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AMENDED AND RESTATED MEMORANDUM OF GROUND LEASE

The purpose of this Amended and Restated Memorandum of Ground Lease is first to create a notice of record of a ground lease originally entered into on July 12, 2001 by and between Medical Leasing, Ltd., a Utah general partnership as the Lessor, and Medwood, L.C., a Utah limited liability company ("Original Lessee"), which ground lease was amended by that certain document entitled "Amendment to Ground Lease" effective the 8th day of January, 2002, was further amended by a Second Amendment to Ground Lease effective the 8th day of February, 2002 Ground Lease and second to memorialize in the public records certain key provisions of the Lease.

Original Lessee assigned all of its right, title, and interest in and to the Lease to Center Square Medical Ltd., a Utah limited partnership ("Lessee"), pursuant to a document entitled Assignment of Lease and Property, effective August 1, 2002 July 12, 2001.

This Amended and Restated Memorandum of Ground Lease is being executed and will be recorded in the real property records of the Salt Lake County Recorder's Office for the purpose of correcting an error in the legal description of the Memorandum of Ground Lease ("Memorandum") recorded September 12, 2002, as Entry No. 8352444 in Book 8647 at Page 9517 and for the purpose of setting forth the definitive term of the Ground Lease which was not known at the time of execution of the Memorandum.

LESSOR'S

NAME AND ADDRESS:

Medical Leasing Ltd.
 c/o Tom Neff
 448 E. 400 S.
 Salt Lake City, UT 84111

LESSEE'S

NAME AND ADDRESS:

Center Square Medical Ltd.
 Attn: W. Richards Woodbury
 2733 E. Parleys Way, Suite 300
 Salt Lake City, UT 84109

**DESCRIPTION OF
 THE PREMISES:**

The leased premises ("Leased Premises") consists of approximately 5.987 acres located at approximately the northwest corner of 700 East and 3900 South in the City of South Salt Lake, Salt Lake County, Utah, as more specifically described on Exhibit A, attached hereto.

TERM OF GROUND LEASE: The initial rental term of the Ground Lease shall be for a period of fifty (50) years, beginning November 1, 2002 and ending on October 31, 2052.

OPTION PERIODS: In addition to the initial rental term of the Lease, the Lessee shall have the right to extend the initial rental term for five (5) additional consecutive five (5) year periods.

This instrument is intended to be only a Memorandum of Ground Lease in respect to the Ground Lease. This Memorandum is not intended to modify any term, provision, or condition of the Lease, and to the extent of any conflict between this Memorandum and the Ground Lease, the Ground Lease will control.

LESSOR:

MEDICAL LEASING LTD., a Utah limited partnership

By: RING ENTERPRISES, INC., a Utah corporation, general partner

By: Wallace H. Ring
Wallace H. Ring, Enterprises

LESSEE:

CENTER SQUARE MEDICAL LTD., a Utah limited partnership

By: MEDWOOD, L.C., a Utah limited liability company, General Partner

By: SEVEN SYNDICATE, L.C., a Utah limited liability company, Manager


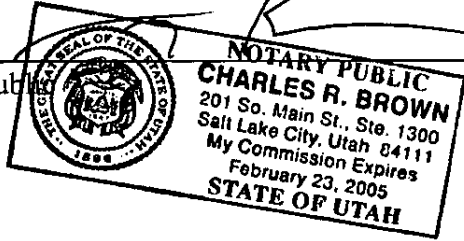
By: W. Richards Woodbury
W. Richards Woodbury, Manager

By: O. Randall Woodbury
O. Randall Woodbury, Manager

ACKNOWLEDGMENT OF LESSOR

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

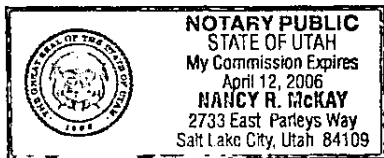
On this 31st day of March, 2004, before me personally appeared WALLACE H. RING, to me personally known to be the President of RING ENTERPRISES, INC., general partner of MEDICAL LEASING, LTD., the company that executed the within instrument, known to me to be the person who executed the within instrument on behalf of said company therein named, and acknowledged to me that such company executed the within instrument pursuant to its Articles of Organization and Operating Agreement.


Notary Public 

ACKNOWLEDGMENT OF LESSEE

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

On the 1 day of April, 2004, before me personally appeared W. RICHARDS WOODBURY and O. RANDALL WOODBURY, to me personally known to be the Managers of SEVEN SYNDICATE, L.C., the manager of MEDWOOD, L.C., the general partner of Center Square, LTD, the limited Partnership that executed the within instrument, known to me to be the person who executed the within instrument on behalf of said Partnership therein named, and acknowledged to me that such Partnership executed the within instrument pursuant to its Partnership Agreement.


