

APR 22 1998

**FIRST AMENDMENT TO MASTER
DECLARATION OF ESTABLISHMENT OF EASEMENTS,
COVENANTS, CONDITIONS, AND RESTRICTIONS OF
UTAH VALLEY BUSINESS PARK**

WHEREAS, NORTH VALLEY INVESTMENT GROUP, a general partnership, a general partnership, as "Declarant" executed a Master Declaration of Easements, Covenants, Conditions, and Restrictions of Utah Valley Business Park (hereinafter "Master Declaration") dated March 2, 1993 which was recorded most recently as on March 24, 1993 as Entry #16814 on Page 234 of Book 3108 of the official records of Utah County Recorder; and

WHEREAS, Declarant now desires to amend said Master Declaration and has obtained the appropriate consent hereto of at least 60% of the voting interests as required by Section 4 of Article X of said Master Declaration which consent is evidenced by signatures of Owners attached hereto.

NOW THEREFORE, Declarant hereby amends said Master Declaration as follows:

1. Article VI, Section 2.A. shall be amended to read:

"Front Yards: Buildings shall not be nearer than 30 feet to the street property line except that any building on Lots 5 and 6, Plat "G", Utah Valley Business Park Subdivision shall be permitted to be 25 feet from the street line."

2. Article VI, Section 2.F shall be amended to read:

"Land Coverage: The size of any Lot may vary to meet the requirement of the specific intended business as approved by the Declarant. All buildings and parking areas on any Lot shall not occupy more than eighty percent (80%) of the total area of the lot. Notwithstanding the above, Lots 1-6 of Plat G, Utah Valley Business Park Subdivision are zoned for commercial retail use and shall be permitted to have up to 95% of the land area in buildings and parking subject to approval of appropriate municipal authorities".

3. Article VI, Section 4.B. shall be amended to read:

"Parking Setbacks: All parking areas shall be set back a minimum of twenty (20) feet from all dedicated public streets. Parking may be permitted in up to one-half the width of any side yard or rear yard where such yard areas are approximately screened or bermed not visible from the street. Furthermore, parking shall be permitted within fifteen feet of Utah Valley Drive along Lots 3, 4, 5 and 6 of Plat "G", Utah Valley Business Park Subdivision".

4. Article VI, Section 4.C.2.a. shall be amended to read:

"a. Commercial and office use: One space per 250 sq. feet of gross floor area."

5. Article VI, Section 7.C. shall be amended to read:

"All landscaped areas shall be planted with live trees, shrubs, flowers or grass materials. Landscaping will be required around the base of buildings facing streets and side yard areas. Such landscaping shall be a minimum of four (4) feet wide. Subject to Committee approval, landscaping shall not be required around the base of the retail buildings of Lots 1-6 of Plat "G", Utah Valley Business Park Subdivision".

6. Article VI, Section 7.E.3. shall be amended to read:

"3. Parking lot lighting fixtures shall not be more than 45 feet in height."

Handwritten signatures and initials:
 [Signature]
 [Signature]
 [Signature]

7. Exhibit "B", Section 9 shall be amended to read:

"Any lights used for exterior illumination shall direct light away from adjoining properties insofar as is reasonably possible except to the extent that said lights help to illuminate common parking areas between two adjoining owners.

Dated as of this 16th day April, 1996.

Date April 16, 1996

NORTH VALLEY INVESTMENT GROUP, L.C., a Utah limited liability company

By: W. Richards Woodbury
Manager

By: Michael Ford
Manager

By: Greene Sleep
Manager

Date April 16, 1996

NORTH VALLEY INVESTMENT GROUP, a Utah general partnership

By: W. Richards Woodbury
Its Attorney-in-Fact

By: Michael Ford
Its Attorney-in-Fact

By: Greene Sleep
Its Attorney-in-Fact

Date April 16, 1996

WA AMERICAN FORK LIMITED, a Utah limited partnership

By: **WOODBURY AMSOURCE, INC., a Utah corporation, Its General Partner**

By: W. Richards Woodbury
W. Richards Woodbury, Chairman

By: David L. Gillette
David L. Gillette, Vice President

Date April 16, 1996

PRACVEST, a Utah general partnership

By: W. Richards Woodbury
W. Richards Woodbury, Attorney-in-Fact

By: Orin R. Woodbury
Orin R. Woodbury, Attorney-in-Fact

Date April 16, 1996

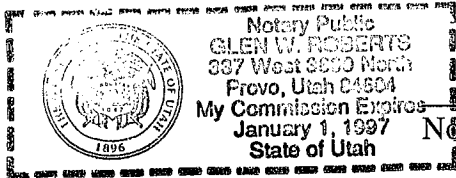
ABINADI, INC., a Utah corporation

By: W. Richards Woodbury
W. Richards Woodbury, President

By: Jeffrey K. Woodbury
Jeffrey K. Woodbury, Secretary

STATE OF UTAH)
)
COUNTY OF Utah) : SS.)

