

DECLARATION OF
ZONE APPROVAL LIMITATIONS

TO THE PUBLIC:

I (we), the undersigned owner(s) of real property located within the City of American Fork, Utah, and described as follows:

Unit 3 of Riverbirch Office Park Planned Unit Development -
Plat A - a subdivision within American Fork City, Utah
County, State of Utah;

Together with an undivided interest in and to the common
area of said Planned Unit Development.

have requested and been granted zoning approval by the City of American Fork, Utah, for the construction of an office building on said parcel containing 6,000 square feet of building area on each of two floors (a total of 12,000 square feet of total building area) on the condition that one-half of the entire lower floor of said building, but not less than 3,000 square feet of building area, will be used exclusively for storage purposes.

To better insure compliance with the terms of approval, I (we) hereby covenant and agree as follows:

1. We hereby acknowledge that the request for zoning approval for the above parcel does not comply with the terms of the City's zoning ordinance without the attachment of conditions placing certain limits on the use of said parcel.
2. That the portion of the building on the above described parcel and identified on the attached Exhibit A as "Storage Area" shall be used exclusively for such purpose and no portion of said area shall be occupied for offices, meeting rooms, work space, or any purpose other than storage of records and materials.
3. All portions of the building within said designated Storage Area will be constructed having a permanent ceiling height not greater than six and three-fourths feet above the floor and all entrance doors to said area and any passageways between rooms within said area will be constructed in conformance with the above height limitation.

4. This covenant shall run with the land and be binding upon all persons owning or leasing the above-described property until 20 years from the date of execution hereof and shall be automatically renewed for successive 10 year periods, until such time as the parcel shall have been released from the terms of this Declaration by action of the American Fork City Council, as a result of one of the following events:
- A. Additional off-street parking, sufficient in amount to comply with the current standard (one space for every 200 square feet of building area), shall have been added as part of the common area of the project and the amendments to the project plan approved by the City,
- B. The off-street parking requirements shall have been modified such that the existing number of spaces conforms to the then standard.
5. This covenant shall hereinafter be included in any deed dealing with the above-described property, or portions thereof, in whole or by reference thereto.
6. Failure to comply with the terms of this covenant shall constitute a violation of the zoning ordinance. If the owners, or their heirs, executors, administrators, agents, or assigns shall violate, or attempt to violate any of the provisions of this instrument, the City of American Fork may enforce said agreement through (a) the withholding of building permits and business licenses (b) appropriate civil proceedings, including injunctive relief which may include enjoining construction, abatement, mandamus, or appropriate civil remedies; or (c) instituting criminal proceedings for misdemeanor violations -- all as provided for violation of a zoning ordinance. Further, any aggrieved party having a legal interest may seek similar civil relief, and, where successful, the city or such other party may be awarded any court costs and attorney's fees required for enforcement.

Signed:

Stephen Sperry
Eric M. Dunsen
Paul A. Lauer
Brent H. Ford

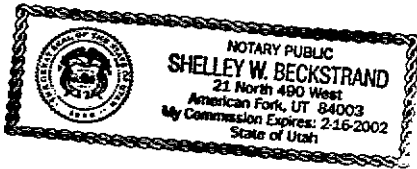
Riverbirch Associates, LC

ACKNOWLEDGMENT ATTACHMENT

State of Utah)
)ss.
County of Utah)

On 5/21/98, Jesse Hunsaker, Stephen Sowby, Kent Karren, and Brent Lind, personally appeared before me, and after being duly sworn did say, that they are the members of the Board of Trustees of the Riverbirch Professional Park Planned Unit Development, and that the within and foregoing instrument was signed in behalf of said Trustees, and they did acknowledge to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand the 21 day of May, 1998.



[Handwritten Signature]

NOTARY PUBLIC
Residing at: _____

My Commission Expires: