

10582042
12/18/2008 04:04 PM \$34.00
Book - 9666 Pg - 3401-3408
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
TODD CUSICK
71 EAST WADSWORTH PARK DR
DRAPER UTAH 84020
BY: SAM, DEPUTY - WI 8 P.

LEASE MEMORANDUM

When recorded, return to:
CMC Rock, LLC
71 East Wadsworth Park Drive
Draper, UT 84020
(801) 676-5350

Tax Parcel I.D. No. _____

MEMORANDUM OF SAND AND GRAVEL LEASE AGREEMENT

THIS MEMORANDUM OF SAND AND GRAVEL LEASE AGREEMENT (this "Memorandum"), dated effective as of October 24, 2008, is by and between Rockco, LLC, a Utah limited liability company, hereinafter referred to as the "Rockco", and Wasatch South Hills Development Co., LLC, a Utah limited liability company, hereinafter referred to as "Wasatch," collectively, Rockco and Wasatch are hereinafter referred to as Lessor, and CMC ROCK, LLC, a Utah limited liability company, hereinafter referred to as "Lessee."

Recitals

A. Lessor and Lessee are parties to a Sand and Gravel Lease Agreement, dated October 24, 2008, (the "Lease Agreement"), pursuant to which Lessor granted to Lessee a 6 year lease, with option to extend the term of the lease for up to 2 years under the Lease Agreement, of the real property described on the attached Exhibit A (the "Property"), for the purpose of producing sand, gravel and road building materials.

B. Lessor and Lessee are entering into this Memorandum to provide record notice of Lessee's rights with respect to such Lease Agreement.

Memorandum

In exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Grant of Lease. Lessor hereby confirms that he has granted, and hereby grants, to Lessee, an exclusive lease of the Property for the purpose of producing sand, gravel and road building materials. Such lease shall be subject to all of the terms and conditions of the Lease Agreement.

2. Inconsistencies Between Documents. To the extent of any inconsistency between this Memorandum and the Lease Agreement, the Lease Agreement shall govern.

IN WITNESS WHEREOF, the parties have executed this Memorandum on the date set forth below, to be effective for all purposes as of the date first set forth in the heading hereof.

LESSOR:
ROCKCO, LLC

By: Wasatch South Hills Development Co.,
LLC
Its: Business Manager

By: Tava Kulla
Its: Manager

LESSEE:
CMC ROCK, LLC, a Utah limited liability
company

By: [Signature]
Its: president

By: T&M Holdings, LLC
Its: Operations Manager

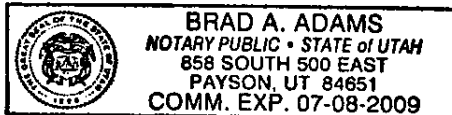
By: [Signature]
Its: Manager

WASATCH SOUTH HILLS
DEVELOPMENT CO., LLC

By: Tava Kulla
Its: Manager

STATE OF UTAH)
 :SS.
County of Salt Lake)

The foregoing instrument was acknowledged before me this 29th day of October, 2008,
by Dave Millheim, the manager of Wasatch South Hills Development Co.,
LLC, a Utah limited liability company.

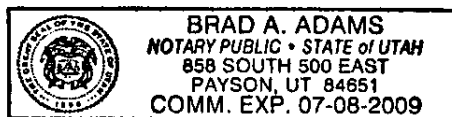


Brad A. Adams
NOTARY PUBLIC

Residing at: 858 So. 500 E.
Payson, UT 84651

STATE OF UTAH)
 :SS.
County of Salt Lake)

The foregoing instrument was acknowledged before me this 21st day of October, 2008,
by Tracy Burnham, the manager of T&M Holdings, LLC, a Utah limited
liability company.

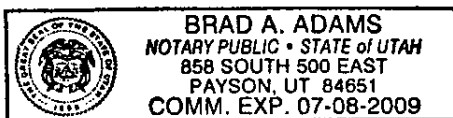


Brad A. Adams
NOTARY PUBLIC

Residing at: 858 So. 500 E.
Payson, UT 84651

STATE OF UTAH)
 :SS.
County of Salt Lake)

The foregoing instrument was acknowledged before me this 29th day of October, 2008,
by Martin White, the president of CMC Rock, LLC, a Utah limited
liability company.



