



WHEN RECORDED, PLEASE RETURN TO:

Ogden City
Attn: City Attorney
2549 Washington Boulevard, Suite 840
Ogden, Utah 84401

E# 2449572 PG 1 OF 4
ERNEST D ROWLEY WEBER COUNTY RECORDER
14-DEC-09 450 PM FEE \$18.00 DEP SC
REC FOR: LANDMARK TITLE COMPANY
ELECTRONICALLY RECORDED

**AMENDMENT TO
DEVELOPMENT AGREEMENT
BETWEEN OGDEN CITY CORPORATION AND
NUTRACEUTICAL CORPORATION**

THIS AMENDMENT TO DEVELOPMENT AGREEMENT (the "Amendment") is made and entered into as of the 14 day of December, 2009, between Nutraceutical Corporation ("Nutraceutical") and Ogden City, also known as Ogden City Corporation, a Utah municipal corporation (the "City"), and this Amendment is executed in connection with the following facts:

RECITALS

A. The City and Nutraceutical entered into that certain Development Agreement, dated as of March 31, 2006, and recorded on March 31, 2006, as Entry No. 2170213 in the official records of the Weber County Recorder (as the same may have been amended and/or modified, the "Development Agreement") relating to the development of the Nutraceutical Property, defined in such Development Agreement as (the "Initial Nutraceutical Property"):

All of Lot 21, BUSINESS DEPOT OGDEN PLAT 10, Ogden City, Weber County, Utah, according to the official plat thereof.

Tax Parcel No. 12-203-0003 12-219-0003 / *new*

B. On or about December 14, 2009, Nutraceutical acquired the following described real property, located in Weber County, Utah (the "Additional Nutraceutical Property"):

All of Lot 19, BUSINESS DEPOT OGDEN PLAT 10 AMENDED, Ogden City, Weber County, Utah according to the official plat thereof on file and of record in the Weber County Recorder's Office, Ogden, Weber County, Utah.

Together with a non-exclusive perpetual 45 foot wide joint driveway easement for ingress and egress purposes appurtenant to the aforementioned Lot 19, on the north end of Lot 19, BUSINESS DEPOT OGDEN, PLAT 10 AMENDED, and the South end of Lot 22, BDO, Plat 10, as depicted on the recorded plat.

Weber County Parcel No. 12-219-0001. ✓

All of Lot 20, BUSINESS DEPOT OGDEN PLAT 10 AMENDED, Ogden City, Weber County, Utah according to the official plat thereof on file and of record in the Weber County Recorder's Office, Ogden, Weber County, Utah:

Weber County Parcel No. 12-219-0002. ✓

C. Except as otherwise defined herein, the capitalized terms contained in this Amendment shall have the meanings ascribed to them in the Development Agreement.

D. The City and Nutraceutical desire to amend the Development Agreement in accordance with the terms and conditions set forth below.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the City and Nutraceutical hereby agree as follows:

1. Property. Nutraceutical does hereby submit the Additional Nutraceutical Property to the terms, conditions, and provisions of the Development Agreement, and the Development Agreement is hereby amended so that any and all references therein to the "Property" shall mean and refer to both the Initial Nutraceutical Property and the Additional Nutraceutical Property.

2. Amendment of Master Development Agreement and CC&Rs. Effective on the date of this Amendment, the Additional Nutraceutical Property is not subject to any effect, lien, requirement, or restriction contained in the Master Development Agreement or the CC&Rs, as such terms are defined in the Development Agreement.

3. Effect of Amendment. Except as modified by this Amendment, the Development Agreement is ratified and affirmed and shall remain in full force and effect. In the event of any inconsistency between this Amendment and the Development Agreement, the provisions of this Amendment shall control.

4. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument.

NUTRACEUTICAL CORPORATION

By Bruce R. Hough
Its President

OGDEN CITY, also known as OGDEN CITY CORPORATION, a Utah municipal corporation

By Mauro R. Jolly
Its Mayor


Attest: Emeli Maxwell
City Recorder



Approved as to Form:
Buck Snower
City Attorney

State of Utah)
) :SS
County of Salt Lake

On the 14th day of December, 2009, personally appeared before me Bruce R. Hough, who being by me duly sworn did say that he/she is the President of Nutraceutical Corporation and that the foregoing instrument was signed in behalf of said corporation by authority of its Board of Directors, and he/she acknowledged to me that said corporation executed the same.

 **DONNA McQUIVEY**
Notary Public State of Utah
My Commission Expires on
April 12, 2013
Comm. Number: 578216

[Signature]
Notary Public

State of Utah)
:ss
County of Weber)

On the 11th day of December, 2009, personally appeared before me, Matthew R. Godfrey and Cindi Maxwell, whose identities are personally known to me (or proved to me on the basis of satisfactory evidence) and who by me duly sworn (or affirmed), did say that they are, respectively, the Mayor and the City Recorder of Ogden City Corporation, a Utah municipal corporation, and that the foregoing document was signed by them on behalf of said Ogden City Corporation and acknowledged to me that said Ogden City Corporation executed the same.



Lee Ann Peterson
Notary Public

State of Utah)
:ss
County of Weber)

On the 11th day of December, 2009, personally appeared before me, Buck Froemer, in his/her capacity as the Chief Deputy City Attorney of Ogden City Corporation.



Lee Ann Peterson
Notary Public