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6/22/2007 3:00:00 PM \$32.00
Book - 9481 Pg - 9111-9120
Gary W. Ott
Recorder, Salt Lake County, UT
FIRST AMERICAN TITLE
BY: eCASH, DEPUTY - EF 10 P.

WHEN RECORDED MAIL TO:

Glen D. Watkins
Jones Waldo Holbrook & McDonough P.C.
170 South Main Street, Suite 1500
Salt Lake City, UT 84101

**NOTICE OF PARTIAL TERMINATION
OF DEVELOPMENT AGREEMENT**

THIS NOTICE OF PARTIAL TERMINATION OF DEVELOPMENT AGREEMENT (this "Notice of Termination"), effective as of March 30, 2007 (the "Effective Date"), is made by INTEL CORPORATION, a Delaware corporation ("Intel") and HOME DEPOT U.S.A., INC., a Delaware corporation ("Home Depot") (collectively referred to as the "Parties" and individually as a "Party"). Any terms used herein and not defined shall have the meaning set forth in the Agreement (defined below).

70007

Recitals

A. Intel is owner of certain real property located in Salt Lake County, Utah (the "Riverton Property"), more particularly described in Exhibit A. Pursuant to that certain Purchase Agreement, dated October 13, 2004, Home Depot purchased a portion of the Riverton Property from Intel (the "Home Depot Property"), which Home Depot Property is located adjacent to the Riverton Property and is more particularly described on Exhibit B;

B. Intel and Home Depot entered into that certain Development Agreement, dated November 22, 2004 (the "Agreement"), in which Intel and Home Depot set forth the Parties covenants concerning the design and performance of, and payment for, certain improvements on the Riverton Property as more particularly described therein; and

C. Intel and Home Depot entered into that certain letter agreement, dated as of _____, 2007 ("Letter Agreement"), which, among other things, provides for a partial termination of the Agreement.

Notice of Partial Termination of the Development Agreement

The Parties hereby give notice that on and subject to the terms and conditions of the Letter Agreement, the Agreement was terminated as of the Effective Date hereof with the exception of the following sections of the Agreement which the Parties expressly agree shall survive the termination of the Agreement according to their terms: Section 3(f); Section 8; Section 11; and the last sentence of Section 12(b).

✓

IN WITNESS WHEREOF, the Parties have executed this Notice of Termination as of the date first set forth above.

HOME DEPOT U.S.A., INC.,
a Delaware corporation

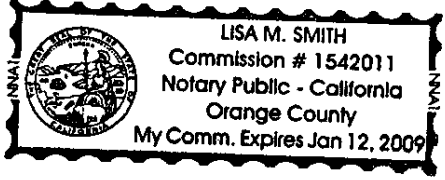
By: *Erika M. Strawn*
Name:
Title: **ERIKA M. STRAWN**
Corporate Counsel

STATE OF *California*)
: ss.
COUNTY OF *orange*)

The foregoing instrument was acknowledged before me this 1 day of May, 2007, by *Erika M. Strawn*, *Corporate Counsel* of Home Depot U.S.A., Inc., a Delaware corporation.

Lisa M. Smith
NOTARY PUBLIC
Residing at: *Orange County*

My Commission Expires:
1-12-09



M

CORP. R.E. OK	
WA	4/17/07

INTEL CORPORATION,
a Delaware corporation

By: [Signature]
Name: Marcelo Romano
Title: Worldwide Real Estate Manager

STATE OF Arizona)
 : ss.
COUNTY OF Maricopa)

The foregoing instrument was acknowledged before me this 17th day of April, 2007, by Marcelo Romano, Worldwide Real Estate Manager of Intel Corporation, a Delaware corporation.

[Signature]
NOTARY PUBLIC
Residing at: Gilbert, AZ

My Commission Expires:
1/9/08

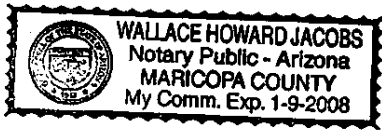


EXHIBIT "A"

Legal Description of the Riverton Property

EXHIBIT "A-1"

RIVERTON PROPERTY LEGAL DESCRIPTION

The real property referenced in the foregoing instrument is located in Salt Lake County, Utah and is more particularly described as:

**Intel Riverton Campus Subdivision
Revised Lot 1**

A parcel of land situate within the Intel Riverton Campus Subdivision recorded as Entry No. 7546172, in Book 99-12P, at Page 347 in the Office of the Salt Lake County Recorder that is part of the Southwest Quarter of Section 32, Township 3 South, Range 1 West, Salt Lake Base & Meridian, U.S. Survey in Riverton, Salt Lake County, Utah:

