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Salt Lake City, Utah 84111

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11 FEBRUARY 92 12:59 PM
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
VICTOR A TAYLOR ESQ
REC BY: SHARON WEST , DEPUTY

5196953

SECOND AMENDMENT TO DECLARATION
OF EASEMENTS, COVENANTS AND RESTRICTIONS
[Metro Business Park--Phase II]

THIS SECOND AMENDMENT (this "Amendment"), dated as of the 16th day of December, 1991, is executed by STANCOP ASSOCIATES JOINT VENTURE, a Utah joint venture ("Stancop"), whose address is 1515 West 2200 South, E-2, West Valley City, Utah 84119.

FOR THE SUM OF TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Stancop agrees as follows:

1. Definitions. Each of the following terms shall have the indicated meaning:

"Declaration" means the Declaration of Easements, Covenants and Restrictions, dated November 10, 1986 and recorded November 12, 1986 as Entry No. 4347986 in Book 5839 at Page 682 of the official records, as amended by the First Amendment.

"First Amendment" means the First Amendment to Declaration of Easements, Covenants and Restrictions, dated February 17, 1988 and recorded February 17, 1988 as Entry No. 4586959 in Book 60U4 at Page 1759 of the official records.

"Official records" means the official records of the Salt Lake County Recorder, Utah.

All other capitalized words used in this Amendment shall have the meaning set forth in the Declaration.

2. Explanation of Amendment. Stancop, the Developer under the Declaration, desires to expand the Entire Tract to include certain other real property owned by Stancop. Paragraph 29.2(d) of the Declaration provides that Stancop, as the Developer and the owner of such other real property, is the only required signatory to an amendment to expand the Entire Tract to include such other real property (there will be no Mortgage covering such other real property on the date of recordation of this Amendment). A portion of such other real property will be added to the Entire Tract as additional Common Roadways, and the balance will be added as additional Parcels. Although this Amendment replaces Exhibit A and Exhibit C to the Declaration in their entirety, the new Exhibit A added by this Amendment merely adds additional property to the existing Common Roadways, and does not alter the metes and bounds descriptions of the property now comprising the Common Roadways, and the new Exhibit C added by this Amendment merely increases the number of Parcels (adding new Parcels U, V, W and X), and does not alter the metes and bounds descriptions of the existing Parcels (Parcels K through T, inclusive).

3. Parcels. Paragraph 1.21 of the Declaration is deleted in its entirety and is replaced with the following new Paragraph 1.21:

1.21 "Parcels" means those certain fourteen (14) parcels of land (Parcels K, L, M, N, O, P, Q, R, S, T, U, V, W and X) located in Salt Lake County, State of Utah, that are separately described on the attached Exhibit C, together with all improvements thereon at the time in question, and any real property defined as additional "Parcels" in any amendment to this Declaration executed and recorded pursuant to the right reserved in Paragraph 29. "Parcel" means each or any of the Parcels.

BK6409pc1023

4. Exhibits. Exhibit A attached to the Declaration is deleted in its entirety and is replaced with the new Exhibit A attached to this Amendment. Exhibit C attached to the Declaration is deleted in its entirety and is replaced with the new Exhibit C attached to this Amendment.

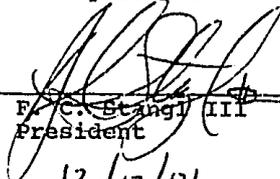
5. Ratification. Except as set forth in this Amendment, the Declaration is ratified and affirmed in its entirety. This Amendment shall inure to the benefit of, and be binding on, Stancop and all other persons subject to the Declaration, and their respective successors and assigns. This Amendment shall be governed by, and construed and interpreted in accordance with, the laws (excluding the choice of laws rules) of the State of Utah. Each exhibit referred to in, and attached to, this Amendment is an integral part of this Amendment and is incorporated in this Amendment by this reference.

STANCOP has executed this Amendment on the date set forth below, to be effective as of the date first set forth above.

STANCOP ASSOCIATES JOINT VENTURE,
by its two joint venturers:

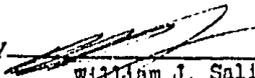
STANCOP, LTD.,
a Utah limited partnership,
by its sole general partner:

STANCOP, INC.,
a Utah corporation

By  _____
F. C. Stangl III
President
Date 12-13/91

NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY,
a Massachusetts corporation,
by its asset manager and advisor,
hereunto duly authorized:

COPLEY REAL ESTATE ADVISORS, INC.,
a Massachusetts corporation

By  _____
William J. Salisbury
Its MANAGING DIRECTOR
Date February 10, 1992

State of Utah)
) ss.
County of Salt Lake)

The foregoing instrument was acknowledged before me this 15TH day of December, 1991, by F. C. Stangl III, the President of Stancop, Inc., the general partner of Stancop, Ltd., one of the joint venturers of Stancop Associates Joint Venture.

