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RIGHT-OF-WAY AND EASEMENT AGREEMENT

6060587

South Despain Ditch Company ("Grantee") owns an irrigation diversion and intake structure on Little Cottonwood Creek in Salt Lake County, Utah. Glacio-CCB Joint Venture, and its joint venture partners Glacio Park Development, L.C. and CCB Properties, L.C. ("Grantors") own certain real property adjacent to and on which the diversion and intake structure is located. Grantors have developed, or intend to develop, part of the property as a subdivision. In order for Grantee to have access to its diversion and intake structure, Grantee must cross property owned by the Grantors. The purpose of this grant of Right-of-Way and Easement is to allow Grantee to cross Grantors' property to inspect, operate, maintain, repair or replace the diversion and intake structure.

FOR GOOD AND VALUABLE CONSIDERATION, Grantors hereby grant to Grantee a permanent Right-of-Way and Easement for access to the diversion and intake structure on Little Cottonwood Creek, Salt Lake County, State of Utah, such Easement described as follows:

See Exhibit "A" attached to this Agreement and made a part hereto.

In addition, Grantors hereby execute the following covenants:

1. Grantors grant to Grantee the right to use the Easement for the transport of such equipment, machinery, and materials that reasonably may be necessary for the inspection, operation, maintenance, repair, or replacement of the diversion and intake structure.
2. Grantors covenant not to impede or in any manner interfere with Grantee's safe and convenient access to the diversion and intake structure. In addition, to the extent Grantors also use any portion of the Right-of Way and Easement, Grantors also covenant to maintain and repair the Easement to provide Grantee safe and convenient access to the diversion and intake structure.
3. Grantors covenant to indemnify and hold Grantee harmless from any and all damages, including incidental and consequential damages, caused, in any respect, by Grantors, their successors or assigns, their representatives or anyone acting with the express or implied consent of Grantors, their successors or assigns.
4. Grantors reserve the right to use the property for any and all uses that do not interfere with Grantee's use of the Easement.

5. Grantors reserve the right to restrict general public access to the property, but covenant not to impede or restrict Grantee's use of the Easement.

6. In the event legal action is undertaken to enforce any of the terms of this Agreement, the prevailing party in such action shall be entitled to recover reasonable attorneys' fees from the other party.

7. This Agreement shall inure to the benefit of and shall be binding on the respective successors and assigns of Grantors and Grantee, and shall run with the land.

IN WITNESS WHEREOF, Grantors have executed this Agreement this 20 day of March, 1995.

GRANTORS:

GLACIO-CCB JOINT VENTURE

GLACIO PARK DEVELOPMENT, L.C.

By: *Elin T. Oshorn*

Its: *Members*

CCB PROPERTIES, L.C.

By: *Clayton H. III*

Its: *Member*

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

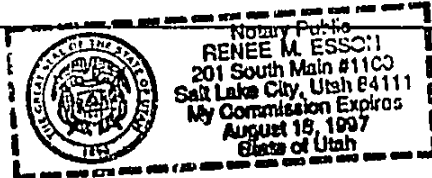
The foregoing Right-Of-Way and Easement was acknowledged before me
this 21st day of March, 1995, by Edwin T. Malachuk the
Member of Glacio Park Development, L.C., a corporation.

Renee M. Esson

NOTARY PUBLIC
Residing at: _____

My Commission Expires:

8-18-97



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

The foregoing Right-Of-Way and Easement was acknowledged before me
this 21st day of March, 1995, by Clay Blair III, the
Member of CCB Properties, L.C., a corporation.

Renee M. Esson

NOTARY PUBLIC
Residing at: _____

My Commission Expires:

8-18-97

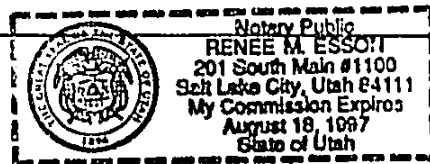


Exhibit A

Beginning at a point which is South 327.56 feet and West 417.13 feet from the East quarter corner of Section 12, Township 3 South, Range 1 East, Salt Lake Base and Meridian, AND RUNNING THENCE N71°09'47"W 64.21 feet; thence N42°13'36"E 91.66 feet; thence S19°10'E 93.75 feet to the South boundary of grantors' land; thence S89°54'21"W along said South boundary 31.61 feet to the point of beginning; and

"A 15 foot wide right of way, the center line of which begins on the South boundary of grantors land, said point being South 327.56 feet and West 417.13 feet from the East quarter corner of Section 12, Township 3 South, Range 1 East, Salt Lake Base and Meridian, AND RUNNING THENCE N69°02'30"W 142.24 feet; thence N81°05'28"W 60.02 feet; thence S 84°56'02"W 90.50 feet; thence N 80°48'19"W 67.55 feet; thence N 69°41'W 130.56 feet; thence N 76°33'24"W 76.03 feet; thence N 70°42'12"W 88.49 feet; thence N 73°20'15"W 98.51 feet; thence N 81°32'27"W 107.19 feet; thence N 83°02'24"W 36.75 feet; thence N 78°53'44"W 45.29 feet to the existing pipe."

6060587
04/14/95 10:25 AM 17.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
PARSONS, BEHLE & LATIMER
PO BOX 11898 SLC, 84147-0898
REC BY: J FERGUSON , DEPUTY - WI