Beginning at a point on the West Line of 3600 West Street being 1439.84 feet North 0°12'13" East along the Quarter Section Line; and 61.00 feet North 89°47'47" West from the South Quarter Corner of said Section 32; and running thence along said West Line of 3600 West Street the following three courses: South 0°12'13" West 362.73 feet; South 2°24'06" West 312.85 feet; and South 0°12'13" West 724.93 feet to the North Line of 13400 South Street; thence along said North Line of 13400 South Street the following three courses: North 89°51'23" West 456.06 feet; North 79°00'47" West 49.74 feet; and North 89°51'23" West 188.23 feet; thence North 0°08'37" East 393.36 feet to a point of curvature; thence Northwesterly along the arc of a 195.00 foot radius curve to the left a distance of 153.64 feet (Central Angle equals 45°08'37" and Long Chord bears North 22°25'42" West 149.70 feet) to a point of tangency; thence North 45°00'00" West 211.75 feet; thence North 45°00'00" East 901.73 feet to a point of curvature; thence Northeasterly along the arc of a 240.50 foot radius curve to the right a distance of 189.74 feet (Central Angle equals 45°12'13" and Long Chord bears North 67°36'06" East 184.86 feet) to a point of tangency; thence South 89°47'47" East 107.41 feet to the point of beginning.

Contains 893,461 sq. ft.
or 20.511 acres

**Intel Riverton Campus Subdivision
Revised Lot 2**

A parcel of land situate within the Intel Riverton Campus Subdivision recorded as Entry No. 7546172, in Book 99-12P, at Page 347 in the Office of the Salt Lake County Recorder that is part of the Southwest Quarter of Section 32, Township 3 South, Range 1 West, Salt Lake Base & Meridian, U.S. Survey in Riverton, Salt Lake County, Utah:

Beginning at a point 1409.37 feet North 0°12'13" East along the Quarter Section Line; and 285.58 feet North 89°47'47" West from the South Quarter Corner of said Section 32; and running thence Southwesterly along the arc of a 240.50 foot radius curve to the left a distance of 67.36 feet (Central Angle equals 16°02'50" and Long Chord bears South 53°01'25" West 67.14

feet) to a point of tangency; thence South 45°00'00" West 901.73 feet; thence North 45°00'00" West 950.66 feet; thence North 89°58'20" West 338.56 feet to the Easterly Line of Bangerter Highway as it was previously recorded with the Intel Riverton Campus Subdivision; thence along said Easterly Line the following two courses: Northwesterly along the arc of a 3205.84 foot radius curve to the right a distance of 150.40 feet (Central Angle equals 2°41'17" and Long Chord bears North 1°18'59" West 150.39 feet) to a point of tangency; and North 0°01'40" East 351.45 feet; thence North 44°33'51" East 515.50 feet; thence North 89°36'21" East 187.83 feet; thence South 45°00'07" East 993.32 feet; thence North 44°59'53" East 205.74 feet; thence South 45°00'07" East 435.41 feet to the point of beginning.

Contains 1,312,203 sq. ft.
or 30.124 acres

**Intel Riverton Campus Subdivision
Revised Lot 3**

A parcel of land situate within the Intel Riverton Campus Subdivision recorded as Entry No. 7546172, in Book 99-12P, at Page 347 in the Office of the Salt Lake County Recorder that is part of the Southwest Quarter of Section 32, Township 3 South, Range 1 West, Salt Lake Base & Meridian, U.S. Survey in Riverton, Salt Lake County, Utah:

Beginning at a point on the North Line of 13400 South Street being 896.10 feet North 89°51'23" West along the Section Line; and 49.00 feet North 0°08'37" East from the South Quarter Corner of said Section 32; and running thence North 88°26'22" West 430.34 feet along said North Line of 13400 South Street to the East Line of Jill Meadows Subdivision as amended; thence North 0°16'36" East 261.88 feet along said East Line to the Northeast Corner of said Jill Meadows Subdivision as amended; thence North 89°43'24" West 208.71 feet along the North Line of said amended subdivision to the Northwest Corner thereof; thence South 0°16'36" West 262.72 feet along the West Line of said subdivision to the South Line of Lot 3 as previously recorded with the Intel Riverton Campus Subdivision; thence North 89°55'58" West 74.34 feet along said South Line; thence North 41°40'32" West 33.87 feet to the Easterly Line of Bangerter Highway as it was previously recorded with the Intel Riverton Campus Subdivision; thence Northwesterly along the arc of a 3205.84 foot radius curve to the right a distance of 1372.67 feet (Central Angle equals 24°31'58" and Long Chord bears North 14°55'36" West 1362.21 feet) along said Easterly Line of Bangerter Highway; thence South 89°58'20" East 338.56 feet; thence South 45°00'00" East 1162.41 feet to a point of curvature; thence Southeasterly along the arc of a 195.00 foot radius curve to the right a distance of 153.64 feet (Central Angle equals 45°08'37" and Long Chord bears South 22°25'42" East 149.70 feet) to a point of tangency; thence South 0°08'37" West 309.36 feet to the Northeast Corner of the Mountain Fuel Supply Company Parcel; thence along said Parcel the following four courses: North 89°51'23" West 100.00 feet; South 0°08'37" West 30.00 feet; North 89°51'23" West 30.00 feet; and South 0°08'37" West 54.00 feet to the point of beginning.

