

FIRST AMENDMENT TO MAINTENANCE AND
OPEN SPACE PRESERVATION
AGREEMENT

ENT 47430 BK 2998 PG 772
NINA B REID UTAH CO RECORDER BY MB
1992 SEP 10 1:28 PM FEE 14.00
RECORDED FOR RIVERFRONT PROPERTIES

THIS FIRST AMENDMENT is entered into by and among RIVERFRONT PROPERTIES, a Utah general partnership ("Developer"), RIVERWOODS RESEARCH AND BUSINESS PARK OWNERS ASSOCIATION, a Utah non-profit corporation ("Association"), and PROVO CITY CORPORATION, a municipal corporation of the State of Utah ("City"), with reference to that certain Maintenance and Open Space Preservation Agreement executed by the parties hereto dated October 4, 1991, and recorded October 24, 1991, as Entry No. 42272, in Book 2847, at Page 610 in the office of the County Recorder of Utah County, Utah (the "Agreement").

For Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Developer, Association, and City hereby agree that the Agreement is hereby amended as follows:

1. The provisions of Paragraph 7 of the Agreement to the contrary notwithstanding, the annual assessments shall commence May 1, 1992, and shall be prorated for 1992 on the basis of the number of months remaining in 1992 following the commencement of annual assessments.

2. Except as herein otherwise expressly provided, all provisions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment this 31st day of August, 1992.

RIVERFRONT PROPERTIES, a Utah
general partnership

By Terry C. Harward
Terry C. Harward, Partner

RIVERWOODS RESEARCH AND BUSINESS
PARK OWNERS ASSOCIATION

By Michael R. Hill
Michael R. Hill, President

PROVO CITY CORPORATION

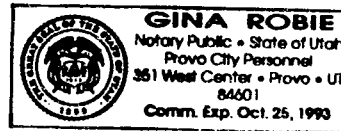
By Joseph A. Jenkins
Joseph A. Jenkins, Mayor

STATE OF UTAH)
 :
 COUNTY OF UTAH) SS.

The foregoing instrument was acknowledged before me this 31 day of August, 1992, by TERRY C. HARWARD, a Partner of RIVERFRONT PROPERTIES, a Utah general partnership.

Gina Robie
NOTARY PUBLIC
Residing at: Provo, Utah

My Commission Expires:
10-25-93

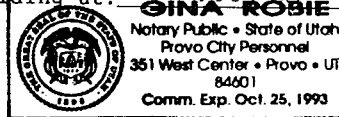


STATE OF UTAH)
 :
 COUNTY OF UTAH) SS.

The foregoing instrument was acknowledged before me this 31 day of August, 1992, by MICHAEL R. HILL, a President of RIVERWOODS RESEARCH AND BUSINESS PARK OWNERS ASSOCIATION, a Utah nonprofit corporation.

Gina Robie
NOTARY PUBLIC
Residing at: Provo, Utah

My Commission Expires:
10-25-93

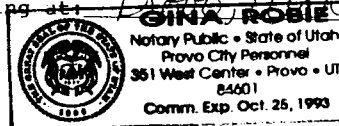


STATE OF UTAH)
 :
 COUNTY OF UTAH) SS.

The foregoing instrument was acknowledged before me this 31 day of August, 1992, by Joseph A. Jenkins, Mayor of PROVO CITY CORPORATION, a municipal corporation.