(Seal)

Cheryl J. Bohner
Notary Public

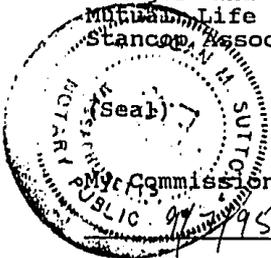
My Commission Expires:

10/10/95

Residing at: NOTARY PUBLIC
CHERYL J. BOHNER
1824 East Logan Avenue
Salt Lake City, Utah 84103
My Commission Expires
October 10, 1995
STATE OF UTAH

Commonwealth of Massachusetts)
) ss.
County of Suffolk)

The foregoing instrument was acknowledged before me this 10th day of December, 1991, by WILLIAM J. SALISBURY, the MANAGING DIRECTOR of Copley Real Estate Advisors, Inc., the asset manager and advisor, hereunto duly authorized, of New England Mutual Life Insurance Company, one of the joint venturers of Stancop Associates Joint Venture.



(Seal)

Joan M. Sutton
Notary Public

My Commission Expires:

9/7/95

Residing at:
JOAN M. SUTTON, Notary Public
My Commission Expires Sept. 7, 1995

EXHIBIT A

to

SECOND AMENDMENT TO DECLARATION
OF EASEMENTS, COVENANTS AND RESTRICTIONS
[Metro Business Park -- Phase II]

LEGAL DESCRIPTION OF COMMON ROADWAYS

The Common Roadways referred to in the foregoing instrument are located in the County of Salt Lake, State of Utah, and are more particularly described as follows:

COMMON ROADWAYS:

Beginning at a point on the South line of the 2200 South Street right-of-way, said point being South 0°02'35" West 769.94 feet along the quarter section line and East 2709.93 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 2°08'08" West 50.00 feet; thence North 87°51'52" East 630.66 feet; thence easterly 150.58 feet along the arc of a 6466.46 foot radius curve to the right (center bears South 2°08'08" East and long chord bears North 88°31'54" East 150.57 feet, with a central angle of 1°20'03"); thence North 89°11'55" East 84.77 feet; thence easterly 208.89 feet along the arc of a 235.59 foot radius curve to the right (center bears South 0°48'05" East and long chord bears South 65°24'03" East 202.11 feet, with a central angle of 50°48'05"); thence South 40°00'00" East 613.97 feet; thence southerly 209.26 feet along the arc of a 299.75 foot radius curve to the right (center bears South 50°00'00" West and long chord bears South 20°00'00" East 205.04 feet, with a central angle of 40°00'00"); thence South 354.49 feet; thence southeasterly 20.26 feet along the arc of a 28.00 foot radius curve to the right (center bears East and long chord bears South 20°43'27" East 19.82 feet, with a central angle of 41°26'55") to the North line of 2320 South Street; thence South 89°55'00" West 64.09 feet along said North line; thence northeasterly 20.35 feet along the arc of a 28.00 foot radius curve to the left (center bears North 48°21'25" West and long chord bears North 20°49'17" East 19.91 feet, with a central angle of 41°38'35"); thence North 354.51 feet; thence northwesterly 167.46 feet along the arc of a 249.75 foot radius curve to the left (center bears West and long chord bears North 19°12'32" West 164.34 feet, with a central angle of 38°25'04"); thence northwesterly 36.76 feet along the arc of a 23.00 foot radius curve to the left (center bears South 51°34'56" West and long chord bears North 84°11'58" West 32.97 feet, with a central angle of 91°33'48"); thence westerly 166.71 feet along the arc of a 238.90 foot radius curve to the right (center bears North 39°58'52" West and long chord bears South 70°00'34" West 163.35 feet, with a central angle of 39°58'52"); thence West 655.03 feet; thence westerly 128.72 feet along the arc of a 617.38 foot radius curve to the right (center bears North and long chord bears North 84°01'38" West 128.48 feet, with a central angle of 11°56'44"); thence westerly 120.38 feet along the arc of a 577.38 foot radius curve to the left (center bears South 11°56'44" West and long chord bears North 84°01'38" West 120.16 feet, with a central angle of 11°56'44"); thence West 45.11 feet; thence southwestwardly 45.71 feet along the arc of a 167.08 foot radius curve to the left (center bears South and long chord bears South 82°09'43"