NOTARY PUBLIC
STATE OF UTAH
My Commission Expires
April 12, 2006
NANCY R. MCKAY
2733 East Parleys Way
Salt Lake City, Utah 84109

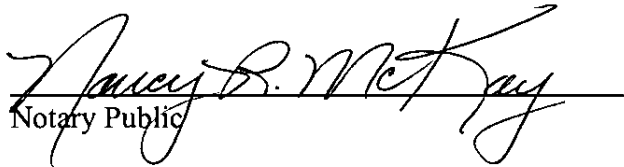

Notary Public



EXHIBIT "A"

Legal Description

The following parcels of land located in Salt Lake County State of Utah described as follows:

Phase I Property

Beginning at a point on the North Right of Way line of 3900 South Street, said point being North 00°12'23" East 7.00 feet and South 89°58'25" East along said North line 250.58 feet from the Southwest corner of Lot 1, Block 19, Ten Acre Plat "A", Big Field Survey and running thence North 00°12'11" East 350.05 feet; thence North 89°59'06" West 50.64 feet, thence North 00°12'11" East 141.88 feet, thence South 89°59'06" East 140.84 feet, thence South 00°12'11" West 168.68 feet, thence South 34°12'15" East 85.68 feet; thence North 55°59'13" East 223.84 feet, thence North 00°11'40" East 47.59 feet, thence South 89°58'25" East 123.93 feet to the West Right of Way line of 700 East Street, thence South 00°11'40" West along said West line 112.41 feet, thence North 89°58'25" West 166.00 feet; thence South 00°11'40" West 300.00 feet to the North Right of Way line of 3900 South Street, thence North 89°58'25" West along said North line 34.16 feet, thence South 85°07'31" West along said North line, 150.56 feet, thence North 89°58'25" West along said North line 98.07 feet to the point of Beginning.

(Phase I Temporary Parcel)

Beginning at a point North 00°12'23" East 7.00 feet South 89°58'25" East 348.65 feet and North 85°07'31" East 150.56 feet and South 89°58'25" East 200.16 feet and North 00°11'40" East 412.41 feet and North 89°58'25" West 123.93 feet from the Southwest corner of Lot 1, Block 19, 10 Acre Plat "A", Big Field Survey and running thence South 00°11'40" West 47.59 feet, thence South 55°59'13" West 223.84 feet, thence North 34°12'15" West 85.68 feet; thence North 00°12'11" East 80.72 feet, thence South 89°58'25" East 177.96 feet; thence North 00°11'40" East 21.34 feet, thence South 89°58'25" East 55.55 feet to the point of Beginning.

(Phase I Substitution Parcel)

Beginning at a point North 00°12'23" East 148.50 feet and North 89°58'25" West 162.96 feet and North 00°12'23" East 171.00 feet and South 89°58'48" East 132.90 feet and North 00°12'24" East 54.00 feet and South 89°59'03" East 30.06 feet and North 00°12'23" East 36.05 feet from the Southwest corner of Lot 1, Block 19, Ten Acre Plat "A", Big Field Survey and running thence North 00°12'23" East 89.34 feet; thence South 89°59'06" East 199.88 feet, thence South 00°12'11" West 89.34 feet, thence North 89°59'08" West 199.88 feet to the point of Beginning.

Phase II Property

PROPERTY LOCATED IN THE SOUTHEAST QUARTER OF SECTION 31,
TOWNSHIP 1 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN

BEGINNING AT A POINT NORTH 00 DEGREES 12'23" EAST 148.50 FEET
AND NORTH 89 DEGREES 58'25" WEST 162.96 FEET AND NORTH 00 DEGREES
12'23" EAST 171 FEET FROM THE SOUTHWEST CORNER OF LOT 1, BLOCK 19,
TEN ACRE PLAT "A" BIG FIELD SURVEY AND RUNNING THENCE NORTH 00
DEGREES 12'23" EAST 230.44 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF
3790 SOUTH STREET; THENCE SOUTH 89 DEGREES 59'25" EAST ALONG SAID
SOUTH LINE 162.96 FEET; THENCE NORTH 00 DEGREES 12'23" EAST 25.00
FEET TO THE NORTHWEST CORNER OF SAID LOT 1; THENCE SOUTH 89
DEGREES 59'25" EAST ALONG THE NORTH LINE OF SAID LOT 1 518.66 FEET;
THENCE SOUTH 00 DEGREES 11'40" WEST 100.11 FEET; THENCE SOUTH 89
DEGREES 58'25" EAST 55.55 FEET; THENCE SOUTH 00 DEGREES 11'40" WEST
42.67 FEET; THENCE NORTH 89 DEGREES 58'25" WEST 55.55 FEET; THENCE
SOUTH 00 DEGREES 11'40" WEST 21.34 FEET; THENCE NORTH 89 DEGREES
58'25" WEST 177.98 FEET; THENCE NORTH 00 DEGREES 12'11" EAST 87.96
FEET; THENCE NORTH 89 DEGREES 59'06" WEST 340 FEET; THENCE SOUTH
00 DEGREES 12'23" WEST 125.39 FEET; THENCE NORTH 89 DEGREES 59'03"
WEST 30.06 FEET; THENCE SOUTH 00 DEGREES 12'24" WEST 54.00 FEET;
THENCE NORTH 89 DEGREES 58'48" WEST 132.90 FEET TO THE POINT OF
BEGINNING.

CONTAINS: 2.145 ACRES, MORE OR LESS, (AS DESCRIBED)

TAX ID: 16-31-429-015, 16-31-429-016