Brad A. Adams
NOTARY PUBLIC

Residing at: 858 So. 500 E.
Payson, UT 84651

EXHIBIT A

Attached to and forming a part of the Memorandum of Sand and Gravel Lease Agreement, dated as of OCTOBER 24TH, 2008, by and between Rockco, LLC, a Utah limited liability company, and Wasatch South Hills Development Co., LLC, a Utah limited liability company collectively, and CMC ROCK, LLC, a Utah limited liability company, hereinafter referred to as "CMC."

Legal Description of the Property

The following real property located in Salt Lake County, State of Utah:

(TBD)

EXHIBIT A

LEGAL DESCRIPTIONS

SOUTH HILLS OWNED BOUNDARY

Commencing at the Quarter Corner common with Sections 7 and 8, Township 4 South, Range 1 West, Salt Lake Base and Meridian and running thence South 00°27'50" West, along the Section Line common with Sections 7 and 8, to the Northwest corner of Government Lot 2, Section 8, a distance of 1343.35 feet; thence North 89°38'44" East, along the north line of said Government Lot, a distance of 1316.08 feet, to the Point of Beginning for this description; thence, North 89°35'44" East, to a point lying on the North-South Quarter Section Line, a distance of 1316.08 feet; thence North 89°38'00" East, along the north line of Government Lot 4, Section 8, to the Northeast corner of said Government Lot, further herein after referred to as Point A, a distance of 1316.89 feet; thence, South 00°36'41" West, along the east line of said Government Lot, to a point lying on the Section Line common with Sections 8 and 17, a distance of 1329.78 feet; thence, South 00°36'05" West, along the east line of Government Lot 1, Section 17, and along the line common with Government Lots 6 and 7, Section 17, to a point lying on the East-West Quarter Section Line of Section 17 further herein after referred to as Point B, said point also being the corner common with Government Lots 6 and 7 of Section 17, a distance of 2658.66 feet; thence, South 88°45'17" West, along said line, a distance of 656.17 feet; thence, North 00°33'48" East, a distance of 1995.11 feet; thence, North 89°07'38" East, a distance of 328.66 feet; thence, North 00°34'54" East, to a point lying on the line common with Sections 8 and 17, a distance of 669.53 feet; thence, South 89°25'56" West, along said Section Line to the Quarter Corner common with Sections 8 and 17, a distance of 986.69 feet; thence, South 89°26'58" West, continuing along the line common with Sections 8 and 17 to a point further herein after referred to as Point C, said point also being the corner common with Government Lots 2 and 3, Section 8, a distance of 1315.12 feet; thence North 00°30'28" East, along the line common with Government Lots 2 and 3 of Section 8, a distance of 1338.86 feet, to the Point of Beginning.

Contains 115.690 acres

Together with the following described parcel:

Beginning at Point B herein above described and running thence, North 00°36'05" East, along the line common with Government Lots 6 and 7, Section 17, a distance of 60.03 feet; thence North 88°45'17" East, to the line common with Sections 16 and 17, a distance of 1312.41 feet; thence, South 00°40'51" West, along said line to the Quarter Corner common with Sections 16 and 17, a distance of 60.03 feet; thence, South 00°38'37" West, along the line common with Sections 16 and 17, a distance of 700.00 feet; thence, North 89°25'24" West, a distance of 600.00 feet; thence, South 00°38'36" West, a distance of 450.00 feet; thence, South 89°21'24" East, a distance of 300.00 feet; thence, North 00°38'36" East, a distance of 150.00 feet; thence, South 89°21'24" East, to a point lying on the line common with Sections 16 and 17, a distance of 300.00 feet; thence, North 00°38'37" East, along said line, a distance of 9.55 feet; thence, South 89°21'23" East, to the easterly right-of-way of 3200 West, a distance of 50.00 feet; thence, North 00°38'37" East, along said right-of-way, a distance of 817.05 feet; thence, South 56°17'21" East, a distance of 1107.49 feet; thence, South 00°38'37" West, to a point lying on the East-West Sixteenth Line of the Southwest Quarter of Section 16, a distance of 532.17 feet; thence, North 89°23'34" West, along said line, a distance of 316.87 feet; thence, South