Gina Robie
NOTARY PUBLIC
Residing at: Provo, Utah

My Commission Expires:
10-25-93



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080592

EXHIBIT A

Commencing at the Northeast corner of Section 13, Township 6 South, Range 2 East, Salt Lake Base and Meridian (Basis of Bearing is the Utah State Plane Coordinate System, Central Zone); thence North 89°49'06" East 114.73 feet; thence South 5°55'48" West 624.23 feet; thence South 12°16'13" West 54.92 feet; thence South 89°50'30" East 345.16 feet; thence South 9°34'29" West 403.90 feet; thence North 84°49'06" West 334.26 feet; thence South 19°34'42" West 125.66 feet; thence South 84°35'13" West 336.80 feet; thence South 86°53'23" West 93.02 feet; thence South 23°00'00" West 133.13 feet; thence South 84°53'59" West 64.20 feet; thence South 38°57'49" West 224.48 feet; thence South 53°00'55" West 132.54 feet; thence South 59°29'17" West 332.50 feet; thence North 3°18'03" East 186.14 feet; thence North 27°36'55" East 122.97 feet; thence North 24°19'07" East 58.20 feet; thence along the arc of a 283.00 foot radius curve to the right 202.27 feet (chord bears South 69°05'00" West 197.99 feet); thence South 89°33'31" West 192.44 feet; thence North 0°26'32" West 15.25 feet; thence South 89°16'00" West 205.80 feet; thence South 63°16'00" West 108.27 feet; thence South 16°15'00" West 290.80 feet; thence South 60°28'00" West 158.20 feet; thence South 37°42'00" West 175.00 feet; thence South 62°45'00" West 281.00 feet; thence South 28°08'00" West 82.40 feet; thence South 30°02'00" West 109.00 feet; thence South 5°45'00" West 103.20 feet; thence South 5°52'00" East 50.10 feet; thence South 22°59'00" East 67.00 feet; thence South 12°57'00" West 54.00 feet; thence South 20°39'00" West 155.93 feet; thence West 41.14 feet; thence North 26°54'17" West 161.87 feet; thence North 28°32'50" East 10.24 feet; thence North 8°35'53" East 34.48 feet; thence North 2°16'42" West 16.89 feet; thence North 2°28'54" East 201.71 feet; thence North 10°16'43" East 49.87 feet; thence North 15°27'23" East 58.57 feet; thence North 22°57'09" East 50.77 feet; thence North 2°49'57" East 53.79 feet; thence North 10°53'11" East 33.68 feet; thence North 19°41'46" East 42.76 feet; thence North 23°13'23" East 42.33 feet; thence North 14°38'41" East 44.08 feet; thence North 8°08'45" West 66.59 feet; thence North 15°10'16" West 46.64 feet; thence North 21°12'39" West 85.31 feet; thence North 21°05'51" West 53.46 feet; thence North 19°3'12" West 49.35 feet; thence North 15°55'20" West 73.37 feet; thence North 10°00'12" West 53.07 feet; thence North 0°07'17" East 51.11 feet; thence North 4°31'44" East 49.18 feet; thence North 87°16'21" East 1.57 feet; thence North 7°12'20" East 93.83 feet; thence North 3°26'34" East 60.93 feet; thence along the arc of a 137.98 foot radius curve to the right 82.68 feet (chord bears North 20°36'36" East 81.45 feet); thence North 37°46'38" East 167.98 feet; thence North 87°23'05" West 17.54 feet; thence North 35°57'25" East 131.24 feet; thence North 29°09'25" East 232.88 feet; thence North 31°55'55" East 117.56 feet; thence North 4°02'35" West 178.20 feet; thence North 14°28'25" East 435.61 feet; thence North 88°17'08" East 128.54 feet; thence North 21°25'33" East 455.98 feet; thence North 88°12'22" East 1289.18 feet; thence along the arc of a 833.00 foot radius curve to the right 71.63 feet (chord bears North 24°53'41" East 71.61 feet); thence North 27°21'29" East 170.11 feet; thence along the arc of a 20.00 foot radius curve to the left 96.52 feet (chord bears North 14°23'14" West 26.63 feet); thence along the arc of a 156.00 foot radius

curve to the right 90.11 feet (chord bears North 39°35'08" West 88.86 feet); thence North 23°02'18" West 342.70 feet; thence North 14°29'11" East 91.94 feet; thence North 435.12 feet; thence North 13°24'09" East 402.81 feet; thence South 09°58'59" East 333.39 feet; thence South 32°40'33" East 164.17 feet; thence South 1°17'24" East 970.25 feet; thence South 20°04'08" West 555.68 feet; thence South 14°34'35" West 335.18 feet; thence North 88°12'24" East 294.03 feet to the point of beginning.

LESS AND ACCEPTING THE FOLLOWING DESCRIBED PARCEL:

Commencing at a point located North 354.16 feet and West 255.37 feet from the Northeast corner of Section 13, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence North 68°53'05" West 168.86 feet; thence along the arc of a 767.00 foot radius curve to the right 26.11 feet (chord bears North 26°22'58" East 26.11 feet); thence North 27°21'29" East 154.58 feet; thence along the arc of a 50.00 foot radius curve to the right 20.05 feet (chord bears North 38°50'53" East 19.92 feet); thence along the arc of a 60.00 foot radius curve to the left 139.51 feet (chord bears North 16°16'24" West 110.14 feet); thence along the arc of a 50.00 foot radius curve to the right 3.89 feet (chord bears North 80°39'29" West 3.88 feet); thence North 34°02'58" East 5.08 feet; thence North 38°26'32" East 163.44 feet; thence North 34°48'44" East 119.44 feet; thence North 21°57'56" East 55.75 feet; thence North 24°56'35" East 150.40 feet; thence North 51°19'30" East 20.65 feet; thence North 39°33'08" East 82.14 feet; thence South 1°12'57" East 136.80 feet; thence South 17°27'13" West 187.99 feet; thence South 13°35'43" West 264.65 feet; thence South 21°53'12" West 155.38 feet; thence South 24°26'55" West 132.66 feet to the point of beginning.