West 45.57 feet, with a central angle of 15°40'34"); thence South 74°19'26" West 120.11 feet; thence southwesterly 19.46 feet along the arc of a 15.00 foot radius curve to the left (center bears South 15°40'34" East and long chord bears South 37°09'43" West 18.12 feet, with a central angle of 74°19'26") to the East line of 1300 West Street; thence North 146.22 feet along said East line; thence southeasterly 19.46 feet along the arc of a 15.00 foot radius curve to the left (center bears East and long chord bears South 52°50'17" East 18.12 feet, with a central angle of 74°19'26"); thence South 74°19'26" East 120.11 feet; thence southeasterly 45.71 feet along the arc of a 167.08 foot radius curve to the left (center bears North 15°40'34" East and long chord bears South 82°09'43" East 45.57 feet, with a central angle of 15°40'34"); thence East 45.11 feet; thence easterly 128.72 feet along the arc of a 617.38 foot radius curve to the right (center bears South and long chord bears South 84°01'38" East 128.48 feet, with a central angle of 11°56'44"); thence easterly 120.38 feet along the arc of a 577.38 foot radius curve to the left (center bears North 11°56'44" East and long chord bears South 84°01'38" East 120.16 feet, with a central angle of 11°56'44"); thence East 655.03 feet; thence northeasterly 138.86 feet along the arc of a 198.90 foot radius curve to the left (center bears North and long chord bears North 70°00'00" East 136.06 feet, with a central angle of 40°00'00"); thence northeasterly 36.13 feet along the arc of a 23.00 foot radius curve to the left (center bears North 40°00'00" West and long chord bears North 5°00'00" East, with a central angle of 90°00'00"); thence North 40°00'00" West 534.23 feet; thence northwesterly 164.56 feet along the arc of a 185.59 foot radius curve to the left (center bears South 50°00'00" West and long chord bears North 65°24'03" West 159.22 feet, with a central angle of 50°48'05"); thence South 89°11'55" West 84.77 feet; thence westerly 149.41 feet along the arc of a 6416.46 foot radius curve to the left (center bears South 0°48'05" East and long chord bears South 88°31'54" West 149.41 feet, with a central angle of 1°20'03"); thence South 87°51'52" West 630.66 feet to the point of beginning.

PARCELS N & O -- 30' RIGHT-OF-WAY:

Beginning at a point on the South line of 2250 South Street, said point being South 0°02'35" West 1335.88 feet along the quarter section line and East 3324.65 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, running thence East 30.00 feet along said South line; thence South 476.98 feet to the North line of 2320 South Street; thence South 89°55'00" West 30.00 feet along said North line; thence North 477.02 feet to the point of beginning.

PARCELS S & T -- 30' RIGHT-OF-WAY:

Beginning at a point on the South line of 2200 South Street, said point being South 0°02'35" West 747.035 feet along the quarter section line and East 3324.21 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, running thence North 87°51'52" East 30.02 feet along said South line; thence South 549.97 feet to the North line of 2250 South Street; thence West 30.00 feet along said North line; thence North 548.85 feet to the point of beginning.

[NOTE: THERE IS NO EXHIBIT B TO THE FOREGOING
INSTRUMENT.]

EXHIBIT C

to

SECOND AMENDMENT TO DECLARATION
OF EASEMENTS, COVENANTS AND RESTRICTIONS
[Metro Business Park--Phase II]

DESCRIPTION OF PARCELS

The fourteen (14) Parcels referred to in the foregoing instrument are located in the County of Salt Lake, State of Utah, and are more particularly described as follows:

PARCEL K:

BEGINNING South 0°02'35" West 1579.03 feet along the quarter section line and East 2763.18 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 279.15 feet; thence South 234.95 feet to the Northerly right-of-way line of 2320 South Street; thence South 89°55'00" West 290.89 feet along said Northerly right-of-way line of 2320 South Street; thence Westerly and Northerly 23.24 feet along the arc of a 28.00 foot non-tangent radius curve to the right (long chord bears North 23°51'55" West 22.58 feet); thence North 0°05'00" West 130.00 feet; thence Northeasterly 88.18 feet along the arc of a 179.87 foot radius curve to the right (long chord bears North 13°57'41" East 87.30 feet) to the point of beginning.

