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MAINTENANCE AGREEMENT

This Maintenance Agreement (the "Agreement") is made as of the 14th day of September, 2000, by and between Western Irrigation Company, A Utah corporation, whose address is 1630 West Farr West Drive, Ogden, Utah 84404 ("Western"), and Washington Park Associates, L.L.C., a Utah limited liability company, whose address is c/o Campbell Hogue & Associates, 1200-112th Avenue Northeast, Suite C-143, Bellevue, Washington 98004 ("Washington"). Western and Washington are sometimes individually referred to herein as a "Party" or collectively as the "Parties."

RECITALS:

- 1. Western operates and maintains a water canal (the "Water Canal") located on the east boundary line of real property owned by Washington, more particularly described on Exhibit "A" attached hereto (the "Washington Property"), and shown on the map attached hereto as Exhibit "B".
- 2. The Parties desire to confirm in writing that Western shall have full responsibility for maintaining the Water Canal upon the Washington Property.

NOW, THEREFORE, for good and valuable consideration, including the covenants and promises set forth herein, the Parties agree as follows:

- 1. Recitals. The Recitals set forth above are incorporated herein as if originally set forth.
- 2. Restriction of Use of the Water Canal. The Water Canal shall be used solely for the purpose of irrigation by Western, and its shareholders.
- 3. Maintenance of the Water Canal. Western agrees to maintain the Water Canal in good condition, and to pay all costs of operation and maintenance of the Water Canal.
- 4. Successors and Assigns. This Agreement is intended to benefit Washington and its successors and assigns, and to run with the land.

WESTERN IRRIGATION COMPANY

By: *Janice J. [Signature]*
Its: President, Board of Directors

E# 1729283 BK2093 PG2672
DOUG CROFTS, WEBER COUNTY RECORDER
28-SEP-00 3:31 PM FEE \$16.00 DEP JPH
REC FOR: FIRST.AMERICAN.TITLE

12

WASHINGTON PARK ASSOCIATES, L.L.C.
By: Campbell-Hogue & Associates, Inc.,
Its Manager

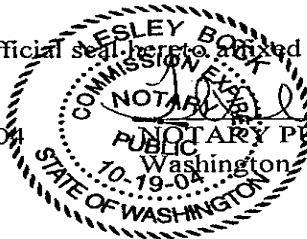
By: [Signature]
Terry N. Campbell, President

STATE OF Washington)
:ss.
COUNTY OF King)

On this the 15th day of September, 2000, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared TERRY N. CAMPBELL to me known to be the President of Campbell-Hogue & Associates, Inc., the managing member of Washington Park Associates, L.L.C., the limited liability company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated he is authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year first above written.

My commission expires: 10/19/2004



[Signature]
NOTARY PUBLIC in and for the State of Washington

STATE OF Utah)
:ss.
COUNTY OF Weber)

On this the 18 day of September, 2000, before me, the undersigned, a Notary Public in and for the State of Utah, duly commissioned and sworn, personally appeared Jimmie Pappageorge to me known to be the president of Western Irrigation Company, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated he is authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year first above written.

My commission expires:
Jan 24, 2001

[Signature]
NOTARY PUBLIC in and for the State of Utah



EXHIBIT "A" - LEGAL DESCRIPTION

Washington Park Apartments
Ogden, Utah

A part of the Northeast Quarter of Section 17, Township 6 North, Range 1 West of the Salt Lake Base and Meridian, U.S. Survey:

12.057.003
Beginning at a point South 00°58'40" West 165.01 feet from the Northeast corner of said Northeast Quarter, and running thence North 89°29'45" West 670.80 feet to the East Right of Way line of Washington Boulevard and a point located South 00°50'15" West 164.62 feet and South 89°09'45" East 66.00 feet from the monument marking the centerline intersection of Washington Boulevard and AVC Lane; thence South 0°50'15" West 87.00 feet along said Right of Way Line to the Northwest corner of property of Oscar Soderberg, etal, Trustees; thence South 89°29'45" East 150.00 feet; thence South 00°50'15" West 55.53 feet; thence South 89°00'18" East 75.00 feet; thence South 00°50'15" West 345.36 feet; thence North 89°00'18" West 40.93 feet; thence South 02°07'04" East 237.22 feet (South 04°38'35" East 232.62 feet by record) to the North line of an existing right of way; thence along said North line the following two courses; (1) North 79°16'00" East 11.00 feet; thence North 67°00'00" East 505.56 feet to the East line of said Northeast Quarter; thence North 0°58'40" East 521.40 feet along said East line to the point of beginning.

Together with a storm drain right-of-way and easement over the following: An eight (8) foot wide easement four (4) feet on each side of the following described Centerline: A part of the Northeast Quarter of Section 17, Township 6 North, Range 1 West of the Salt Lake Base and Meridian, U.S. Survey. Beginning at a point South 00°58'40" West 702.90 feet and South 67°00'00" West 505.56 feet and North 00°49'56" East 9.39 feet from the Northeast corner of said Northeast Quarter, and running thence South 79°16'00" West 211.33 feet to the East right-of-way line of Washington Boulevard.

~~12.057.003~~

EXHIBIT "B" TO
MAINTENANCE AGREEMENT

