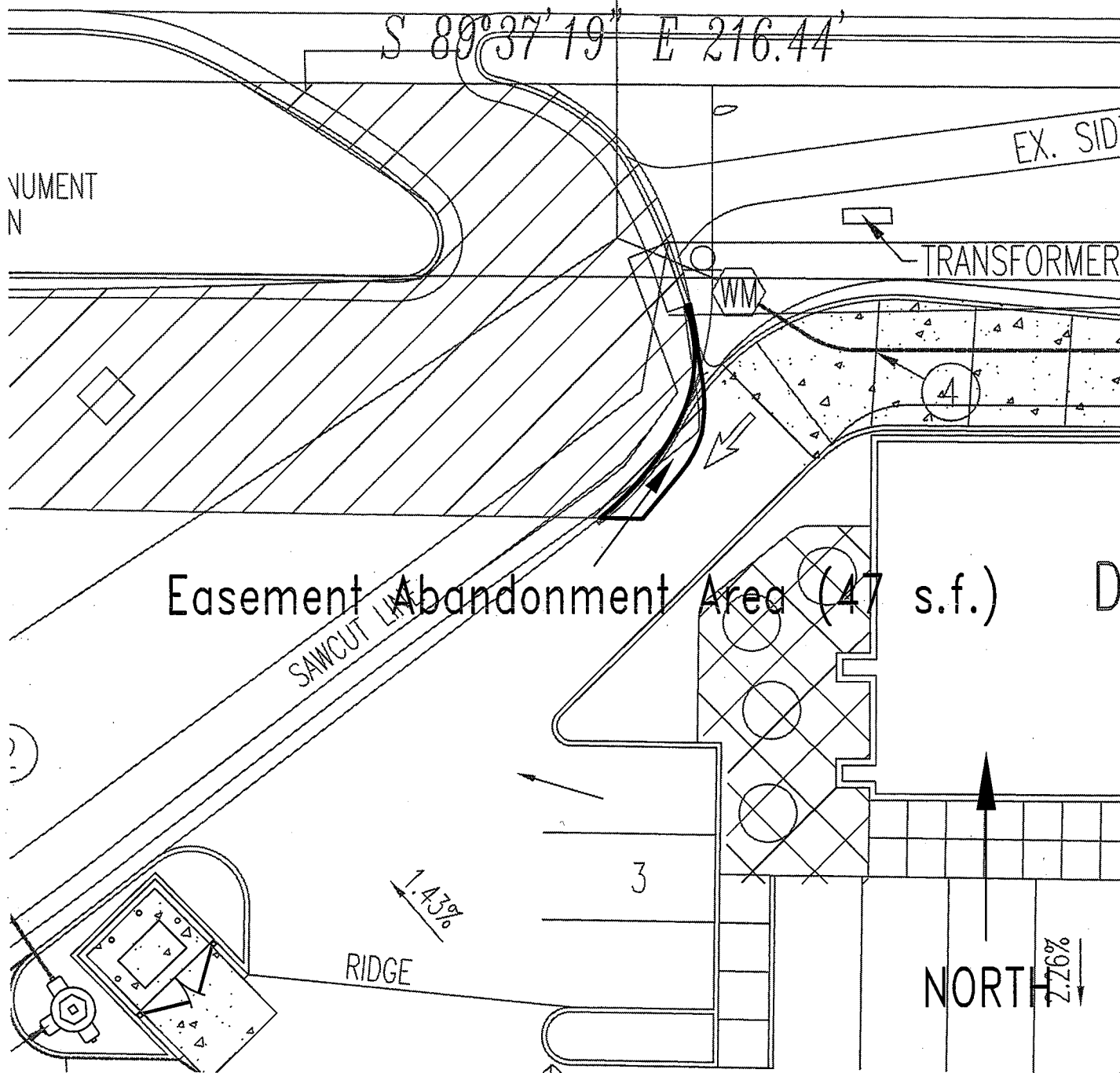


EXHIBIT "B"
PARCEL 1 LEGAL DESCRIPTION

A portion of the SE1/4 of Section 31, Township 7 South, Range 3 East, Salt Lake Base & Meridian, located in Springville City, Utah County, State of Utah, more particularly described as follows:

Beginning at a point on the easterly right-of-way and no-access line of Interstate 15 located N89°11'58"E along the Section line 230.60 feet and North 406.28 feet from the SE1/4 Corner of Section 31, T7S, R3E, S.L.B.&M.; thence N36°59'54"E 36.15 feet; thence N3°19'28"W 77.07 feet; thence N27°05'30"E 207.91 feet; thence N48°50'26"E 164.34 feet to the South line of 400 South Street, the previous 4 (four) courses along said no-access line; thence S83°14'00"E 55.03 feet; thence South 34.00 feet; thence S48°50'30"W 165.66 feet; thence S27°05'30"W 164.69 feet; thence N62°54'30" W 16.00 feet; thence along the arc of a 2.00 foot radius curve to the left 3.14 feet through a central angle of 90°00'00" (chord S72°05'30"W 2.83 feet); thence S27°05'30"W 4.54 feet; thence S3°19'20"E 39.90 feet; thence along the arc of a 15.00 foot radius curve to the left 13.90 feet through a central angle of 53°06'11" (chord S29°52'25"E 13.41 feet); thence Southwesterly along the arc of a 283 foot radius non-tangent curve (radius bears S23°52'47"E) 97.41 feet through a central angle of 19°43'18" (chord: S56°15'34"W 96.93 feet) the point of beginning.

Contains 28,070 square feet or 0.644 acres+-.

