

RIGHT OF WAY AGREEMENT AMENDMENT

W35412

WHEREAS, on the 16th day of August 1940, Guido Zuech, as Grantor did grant and convey unto California Packing Corporation, a Corporation, its successors or assigns, a right of way for the construction, operation, maintenance and repairing of a drain across certain real property owned by Guido Zuech. Said right of way agreement recorded with the Weber County Recorders office in Weber County, Utah, as Entry Number 55708 in Book Z at Page 146 of the official records of the Weber County Recorder, and

WHEREAS, the present owners in fee simple interest, in and to the real property which is encumbered by said right of way agreement are Rudy F. Zuech and Edith M. Zuech, as Trustees in Trust of the Rudy Frank Zuech and Edith Mae Zuech Revocable Trust, and Utah Smith L.L.C.,

WHEREAS, the successors and assigns of California Packing Corporation, a Corporation, are The Dave R. Grant Family Partnership, Rich and Dave Grant Properties, L.L.C., Rich B. Grant and Dave R. Grant.

WHEREAS, it is the desire of both Rudy F. Zuech and Edith M. Zuech, as Trustees in Trust of the Rudy Frank Zuech and Edith Mae Zuech Revocable Trust, hereinafter referred to as Zuech Trust and The Dave R. Grant Family Partnership, Rich and Dave Grant Properties, L.L.C., Rich B. Grant and Dave R. Grant, hereinafter referred to as Grant, to clarify, stipulate and define certain aspects of the original right of way agreement as referred to herein.

NOW THEREFORE, it is agreed and understood by Zuech Trust and Grant as follows:

1. The legal description contained in the original right of way agreement described the real property which was owned at the time, by the grantor, Guido Zuech in fee simple. The original right of way agreement did not contain a legal description of the actual location of the drainage ditch which was the subject of the right of way agreement.
2. The original right of way agreement allows for the ingress and egress of the grantee for purposes of construction, maintenance and repair of a drainage ditch over and across the land of the grantor to service the drainage easement in favor of the grantee.

In order to clarify and to define the exact location of the drainage ditch it is stipulated by Zuech Trust and Grant as follows:

1. The drainage ditch is presently located on real property which is identified as Weber County Tax Serial Number 14-030-0016. The title to the property in which the ditch is located on is in the name of Utah Smith, L.L.C. Utah Smith, L.L.C. received title to the subject property subject to the right of way agreement referred to herein as recorded in Book Z at Page 146 of Weber County Records. Zuech Trust and Grant hereby stipulate to the location of the same and further stipulate that said drainage ditch has not been altered or relocated to its present site and to the knowledge of Zuech Trust and Grant has been located at its present site since the execution of the original right of way agreement.
2. The drainage ditch is not located on any real property which is presently owned by Zuech Trust and Grant has not used any of the real property owned by Zuech Trust to access the drainage ditch for the repair or maintenance thereof.

In consideration of the above agreements the undersigned do hereby state and agree to the following in regards to the use of the present drainage ditch and the future rights of the undersigned parties.

1. The present location of the drainage ditch is consistent with the original right of way agreement. Grant has not created or caused to be created any ditch lines or equipment on any other real property than the present location.
2. Grant relinquishes and forever terminates its right to use the remaining property of Zuech Trust, outside of the real property conveyed to Utah Smith, L.L.C., which is located North and Northwesterly of the D.&R.G.R.R. Said property is currently identified as Weber County Tax Serial Numbers 15-067-0006; 15-067-0001; 14-030-0023; 14-012-0010; 15-066-0102 and is currently owned by Zuech Trust or its assigns as recorded with the Weber County Recorder. The legal description of said properties are contained on Exhibit "A" and which by reference is made a part herewith.
2. Grant relinquishes and forever terminates its right of ingress and egress to maintain, repair or service its drain over and across the

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DOUG CROFTS, WEBER COUNTY RECORDER
26-FEB-01 4:32 PM FEE \$20.00 DEP JPM
REC FROM MOUNTAIN UTILITY

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real property described in Exhibit "A" with the exception of any dedicated public streets that exist or may exist in the future which are located on or over the real property described in Exhibit "A".

This agreement entered into by the undersigned for the benefit and protection of the undersigned and shall bind and be applicable to the successors and or assigns of the undersigned.

Dated: Feb 22, 2001

RUDY FRANK ZUECH AND EDITH MAE ZUECH
REVOCABLE TRUST

BY: Rudy F. Zuech
RUDY F. ZUECH--TRUSTEE

BY: Edith M. Zuech
EDITH M. ZUECH--TRUSTEE

THE DAVE R. GRANT FAMILY PARTNERSHIP

BY: [Signature]

BY: [Signature]
ITS GENERAL PARTNERS

RICH AND DAVE GRANT PROPERTIES, L.L.C.

BY: [Signature]

BY: [Signature]
MANAGERS

[Signature]
RICH B. GRANT

[Signature]
DAVE R. GRANT

State of Utah
County of Weber

On this the 22 day of Feb. 2001, personally appeared before me, a Notary Public, the signers of the foregoing instrument who duly acknowledged to me that they executed the same in the capacities held and by authority of the entity stated herein.