Contains 1,011,958 sq. ft.
or 23.231 acres

**Intel Riverton Campus Subdivision
Revised Lot 4**

A parcel of land situate within the Intel Riverton Campus Subdivision recorded as Entry No. 7546172, in Book 99-12P, at Page 347 in the Office of the Salt Lake County Recorder that is part of the Southwest Quarter of Section 32, Township 3 South, Range 1 West, Salt Lake Base & Meridian, U.S. Survey in Riverton, Salt Lake County, Utah:

Beginning at a point on the West Line of 3600 West Street being 1439.84 feet North $0^{\circ}12'13''$ East along the Quarter Section Line; and 61.00 feet North $89^{\circ}47'47''$ West from the South Quarter Corner of said Section 32; and running thence North $89^{\circ}47'47''$ West 107.41 feet to a point of curvature; thence Southwesterly along the arc of a 240.50 foot radius curve to the left a distance of 122.38 feet (Central Angle equals $29^{\circ}09'23''$ and Long Chord bears South $75^{\circ}37'32''$ West 121.07 feet); thence North $45^{\circ}00'07''$ West 435.41 feet; thence South $44^{\circ}59'53''$ West 205.74 feet; thence North $45^{\circ}00'07''$ West 993.32 feet; thence South $89^{\circ}36'21''$ West 187.83 feet; thence South $44^{\circ}33'51''$ West 515.50 feet to the Easterly Line of Bangerter Highway as it was previously recorded with the Intel Riverton Campus Subdivision; thence along said Easterly Line North $0^{\circ}01'40''$ East 1380.98 feet; thence South $89^{\circ}58'53''$ East 1963.88 feet to the West Line of said 3600 West Street; thence along said West Line the following five courses: South $0^{\circ}12'06''$ West 71.59 feet; South $2^{\circ}21'31''$ West 451.58 feet; South $0^{\circ}12'13''$ West 858.11 feet; South $6^{\circ}47'49''$ West 95.80 feet; and South $0^{\circ}12'13''$ West 370.83 feet to the point of beginning.

Contains 2,792,543 sq. ft.
or 64.108 acres

**Intel Riverton Campus Subdivision
Revised Lot 5**

A parcel of land situate within the Intel Riverton Campus Subdivision recorded as Entry No. 7546172, in Book 99-12P, at Page 347 in the Office of the Salt Lake County Recorder that is part of the Southwest Quarter of Section 32, Township 3 South, Range 1 West, Salt Lake Base & Meridian, U.S. Survey in Riverton, Salt Lake County, Utah:

Beginning at a point on the Sixteenth Section Line as shown on the previously recorded Intel Riverton Campus Subdivision being 660.00 feet North $0^{\circ}12'06''$ East along the Quarter Section Line; and 1322.42 feet North $89^{\circ}58'53''$ West from the Center of said Section 32; and running thence North $89^{\circ}58'53''$ West 674.46 feet to the Easterly Line of Bangerter Highway as it was also shown with said subdivision; thence North $0^{\circ}01'40''$ East 654.04 feet along said Easterly Line to the Sixteenth Section Line as shown on said subdivision plat; thence North $89^{\circ}59'20''$ East 677.20 feet along said Sixteenth Section Line to the Sixteenth Section Corner; thence South $0^{\circ}16'04''$ West 654.40 feet along the Sixteenth Section Line to the point of beginning.

