

WHEN RECORDED, MAIL TO:

David E. Gee, Esq.
PARR, WADDOUPS, BROWN,
GEE & LOVELESS
185 South State Street, Suite 1300
Salt Lake City, Utah 84111-1536

NOTICE OF AGREEMENT

¹³ THIS NOTICE OF AGREEMENT (the "Notice") is entered into as of 13 September, 1999 between BOYER HARRISVILLE, L.C., a Utah limited liability company ("Boyer") and MELVIN ROGERS FAMILY, LC, a Utah limited liability company ("Rogers").

WITNESSETH:

- A. Rogers owns an interest in certain real property described in Exhibit A hereto which is located in Weber County, State of Utah (the "Property").
- B. Rogers and Boyer entered into a certain Agreement of even date with this Notice (the "Agreement") pursuant to which Boyer is granted certain rights and options with respect to the Property.
- C. This Notice evidences of record the existence of the Agreement.

NOW, THEREFORE, in consideration of the foregoing goals and objectives, Rogers gives notice as follows:

- 1. Pursuant to the Agreement:
 - a. Boyer is granted the right to cause Rogers to contribute the Property to a limited liability company to be formed by Boyer and Rogers upon the terms and conditions set forth in the Agreement.
 - b. Rogers may elect to sell the Property after December 31, 2002 but Boyer shall have the right and option on the terms set forth in the Agreement to purchase the Property.
- 2. The term of this Agreement shall commence as of the date of this Agreement and shall continue until the first to occur of December 31, 2050 or the date Boyer records an amendment to this Notice terminating the Agreement.

3. The Agreement provides that the rights and options of Boyer shall run with the Property. The Agreement is binding upon and inure to the benefit of all successors in interest to the Property and upon any governmental entity that succeeds the County in any respect as to jurisdiction over the Property.

4. This Notice shall not amend or modify the Agreement in any manner whatsoever. All rights, duties and responsibilities of Rogers and Boyer with relation to the subject matter of the Agreement shall be controlled by the Agreement and are not modified by this Notice

5. For information regarding the Agreement contact:

H. Roger Boyer
Boyer Harrisville, L.C.
127 South 500 East, Suite 100
Salt Lake City, UT 84102

IN WITNESS WHEREOF, Rogers and Boyer have executed this Notice as of the date first set forth above.

BOYER HARRISVILLE, L.C.,
a Utah limited liability company,
By its Manager:

THE BOYER COMPANY, L.C.,
a Utah limited liability company

By: 

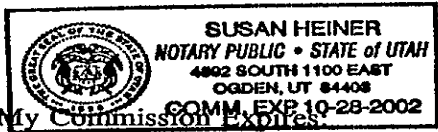
Its manager

MELVIN ROGERS FAMILY, LC,
a Utah limited liability company

By: Melvin L Rogers
Its Mgr Member
Ellen B. Rogers

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

On the 21th day of September, 1999, personally appeared before me Steve Ostler, the signer of the foregoing instrument, who being by me duly sworn did say he is the manager of The Boyer Company, L.C., which is the manager of Boyer Harrisville, L.C., and that the within and foregoing instrument was signed on behalf of said entities.

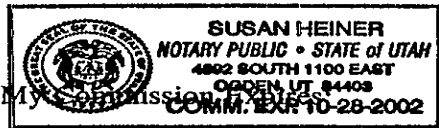


[Signature]
NOTARY PUBLIC

Residing at: Weber County, Utah

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

On the 15th day of July, 1999, personally appeared before me Melvin L Rogers & Ellen B Rogers, the Managing members of the Melvin Rogers Family, LC, a Utah limited liability company.