00°38'13" West, a distance of 517.34 feet; thence, along the arc of a curve to the right, having a radius of 400.00 feet, the center of which bears North 04°51'32" East, through a central angle of 52°30'26", a distance of 366.57 feet; thence, South 61°43'40" West, a distance of 1907.23'; thence, North 47°46'30" West, a distance of 92.37 feet; thence, along the arc of a curve to the left, having a radius of 500 feet, through a central angle of 37°47'00", a distance of 329.72 feet; thence, North 85°22'21" West, a distance of 409.27 feet; thence, along the arc of a curve to the right, having a radius of 300 feet, through a central angle of 31°30'10", a distance of 164.95 feet; thence, South 36°07'53" West, a distance of 286.80 feet; thence, along the arc of a curve to the right, having a radius of 500 feet, through a central angle of 44°06'27", a distance of 384.91 feet; thence, along the arc of a curve to the left, having a radius of 200 feet, through a central angle of 09°37'01", to a point lying on the line common with Sections 17 and 20, a distance of 33.57 feet; thence, South 89°28'20" West, along the line common with Sections 17 and 20 to the Section Corner common with Sections 17, 18, 19, and 20, a distance of 2476.92 feet; thence, North 01°40'37" East, along the line common with Sections 17 and 18, a distance of 2403.75 feet; thence, North 88°45'17" East, to a point lying on the North-South Quarter Section Line of Section 17, a distance of 2569.51 feet; thence, South 00°31'23" West, along said North-South Line to the South Sixteenth Corner of Section 17, a distance of 1107.22 feet; thence, North 89°06'29" East, along the East-West Sixteenth Line of the Southeast Quarter of Section 17 to the Southeast Sixteenth Corner of Section 17, a distance of 1310.69 feet; thence, North 00°35'03" East, along the North-South Line of the Southeast Quarter of Section 17, a distance of 1335.46 feet, to the Point of Beginning referenced earlier as Point B.

Contains 262.472 acres

Together with the following described parcel:

Beginning at point C herein above described and running thence, South 00°29'33" East, a distance of 1750.08 feet; thence, South 89°07'35" West, a distance of 974.46 feet; thence, South 00°52'25" East, a distance of 662.00 feet; thence, South 89°07'35" West, to a point lying on the line common with Sections 17 and 18, a distance of 329.00 feet; thence, North 00°52'25" West, along said line to the corner common with Sections 8 and 17, a distance of 2419.45 feet; thence, North 89°26'58" East, along the line common with Sections 8 and 17, a distance of 1315.12 feet, to the Point of Beginning referenced earlier as Point C.

Contains 57.713 acres

Together with the following described parcel:

Commencing at corner common to Sections 15, 16, 21 and 22, Township 4 South, Range 1 West, Salt Lake Base and Meridian, and running thence, North 89°41'28" West, along the line common with Sections 16 and 21, a distance of 1470.20 feet to the Point of Beginning for this description; thence, North 89°41'28" West, along said line to the Quarter Corner common with Sections 16 and 21, a distance of 1216.82; thence, North 89°08'29" West, continuing along said line, a distance of 1653.50 feet; thence, North 00°38'01" East, a distance of 1324.66 feet; thence South 89°23'34" East, a distance of 330.62 feet; thence, South 00°37'49" West, to the Southwest Sixteenth Quarter of Section 16, a distance of 9.16 feet; thence, South 89°23'34" East, along the East-West Sixteenth Line of the Southwest Quarter of Section 16, a distance of 330.62 feet; thence, South 00°37'37" West, a distance of 659.20 feet; thence, South 89°16'01" East, to a point lying on the North-South Quarter Line of Section 16, a distance of 991.98 feet; thence, North 00°37'02" East, along said North-South Line, a distance of 168.48 feet; thence, along the arc of a curve to the left, having a radius of 11314.71, the center of which bears North 27°35'17" East, through a central angle of 06°42'58", a distance of 1326.27; thence, South 00°10'16" West, a distance of 292.38 feet to the Point of Beginning.