Contains 442,140 sq. ft.
or 10.150 acres

EXHIBIT "B"

Legal Description of the Home Depot Property

EXHIBIT "A-2"

HOME DEPOT PROPERTY LEGAL DESCRIPTION

The real property referenced in the foregoing instrument is located in Salt Lake County, Utah and is more particularly described as:

**Intel Riverton Campus Subdivision
Revised Lot 1**

A parcel of land situate within the Intel Riverton Campus Subdivision recorded as Entry No. 7546172, in Book 99-12P, at Page 347 in the Office of the Salt Lake County Recorder that is part of the Southwest Quarter of Section 32, Township 3 South, Range 1 West, Salt Lake Base & Meridian, U.S. Survey in Riverton, Salt Lake County, Utah:

Beginning at a point on the West Line of 3600 West Street being 1439.84 feet North $0^{\circ}12'13''$ East along the Quarter Section Line; and 61.00 feet North $89^{\circ}47'47''$ West from the South Quarter Corner of said Section 32; and running thence along said West Line of 3600 West Street the following three courses: South $0^{\circ}12'13''$ West 362.73 feet; South $2^{\circ}24'06''$ West 312.85 feet; and South $0^{\circ}12'13''$ West 724.93 feet to the North Line of 13400 South Street; thence along said North Line of 13400 South Street the following three courses: North $89^{\circ}51'23''$ West 456.06 feet; North $79^{\circ}00'47''$ West 49.74 feet; and North $89^{\circ}51'23''$ West 188.23 feet; thence North $0^{\circ}08'37''$ East 393.36 feet to a point of curvature; thence Northwesterly along the arc of a 195.00 foot radius curve to the left a distance of 153.64 feet (Central Angle equals $45^{\circ}08'37''$ and Long Chord bears North $22^{\circ}25'42''$ West 149.70 feet) to a point of tangency; thence North $45^{\circ}00'00''$ West 211.75 feet; thence North $45^{\circ}00'00''$ East 901.73 feet to a point of curvature; thence Northeasterly along the arc of a 240.50 foot radius curve to the right a distance of 189.74 feet (Central Angle equals $45^{\circ}12'13''$ and Long Chord bears North $67^{\circ}36'06''$ East 184.86 feet) to a point of tangency; thence South $89^{\circ}47'47''$ East 107.41 feet to the point of beginning.

Contains 893,461 sq. ft.
or 20.511 acres

**Intel Riverton Campus Subdivision
Revised Lot 3**

A parcel of land situate within the Intel Riverton Campus Subdivision recorded as Entry No. 7546172, in Book 99-12P, at Page 347 in the Office of the Salt Lake County Recorder that is part of the Southwest Quarter of Section 32, Township 3 South, Range 1 West, Salt Lake Base & Meridian, U.S. Survey in Riverton, Salt Lake County, Utah:

Beginning at a point on the North Line of 13400 South Street being 896.10 feet North $89^{\circ}51'23''$ West along the Section Line; and 49.00 feet North $0^{\circ}08'37''$ East from the South Quarter Corner of said Section 32; and running thence North $88^{\circ}26'22''$ West 430.34 feet along said North Line of 13400 South Street to the East Line of Jill Meadows Subdivision as amended;

thence North 0°16'36" East 261.88 feet along said East Line to the Northeast Corner of said Jill Meadows Subdivision as amended; thence North 89°43'24" West 208.71 feet along the North Line of said amended subdivision to the Northwest Corner thereof; thence South 0°16'36" West 262.72 feet along the West Line of said subdivision to the South Line of Lot 3 as previously recorded with the Intel Riverton Campus Subdivision; thence North 89°55'58" West 74.34 feet along said South Line; thence North 41°40'32" West 33.87 feet to the Easterly Line of Bangerter Highway as it was previously recorded with the Intel Riverton Campus Subdivision; thence Northwesterly along the arc of a 3205.84 foot radius curve to the right a distance of 1372.67 feet (Central Angle equals 24°31'58" and Long Chord bears North 14°55'36" West 1362.21 feet) along said Easterly Line of Bangerter Highway; thence South 89°58'20" East 338.56 feet; thence South 45°00'00" East 1162.41 feet to a point of curvature; thence Southeasterly along the arc of a 195.00 foot radius curve to the right a distance of 153.64 feet (Central Angle equals 45°08'37" and Long Chord bears South 22°25'42" East 149.70 feet) to a point of tangency; thence South 0°08'37" West 309.36 feet to the Northeast Corner of the Mountain Fuel Supply Company Parcel; thence along said Parcel the following four courses: North 89°51'23" West 100.00 feet; South 0°08'37" West 30.00 feet; North 89°51'23" West 30.00 feet; and South 0°08'37" West 54.00 feet to the point of beginning.

Contains 1,011,958 sq. ft.
or 23.231 acres

Part of Tax Parcel Nos. 27-32-300-018-0000
27-32-300-016-0000
27-32-300-015-0000
27-32-300-017-0000
27-32-152-001-0000