PARCEL L:

Beginning South 0°02'35" West 1363.12 feet along the quarter section line and East 2813.03 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence Northeasterly 19.46 feet along the arc of a 15.00 foot radius curve to the right (long chord bears North 37°09'43" East 18.12 feet); thence North 74°19'26" East 120.11 feet; thence Northeasterly 45.71 feet along the arc of a 167.08 foot radius curve to the right (long chord bears North 82°09'43" East 45.57 feet); thence East 8.26 feet; thence South 269.02 feet; thence West 230.01 feet; thence North 28°00'22" East 51.52 feet; thence Northerly 107.78 feet along the arc of a 220.49 foot radius curve to the right (long chord bears North 14°00'11" East 106.71 feet); thence North 66°89' feet to the point of beginning.

PARCEL M:

Beginning at a point on the North line of 2320 South Street, said point being South 0°02'35" West 1813.32 feet along the quarter section line and East 3042.51 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 230.095 feet; thence East 126.665 feet; thence South 0°05'00" East 229.91 feet to said North line; thence South 89°55'00" West 127.00 feet along said North line to the point of beginning. Contains 0.6697 acres, more or less.

PARCEL N:

Beginning at a point on the North line of 2320 South Street, said point being South 0°02'35" West 1813.13 feet along the quarter section line and East 3169.51 feet from

the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 0°05'00" West 229.91 feet; thence East 170.83 feet; thence South 229.66 feet to said North line; thence South 89°55'00" West 170.50 feet along said North line to the point of beginning. Contains 0.9003 acres, more or less.

PARCEL O:

Beginning at a point on the South line of 2250 South Street, said point being South 0°02'35" West 1310.01 feet along the quarter section line and East 2992.99 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 36.85 feet along said South line; thence Easterly 120.38 feet along the arc of a 577.38 foot radius curve to the right (center bears South and long chord bears South 84°01'38" East 120.16 feet) along said South line; thence Easterly 128.72 feet along the arc of a 617.38 foot radius curve to the left (center bears North 11° 56'44" East and long chord bears South 84°01'38" East 128.48 feet) along said South line; thence East 62.50 feet along said South line; thence South 247.34 feet; thence West 297.50 feet; thence North 4.19 feet; thence West 49.14 feet; thence North 269.02 feet to the point of beginning. Contains 2.0580 acres, more or less.

PARCEL P:

Beginning at a point on the East line of 1300 West Street, said point being South 0°02'35" West 1099.79 feet along the quarter section line and East 2803.20 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 274.63 feet; thence South 172.10 feet to the North line of 2250 South Street; thence Westerly 48.21 feet along the arc of a 617.38 foot radius curve to the left (center bears South 4°28'25" West and long chord bears North 87°45'49" West 48.19 feet) along said North line; thence West 45.11 feet along said North line; thence Westerly 45.71 feet along the arc of a 167.08 foot radius curve to the right (center bears North and long chord bears North 82°09'43" West 45.57 feet) along said North line; thence North 74°19'29" West 120.11 feet along said North line; thence Northwesterly 19.46 feet along the arc of a 15.00 foot radius curve to the right (center bears North 15°40'34" East and long chord bears North 37°09'43" West 18.12 feet) along said North line to said East line of 1300 West Street; thence North 66.89 feet along said East line; thence Northwesterly 51.44 feet along the arc of a 135.69 foot radius curve to the left (center bears West and long chord bears North 10°51'36" West 51.13 feet) along said East line to the point of beginning. Contains 0.9675 acres, more or less.

PARCEL Q:

Beginning at a point on the East line of 1300 West Street, said point being South 0°02'35" West 911.39 feet along the quarter section line and East 2687.29 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 82°57'54" East 38.81 feet; thence North 87°51'52" East 105.00 feet; thence North 32.59 feet; thence North 87°51'52" East 157.11 feet; thence South 225.67 feet; thence West 184.63 feet to said East line; thence Northwesterly 59.27 feet along

the arc of a 135.69 foot radius curve to the left (center bears South 68°16'48" West and long chord bears North 34°14'00" West 58.80 feet) along said East line; thence North 46°44'49" West 68.45 feet along said East line; thence Northwesterly 79.325 feet along the arc of a 101.88 foot curve to the right (center bears North 43°15'11" East and long chord bears North 24°26'28" West 77.34 feet) along said East line; thence North 2°08'08" West 22.50 feet along said East line to the point of beginning. Contains 1.2191 acres, more or less.