Contains 50.359 acres

Less and excepting therefrom the following described parcel known as the right-of-way for the Welby Jacob Canal:

#234800 v2

Commencing at Point A herein above described and running thence, South 00°36'41" West, along the east line of Government Lot 4, Section 8, to a point on the northeasterly right-of-way of the Welby Jacob Canal, a distance of 260.80 feet, to the Point of Beginning for this description; thence, South 00°36'41" West, along said Government Line, to a point on the southwesterly right-of-way of the Welby Jacob Canal, a distance of 106.65 feet; thence, North 27°02'30" West, along said southwesterly right-of-way to a point lying on the North Line of Government Lot 4, a distance of 411.16 feet; thence, North 89°38'00" East, along said line to a point lying on the northeasterly right-of-way of the Welby Jacob Canal, a distance of 55.40 feet; thence, South 27°02'30" East, along said northeasterly right-of-way to the Point of Beginning.
Contains 0.399 acres



First American Title Insurance Company
Commitment Number: 36762 2ND AMD
EXHIBIT "A"

PROPERTY DESCRIPTION

The land referred to in this Commitment is described as follows:

A parcel of land located in Sections 21, 20, 17, 16, Township 4 South, Range 1 West, Salt Lake Base and Meridian, said parcel being more particularly described as follows:
Commencing at the North quarter corner of said Section 21 and running thence South 0°36'59" East, along the line common to Government Lots 2 and 3 of said Section 21, a distance of 1344.12 feet, to the Southerly corner thereof; thence North 89°33'30" West, along the Southerly line of said Government Lot 3, a distance of 1334.92 feet, to the Southerly corner common to Government Lots 3 and 4 of said Section 21 and the point of beginning for this description, thence North 89°33'30" West, along the South line of said Government Lot 4, a distance of 541.12 feet; thence North 0°06'53" East, a distance of 339.36 feet; thence North 89°27'18" West, a distance of 792.00 feet, to the section line; thence South 0°25'12" West, along said section line, a distance of 340.78 feet, to the East-West 40 Acre line of the Northeast quarter of said Section 20; thence South 89°13'13" West, along said 40 Acre line, a distance of 2593.54 feet, more or less to the North sixteenth corner of said Section 20; thence North 0°40'49" West, along the North-South center quarter line, a distance of 1308.95 feet, to the North quarter corner of said Section 20; thence South 89°28'20" West, along the section line, a distance of 140.22 feet to the centerline of a proposed road; thence Northeasterly along the arc of a non-tangent curve to the right, having a radius of 200.00 feet, the center of which bears South 19°21'20" East, through a central angle of 9°35'15", a distance of 33.46 feet; thence Northeasterly continuing along said proposed road and the arc of a 500.00 foot radius curve to the left, the center of which bears North 9°44'51" West, through a central angle of 44°07'09", a distance of 385.01 feet; thence along said proposed road North 36°07'53" East, a distance of 286.80 feet; thence Southeasterly along said proposed road and along the arc of a non-tangent curve to the left, having a radius of 300.00 feet, the center of which bears North 36°07'53" East, through a central angle of 31°30'18", a distance of 164.96 feet; thence South 85°22'21" East, a distance of 409.26 feet; thence along said proposed road Southeasterly along the arc of a 500.00 foot radius curve to the right, through a central angle of 37°47'00", a distance of 329.72 feet; thence South 47°46'30" East, a distance of 92.37 feet; thence along said proposed road North 61°43'40" East, a distance of 1907.23 feet; thence along said proposed road Southeasterly along the arc of a non-tangent curve to the left, having a radius of 400.00 feet, the center of which bears North 57°21'58" East, through a central angle of 52°25'22", a distance of 365.97 feet, to the North-South 10 Acre line of the Southwest quarter of the Southwest quarter of said Section 16; thence South 0°35'35" West, along said 10 Acre line, a distance of 796.68 feet to the North line of aforesaid Government Lot 4, thence South 89°08'29" East, along said North line 661.40 feet, to the Northerly corner common to Government Lots 3 and 4; thence South 0°05'40" East, along the line common to said Government lots 3 and 4, a distance of 1353.56 feet to the point of beginning.

Parcel Identification No. 33-16-300-009
Parcel Identification No. 33-16-300-010
Parcel Identification No. 33-17-300-002
Parcel Identification No. 33-17-400-003
Parcel Identification No. 33-17-400-004
Parcel Identification No. 33-20-200-004
Parcel Identification No. 33-20-200-005
Parcel Identification No. 33-21-100-009
Parcel Identification No. 33-21-100-012
Parcel Identification No. 33-21-100-017
Parcel Identification No. 33-21-100-016

ALTA Commitment
Exhibit "A"
(36762.PFD/36762/18)