[Signature]
NOTARY PUBLIC

Residing at: Weber County, Utah

EXHIBIT "A"

Legal Description of Property

Pt of Tax ID#11-035-0001
Pt of Tax ID#11-035-0002
Pt of Tax ID#11-035-0004
Pt of Tax ID#11-035-0007
Pt of Tax ID#11-035-0024
Pt of Tax ID#11-035-0027
Pt of Tax ID#11-035-0031

A part of the Southeast Quarter of Section 8, Township 6 North, Range 1 West,
Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the Easterly right-of-way line of Harrisville Road which is
9.12 feet South $0^{\circ}02'14''$ East along the West line of said Southeast Quarter Section and
1017.32 feet South $24^{\circ}54'45''$ East along said East right-of-way line from the Northwest corner
of said Southeast Quarter Section; and running thence North $65^{\circ}05'15''$ East 44.56 feet; thence
North $77^{\circ}50'15''$ East 163.96 feet; thence South $21^{\circ}15'02''$ East 15.37 feet to a point of
curvature; thence Southeasterly along the arc of a 118.00 foot radius curve to the left a distance
of 139.50 feet (Central Angle equals $67^{\circ}44'14''$ and Long Chord bears South $55^{\circ}07'09''$ East
131.52 feet); thence South $88^{\circ}59'16''$ East 112.03 feet; thence South $77^{\circ}12'25''$ East
184.80 feet; thence South $89^{\circ}04'18''$ East 403.57 feet; thence North $1^{\circ}00'44''$ East 215.90 feet;
thence South $88^{\circ}59'16''$ East 328.43 feet; thence South $2^{\circ}56'11''$ West 16.19 feet; thence
South $0^{\circ}17'45''$ East 146.00 feet; thence North $82^{\circ}58'15''$ East 96.00 feet to a point on the West
right of way line of Washington Boulevard; thence South $0^{\circ}50'15''$ West 402.60 feet along said
Westerly right of way line; thence North $89^{\circ}31'54''$ West 13.59 feet; thence Northwesterly along
the arc of a 266.14 foot radius curve to the right a distance of 56.94 feet (Central Angle equals
 $12^{\circ}15'29''$ and Long Chord bears North $79^{\circ}42'43''$ West 56.83 feet); thence
North $68^{\circ}16'51''$ West 117.08 feet to a point of curvature; thence Northwesterly along the arc of
a 276.00 foot radius curve to the left a distance of 99.90 feet (Central Angle equals $20^{\circ}44'20''$
and Long Chord bears North $78^{\circ}39'01''$ West 99.36 feet); thence North $89^{\circ}01'11''$ West
422.39 feet to a point of curvature; thence Southwesterly along the arc of a 280.00 foot radius
curve to the left a distance of 122.67 feet (Central Angle equals $25^{\circ}06'07''$ and Long Chord
bears South $78^{\circ}25'45''$ West 121.69 feet); thence South $65^{\circ}52'42''$ West 87.58 feet to a point of
curvature; thence Southwesterly along the arc of a 123.54 foot radius curve to the right a
distance of 41.33 feet (Central Angle equals $19^{\circ}09'57''$ and Long Chord bears
South $77^{\circ}40'26''$ West 41.13 feet); thence North $21^{\circ}09'45''$ West 108.32 feet; thence
North $17^{\circ}50'22''$ West 11.78 feet; thence North $7^{\circ}15'09''$ West 230.66 feet; thence
South $82^{\circ}49'26''$ West 368.28 feet to the East right of way line of Harrisville Road; thence
North $24^{\circ}54'45''$ West 134.74 feet along said East right of way line to the point of beginning.

11-035-0031

A part of the Southeast Quarter of Section 8, Township 6 North, Range 1 West,
Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point which is 9.12 feet South $0^{\circ}02'14''$ East along the West line of
said Southeast Quarter Section and 1007.26 feet South $24^{\circ}54'45''$ East along the East
right-of-way line of Harrisville Road and 1043.02 feet North $77^{\circ}50'15''$ East from the
Northwest corner of said Quarter Section; and running thence North $77^{\circ}50'15''$ East
302.22 feet South $1^{\circ}11'45''$ East 1.70 feet; thence North $77^{\circ}00'15''$ East 134.90 feet to a
point on said Westerly right-of-way line of Washington Boulevard; thence South $0^{\circ}50'15''$
West 125.58 feet along said Westerly right-of-way line to a non-tangent curve; thence
Southwesterly along the arc of a 40.00 foot radius curve to the right a distance of 25.74
feet (Central Angle equals $36^{\circ}51'44''$ and Long Chord bears South $72^{\circ}34'52''$ West 25.29
feet); thence North $88^{\circ}59'16''$ West 401.61 feet; thence North $1^{\circ}00'44''$ East to the point
of beginning.

