

WHEN RECORDED MAIL TO:
Callister Nebeker & McCullough
Attn: Steven E. Tyler
Gateway Tower East, Suite 900
10 East South Temple
Salt Lake City, UT 84133

SUPPLEMENTARY DECLARATION OF PROTECTIVE
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
RIVERWOODS RESEARCH AND BUSINESS PARK,
PROVO CITY, UTAH COUNTY, UTAH

THIS SUPPLEMENTARY DECLARATION is made this 10th day of February, 1998 by ESNET PROPERTIES, L.C., a Utah limited liability company (hereinafter called "Declarant").

RECITALS

A. Declarant is the owner of fee simple title to that certain real property situated in the City of Provo, County of Utah, State of Utah, and more particularly described on Exhibit "A" attached hereto and by this reference made a part hereof (the "Annexed Property").

B. Declarant desires to submit the Annexed Property to the provisions of that certain Master Declaration of Protective Covenants, Conditions and Restrictions for RiverWoods Research and Business Park, Provo City, Utah County, Utah, recorded in the office of the County Recorder of Utah County, Utah, on October 24, 1991, as Entry No. 42273 in Book 2847 at Page 618, as amended by that certain First Amendment thereto recorded in said office on December 23, 1991, as Entry No. 50674 in Book 2869 at Page 154, and by that certain Second Amendment thereto recorded in said office on September 10, 1992, as Entry No. 47431 in Book 2998 at Page 776 (herein collectively called the "Declaration").

C. The Annexed Property constitutes a portion of that certain real property more particularly described on Exhibit B to the Declaration.

D. Under the provisions of the section of the Declaration entitled "Annexation Without Approval and Pursuant to General Plan" of the article of the Declaration entitled "Integrated Nature of the Covered Property," Declarant was granted the right to subject to the Declaration all or any part of the real property described on Exhibit B to the Declaration which is owned by Declarant without the approval, consent or vote of any other person or party, provided that a supplementary declaration

covering the subject portion of said real property described on said Exhibit B is executed and recorded by Declarant.

E. Pursuant to that certain Warranty Deed and Assignment and Assumption of Declarant's Rights and Obligations dated June 4, 1993, and recorded in the office of the County Recorder of Utah County, Utah, on July 19, 1993, as Entry No. 48130, in Book 3199, at Page 196, Declarant is the successor in interest to all of the rights as declarant under the Declaration.

DECLARATION

NOW, THEREFORE, Declarant hereby covenants, agrees and declares as follows:

1. The Annexed Property is hereby made subject to all of the terms, covenants, conditions, restrictions and provisions of the Declaration pursuant to the provisions of the section thereof entitled "Annexation Without Approval and Pursuant to General Plan" of the article thereof entitled "Integrated Nature of the Covered Property," effective upon the recording of this Supplementary Declaration in the Office of the County Recorder of Utah County, Utah.

2. The recordation of this Supplementary Declaration shall constitute and effectuate the annexation of the Annexed Property, making the Annexed Property subject to the Declaration and subject to the functions, powers and jurisdiction of RiverWoods Research and Business Park Owners Association, a Utah nonprofit corporation (the "Association"), as provided in the Declaration. Upon such recordation, the Annexed Property shall be part of the Covered Property as that term is defined in the Declaration, and all of the Owners of Lots (as those terms are defined in the Declaration) within the Annexed Property shall automatically become Members of the Association.

3. All easements reserved by Declarant in the Declaration are hereby reserved by Declarant over the Annexed Property, together with the right to grant and transfer the same as provided in the Declaration.

IN WITNESS WHEREOF, Declarant has executed this instrument the day and year first hereinabove written.

ESNET PROPERTIES, L.C.,
a Utah limited liability company

By 
Daniel W. Campbell, Manager

STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

The foregoing instrument was acknowledged before me this
10 day of February, 1998 by DANIEL W. CAMPBELL, the Manager of
EsNet Properties, L.C., a Utah limited liability company.

My Commission Expires:

10-25-2000

Lisa C. Sorensen
Notary Public
Residing at Provo, Utah

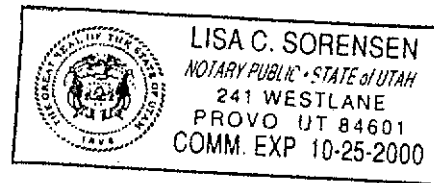


EXHIBIT "A"

DESCRIPTION OF ANNEXED PROPERTY

That certain real property located in Utah County, State of Utah and more particularly described as follows:

To be known as Lot #1 of the Proposed Riverwoods Research and Business Park Phase V.

Beginning at a point which is South $00^{\circ}45'09''$ East, along the section line 185.56 feet and North $89^{\circ}14'51''$ East, 98.59 feet from the Northeast Corner of Section 13, Township 6, South, Range 2 East, Salt Lake Base & Meridian; and running thence South $89^{\circ}50'30''$ East, 365.83 feet; thence South $09^{\circ}37'51''$ West, 496.89 feet; thence North $89^{\circ}50'30''$ West, 404.50 feet to a point on a projected line of a certain Warranty Deed, Entry No. 7493, (dated July 16, 1937); thence South $07^{\circ}16'00''$ West, along said projection line, 2.02 feet; thence North $89^{\circ}50'30''$ West, 5.12 feet; to a point on a 14.00 foot radius curve to the right; thence 25.06 feet along said curve through a central angle of $102^{\circ}33'06''$ (chord bears North $38^{\circ}33'57''$ West, 21.84 feet); thence North $12^{\circ}42'36''$ East, 34.84 feet to a point on a 272.00 foot radius curve to the right; thence 117.67 feet along said curve through a central angle of $24^{\circ}47'15''$ (chord bears North $25^{\circ}06'14''$ East, 116.76 feet) to a point on a 328.00 foot radius curve to the left; thence 180.72 feet along said curve through a central angle of $31^{\circ}34'04''$ (chord bears North $21^{\circ}42'50''$ East, 178.44 feet); thence North $05^{\circ}55'48''$ East, 170.11 feet to the point of beginning.

Contains: 4.272 Acres