PARCEL R:

Beginning at a point on the East line of 1300 West Street, said point being South 0°02'35" West 798.97 feet along the quarter section line and East 2683.01 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence Northeasterly 43.98 feet along the arc of a 28.00 foot radius curve to the right (center bears North 87°51'52" East and long chord bears North 42°51'52" East 39.60 feet) along said East line to the South line of 2200 South Street; thence North 87°51'52" East 259.23 feet along said South line; thence South 2°08'08" East 114.45 feet; thence South 87°51'52" West 142.755 feet; thence South 32.59 feet; thence South 87°51'52" West 105.00 feet; thence North 82°27'54" West 38.81 feet to the East line of 1300 West Street; thence North 2°08'08" West 112.50 feet along said East line to the point of beginning. Contains 0.8555 acres, more or less.

PARCEL S:

Beginning at a point on the South line of 2200 South Street, said point being South 0°02'35" West 760.28 feet along the quarter section line and East 2968.97 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 87°51'52" East 370.50 feet along said South line; thence South 94.93 feet; thence West 120.00 feet; thence South 24.07 feet; thence South 87°51'52" West 246.15 feet; thence North 2°08'08" West 114.45 feet to the point of beginning. Contains 0.0977 acres, more or less.

PARCEL T:

Beginning at a point on the North line of 2250 South Street, said point being South 0°02'35" West 1271.89 feet along the quarter section line and East 3077.96 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 172.10 feet; thence West 90.00 feet; thence North 225.67 feet; thence North 87°51'52" East 231.80 feet; thence North 24.07 feet; thence East 120.00 feet; thence South 454.47 feet to said North line; thence West 62.50 feet along said North line; thence Westerly 120.38 feet along the arc of a 577.38 foot radius curve to the right (center bears North and long chord bears North 84°04'38" West 120.16 feet) along said North line; thence Westerly 80.51 feet along the arc of a 617.38 foot radius curve to the left (center bears South 11°56'44" West and long chord bears North 81°47'25" West 80.45 feet) along said North line to the point of beginning. Contains 3.0663 acres, more or less.

PARCEL U:

Beginning at a point on the South line of 2250 South Street (a 40.000 foot right-of-way), said point being South 0°02'35" West 1335.888 feet along the quarter section line and East 3811.787 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 262.241 feet; thence West 271.000 feet; thence North 262.241 feet to the South line of said 2250 South Street; thence East 271.000 feet along said South line to the point of beginning.

PARCEL V:

Beginning at a point on the North line of 2320 South Street (a 66.00 foot right-of-way), said point being South 0°02'35" West 1812.129 feet along the quarter section line and East 3862.145 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°55'00" West 321.000 feet along the North line of 2320 South Street; thence North 214.467 feet; thence East 321.000 feet; thence South 214.000 feet to the point of beginning.

PARCEL W:

Beginning at a point on the South line of 2250 South Street (a 40.000 foot right-of-way), said point being South 0°02'35" West 1335.888 feet along the quarter section line and East 3811.787 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 120.393 feet along the South line of 2250 South Street; thence easterly 166.708 feet along the arc of a 238.905 foot radius curve to the left (center bears North and long chord bears North 70°00'34" East 163.347 feet) along said South line; thence southeasterly 36.756 feet along the arc of a 23.000 foot radius curve to the right (center bears South 39°58'52" East and long chord bears South 84°11'58" East 32.968 feet) along said South line to the West line of 1070 West Street; thence southerly 167.461 feet along the arc of a 249.748 foot radius curve to the right (center bears South 51°31'56" West and long chord bears South 19°12'32" East 164.341 feet) along said West line; thence South 118.560 feet along said West line; thence West 310.767 feet; thence South 41.000 feet; thence West 50.000 feet; thence North 262.241 feet to the point of beginning.

PARCEL X:

Beginning at a point on the North line of 2320 South Street (a 66.00 foot right-of-way), said point being South 0°02'35" West 1812.129 feet along the quarter section line and East 3862.145 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 255.000 feet; thence East 310.767 feet to the West line of 1070 West Street; thence South 235.953 feet along said West line; thence southwesterly 20.351 feet along the arc of a 28.000 foot radius curve to the right (center bears West and long chord bears South 20°49'17" West 19.906 feet along said West line to the North line of 2320 South Street; thence South 89°55'00" West 303.692 feet along said North line to the point of beginning.