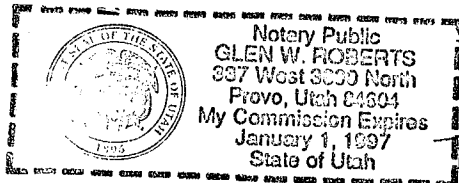
On this 18 day of April, 1996 before me personally appeared T. Michael Ford and Benjamin Shippen, to me personally known to be the Managers of North Valley Investment Group, L.C., the company that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of said company therein named, and acknowledged to me that such company executed the within instrument pursuant to its articles of organization.



Glen W. Roberts
Notary Public

STATE OF UTAH)
)
COUNTY OF SALT LAKE) : SS.)

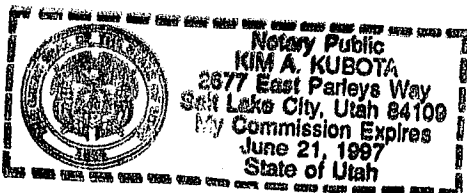
On the 18 day of April, 1996, personally appeared T. Michael Ford, Attorney-in-Fact, _____, Attorney-in-Fact and Benjamin Shippen, Attorney-in-Fact, to me personally known, who being by me duly sworn did say that they are General Partners of that certain partnership known as North Valley Investment Group, and that the within instrument was executed by them, for and on behalf of said partnership.



Glen W. Roberts
Notary Public

STATE OF UTAH)
)
COUNTY OF _____) : SS.)

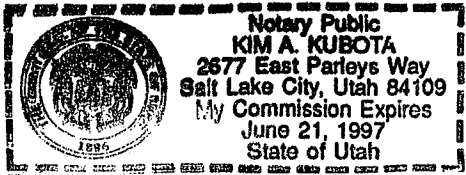
On this 18 day of April, 1996 before me personally appeared W. RICHARDS WOODBURY and DAVID L. GILLETTE, to me personally known to be the Chairman and Vice President of Woodbury Amsource, Inc., General Partner of WA American Fork Limited, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of said corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.



Kim A. Kubota
Notary Public

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

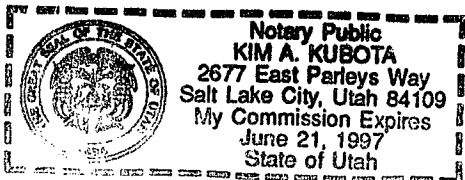
On the 11th day of April, 1996, personally appeared W. RICHARDS WOODBURY, Attorney-in-Fact, and ORIN R. WOODBURY, Attorney-in-Fact, to me personally known, who being by me duly sworn did say that they are General Partners of that certain partnership known as Pracvest, and that the within instrument was executed by them, for and on behalf of said partnership.



Kim A. Kubota
Notary Public

STATE OF UTAH)
 : ss.
COUNTY OF)

On this 11th day of April, 1996 before me personally appeared W. RICHARDS WOODBURY and Jeffrey K. Woodbury, to me personally known to be the President and Secretary of Abinadi, Inc., the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of said corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.



Kim A. Kubota
Notary Public

EXHIBIT "A"
Legal Description of Property

Commencing at the North Quarter Corner of Section 25, along the Section line South 89degrees34'6" East 2263.813 feet; thence South 1297.319 Feet to the point of beginning of parcel.

South 0 degrees 38'16 East 286.639 feet; thence along the arc with a 25.000 foot radius (chord bearing is South 44 degrees 45'37" West 35.600 feet); thence South 2 degrees 6'22" East 66.071 feet; thence along the arc with a 25.000 foot radius (chord bearing is South 45 degrees 14'23" East 35.110 feet); thence South 0degrees 38'16" East 376.630 feet; thence North 89 degrees 50'30" West 1122.540 feet; thence South 2 degrees 51'37" West 143.980 feet; thence North 49 degrees 50'23" West 1437.000 feet; thence North 30 degrees 35'27" West 931.216 feet; thence North 1 degree 11'0" East 635.293 feet; thence North 86 degrees 49'0" West 367.920 feet; thence North 1 degree 0'0" East 536.645 feet; thence South 89 degrees 33'30" East 886.923 feet; thence South 0 degrees 35'57" West 589.256 feet; thence South 89 degrees 59'59" East 406.620 feet; thence South 0 degrees 28'28" West 44.960 feet; thence South 1 degree 36'54" West 502.000 feet; thence South 88 degrees 23'6" East 454.000 feet; thence South 1 degree 36'54" West 636.143 feet; thence South 88 degrees 23'6" East 251.950 feet; thence South 89 degrees 56'10" East 939.820 feet to the point of beginning.