[Signature]

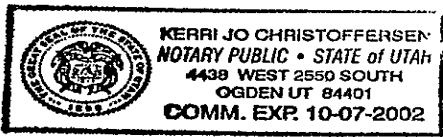


EXHIBIT "A"

PART OF THE NORTHEAST QUARTER AND PART OF THE SOUTHEAST QUARTER OF SECTION 25, TOWNSHIP 6 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING AT A POINT 500.28 FEET NORTH 21'30" EAST 45.63 FEET NORTH 85D23' WEST FROM SOUTHEAST CORNER OF SAID NORTHEAST QUARTER SECTION 25, THENCE NORTH 85D23' WEST 305.5 FEET ALONG CENTER OF STREET, THENCE SOUTH 4D20' WEST 1421 FEET, THENCE SOUTH 57D19' WEST 137.2 FEET, THENCE SOUTH 60D48' EAST 254.9 FEET, THENCE ALONG HOOPER CANAL TO EAST LINE OF SAID SECTION, THENCE NORTH 15' EAST TO A POINT SOUTH 85D23' EAST OF BEGINNING, THENCE NORTH 85D23' WEST TO BEGINNING.

15-067-0001

EXCEPT RAILROAD RIGHT OF WAY.

ALSO EXCEPTING: PART OF THE NORTHEAST QUARTER OF SECTION 25, TOWNSHIP 6 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U S SURVEY; BEGINNING AT A POINT 481.80 FEET NORTH 0D AND 355.74 FEET NORTH 86D WEST AND SOUTH 3D WEST 266.00 FEET FROM SOUTHEAST CORNER OF SAID NORTHEAST QUARTER SECTION 25, AND RUNNING THENCE SOUTH 85D23' EAST 321 FEET, MORE OR LESS, ALONG AN EXISTING CHAIN LINK FENCE, TO A POINT WHICH IS TANGENT WITH THE WEST LINE OF 1200 WEST EXTENDED; THENCE NORTH 4D20' EAST 266.00 FEET; THENCE NORTH 85D23' WEST 321 FEET; THENCE SOUTH 4D20' WEST 266.00 FEET TO THE POINT OF BEGINNING.

SUBJECT TO A 15 FOOT RIGHT OF WAY PARALELL TO AND ABUTTING WITH THE EAST LINE OF THE ABOVE EXCEPTED PROPERTY. (E#1658083)

PART OF THE NORTHEAST QUARTER OF SECTION 25, TOWNSHIP 6 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U S SURVEY: BEGINNING AT A POINT 481.80 FEET NORTH 0D AND 355.74 FEET NORTH 86D WEST AND SOUTH 3D WEST 266.00 FEET FROM SOUTHEAST CORNER OF SAID NORTHEAST QUARTER OF SECTION 25, AND RUNNING THENCE SOUTH 85D23' EAST 321 FEET, MORE OR LESS, ALONG AN EXISTING CHAIN LINK FENCE, TO A POINT WHICH IS TANGENT WITH THE WEST LINE OF 1100 WEST STREET EXTENDED TO THE SOUTH; THENCE NORTH 4D20' EAST 266.00 FEET; THENCE NORTH 85D23' WEST 321 FEET; THENCE SOUTH 4D20' WEST 266.00 FEET TO THE POINT OF BEGINNING.

15-066-0102

TOGETHER WITH A NON EXCLUSIVE RIGHT OF WAY FOR INGRESS AND EGRESS OVER THE PARCEL OF GROUND 15 FEET IN WIDTH PARALELL TO AND ABUTTING WITH THE EAST LINE OF THE REAL PROPERTY DESCRIBED ABOVE.

PART OF THE NORTHWEST QUARTER OF SECTION 30, TOWNSHIP 6 NORTH, RANGE 1 WEST, SALT LAKE MERIDIAN, U.S. SURVEY: BEGINNING AT THE SOUTHWEST CORNER OF SAID QUARTER SECTION; RUNNING THENCE EAST 175.68 FEET; THENCE NORTH 3D57' EAST 307.35 FEET MORE OR LESS; THENCE NORTH 85D28' WEST 77.00 FEET; THENCE NORTH 3D57' EAST 145.00 FEET; THENCE NORTH 85D28' WEST TO THE WEST SECTION LINE; THENCE SOUTH TO THE PLACE OF BEGINNING.

14-012-0010

PART OF THE SOUTHWEST QUARTER OF SECTION 30, TOWNSHIP 6 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING AT THE NORTHWEST CORNER OF SAID QUARTER SECTION, RUNNING THENCE SOUTH 650 FEET, MORE OR LESS, TO THE NORTH LINE OF THE D. & R.G.R.R. AND THE SOUTH CORPORATED LIMITS OF WEST HAVEN CITY, THENCE NORTHEASTERLY ALONG SAID LINE 915 FEET, THENCE NORTH 86D06' WEST 610 FEET, THENCE NORTH 3D57' EAST 120 FEET, MORE OR LESS, TO SECTION LINE, THENCE WEST ALONG SECTION LINE TO THE POINT OF BEGINNING.

14-030-0023

CONTAINING 5.89 ACRES, MORE OR LESS.