11-035-0004

Part of the Southeast Quarter of Section 8, Township 6 North, Range 1 West,
Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the East line of Harrisville Road which is 103.33 feet
North $24^{\circ}54'45''$ West and North $65^{\circ}05'15''$ East (49.50 feet) from Ogden City Survey
Monument No. 277, Engineers A Station 86+38.73 and B Station 275+05.51; thence
North $24^{\circ}54'45''$ West 238.32 feet; thence North $82^{\circ}49'26''$ East 368.28 feet 20 feet – parallel to
the North wall of a building; thence South $7^{\circ}15'09''$ East 230.66 feet; thence
South $17^{\circ}50'22''$ East 10.18 feet; thence South $85^{\circ}27'$ West 150.39 feet; thence
North $8^{\circ}18'45''$ West (9.70 feet); thence South $81^{\circ}41'15''$ West 147.47 feet to the point of
beginning.

11-035-0001

A part of the Southeast Quarter of Section 8, Township 6 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:
Beginning at a point on the South right-of-way line of 650 North Street which is 1879.58 feet South 88°59'16" East along the North line of said Southeast Quarter of Section 8 and 293.40 feet South 0°50'15" West along the Westerly right-of-way line of Washington Boulevard and 95.88 feet North 88°59'16" West along said South right of way line of 650 North Street from the Northwest Corner of said Southeast Quarter Section; and running thence South 0°50'15" West 203.55 feet; thence North 89°09'45" West 39.12 feet; thence South 1°11'45" East 111.43 feet; thence South 77°50'15" West 302.22 feet; thence North 1°00'44" East 428.55 feet; thence North 68°12'09" East 66.61 feet to a non-tangent curve and said Southerly right-of-way line of 650 North Street; thence two (2) courses along said Southerly right-of-way line as follows: Southeasterly along the arc of a 250.00 foot radius curve to the left a distance of 192.44 foot (Central Angle equals 44°06'11" and Long Chord bears South 66°56'10" East 187.72 feet) and South 88°59'16" East 93.09 feet to the point of beginning.

11-035-0046

A part of the Southeast Quarter of Section 8, Township 6 North, Range 1 West,
Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point at the intersection of the East right of way line of Harrisville Road
and the South line of 700 North Street which is 9.12 feet South 0°02'14" East along the West
line of said Southeast Quarter Section and 6.54 feet South 24°54'45" East along said East right
of way line from the Northwest corner of said Southeast Quarter Section; and running thence
South 88°59'16" East 453.19 feet along said South line; thence South 1°00'44" West
327.31 feet; thence South 87°18'48" West 285.71 feet to said East right of way line; thence
North 24°54'45" West along said right of way line 384.43 feet to the point of beginning.

11-035-0024

A part of the Southeast Quarter of Section 8, Township 6 North, Range 1 West,
Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the Easterly right-of-way line of Harrisville Road which is
9.12 feet South $0^{\circ}02'14''$ East along the West line of said Southeast Quarter Section and
1017.32 feet South $24^{\circ}54'45''$ East along said East right-of-way line and 44.46 feet
North $65^{\circ}05'15''$ East from the Northwest corner of said Southeast Quarter Section; and running
thence North $65^{\circ}05'15''$ East 162.24 feet; thence South $21^{\circ}15'02''$ East 36.26 feet; thence
South $77^{\circ}50'15''$ West 163.96 feet to the point of beginning.

11-035-0045