EXHIBIT "C"
PARCEL 2 LEGAL DESCRIPTION

A portion of the SE1/4 of Section 31, Township 7 South, Range 3 East, Salt Lake Base & Meridian, located in Springville City, Utah County, State of Utah, more particularly described as follows:

Beginning at a point on the northerly right-of-way line of a new frontage road as shown on a Street Dedication Plat recorded as Entry NO. 2566:01, Map #8895, according to the Official Records of Utah County, said point being located N89°11'58"E along the Section line 406.77 feet and North 482.74 feet from the South ¼ Corner of Section 31, T7S, R3E, S.L.B.&M.; thence Southwesterly along the arc of a 283 foot radius non-tangent curve to the left (radius bears S4°06'25"E) 10 feet through a central angle of 20°14'48" (chord: S75°46'11"W 99.48 feet); thence northwesterly along the arc of a 15.00 foot radius non-tangent curve to the right (radius bears: N37°43'04"E) 12.82 feet through a central angle of 48°57'36" (chord N27°48'08"W 12.43 feet); thence N3°19'20"W 39.90 feet; thence N27°05'30"E 4.54 feet; thence along the arc of a 2.00 foot radius curve to the right 3.14 feet through a central angle of 90°00'00" (chord: N72°05'30"E 2.83 feet); thence S62°54'30"E 16.00 feet; thence N 27°05'30"E 164.69 feet; thence N48°50'30"E 165.66 feet; thence North 34.00 feet; thence S89°38'21"E 93.61 feet; thence S0°21'39"W 2.78 feet; thence along the arc of a 140.00 foot radius curve to the right 97.17 feet through a central angle of 39°46'00" (chord: S20°14'39"W 95.23 feet); thence S41°28'09"W 264.01 feet; thence South 23.11 feet to the point of beginning. Contains 0.84 acres

Together with the following described Parcel

A portion of the SE1/4 of Section 31, Township 7 South, Range 3 East, Salt Lake Base & Meridian, located in Springville City, Utah County, State of Utah, more particularly described as follows:

Beginning at a point on the northerly right-of-way line of 500 South Street as shown and described on a Street Dedication Plat recorded as Entry No. 2566:01, Map #8895, according to the Official Records of Utah county, said point being located N89°11'58"E along the Section line 406.77 feet and North 482.74 feet from the South ¼ Corner of Section 31, T7S, R3E, S.L.B.&M.; thence North 23.11 feet; thence N41°28'09"E 189.40 feet; thence East 44.64 feet; thence S0°47'16"W 166.32 feet to the northerly line of said 500 South, thence along said Street the following 2 (two) courses; N89°12'44"W 143.63 feet; thence Southwesterly along the arc of a 283 foot radius curve to the left 24.18 feet through a central angle of 4°53'41" (chord: S88°20'25"W 24.17 feet) to the point of beginning. Contains 19,008+- square feet.

EXHIBIT "D"
PARCEL 3 LEGAL DESCRIPTION

LEGAL DESCRIPTION OF PROPERTY

A PORTION OF THE SOUTHEAST QUARTER OF SECTION 31, TOWNSHIP 7 SOUTH, RANGE 3 EAST, SALT LAKE BASE AND MERIDIAN, LOCATED IN SPRINGVILLE, UTAH, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF A NEW FRONTAGE ROAD AS SHOWN AND DESCRIBED ON A STREET DEDICATION PLAT RECORDED AS ENTRY NO. 2566;01, MAP #8895, ACCORDING TO THE OFFICIAL RECORDS OF UTAH COUNTY, SAID POINT BEING LOCATED NORTH 89°11'58" EAST ALONG THE SECTION LINE 574.56 FEET AND NORTH 479.12 FEET FROM THE SOUTH QUARTER CORNER OF SECTION 31, TOWNSHIP 7 SOUTH, RANGE 3 EAST, SALT LAKE BASE AND MERIDIAN; THENCE NORTH 00°47'16" EAST 166.32 FEET; THENCE WEST 44.64 FEET; THENCE NORTH 41°28'09" EAST 74.61 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF A 140.00 FOOT RADIUS NON-TANGENT CURVE TO THE LEFT (RADIUS BEARS: NORTH 49°52'21" WEST) 97.17 FEET THROUGH A CENTRAL ANGLE OF 39°46'00" (CHORD: NORTH 20°14'39" EAST 95.23 FEET); THENCE NORTH 00°21'39" EAST 3.32 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF STATE ROAD 77 (400 SOUTH), THE PREVIOUS 3 (THREE) COURSES ALONG SAID FRONTAGE ROAD; THENCE SOUTH 89°37'10" EAST 216.44 FEET ALONG STATE ROAD 77; THENCE ALONG THE ARC OF A 28.50 FOOT RADIUS CURVE TO THE RIGHT 44.73 FEET THROUGH A CENTRAL ANGLE OF 89°55'06" (CHORD: SOUTH 44°39'30" EAST 40.28 FEET); THENCE SOUTH 00°18'03" WEST 275.58 FEET, THE PREVIOUS 2 (TWO) COURSES ALONG A STREET DEDICATION OF 1750 WEST RECORDED AS ENTRY NO. 2056; 2001, MAP #8892, ACCORDING TO THE OFFICIAL RECORDS OF UTAH COUNTY; THENCE ALONG A STREET DEDICATION OF A NEW FRONTAGE ROAD RECORDED AS ENTRY NO. 2566;2001, MAP #8895, THE FOLLOWING 3 (THREE) COURSES; THENCE ALONG THE ARC OF A 13.00 FOOT RADIUS CURVE TO THE RIGHT 20.53 FEET THROUGH A CENTRAL ANGLE OF 90°29'13" (CHORD: SOUTH 45°32'39" WEST 18.46 FEET); THENCE NORTH 89°12'44" WEST 270.18 FEET TO THE POINT OF BEGINNING.

Contains 2.01 Acres+-

TAX ID NO. 23:030:0057