

WHEN RECORDED, PLEASE RETURN TO:

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185 South State Street, Suite 1300
Salt Lake City, Utah 84111

6264712
01/25/96 10:00 AM 39.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
LANDMARK TITLE
REC BY: J FERGUSON DEPUTY - WI

FIFTH AMENDMENT TO DECLARATION
OF EASEMENTS, COVENANTS AND RESTRICTIONS
[Metro Business Park--Phase II]

THIS FIFTH AMENDMENT (this "Amendment") is executed as of the 19th day of January, 1996, by STANCOP ASSOCIATES JOINT VENTURE, a Utah joint venture ("Stancop"), whose address is 1515 West 2200 South, E-2, Salt Lake City, Utah 84119.

FOR THE SUM OF TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Stancop agrees as follows:

1. Definitions. As used in this Amendment, each of the following terms shall have the indicated meaning, and all other capitalized words used in this Amendment shall have the meaning set forth in the Declaration:

1.1 "Declaration" means the Declaration of Easements, Covenants and Restrictions, dated November 10, 1986, and recorded November 12, 1986 as Entry No. 4347986 in Book 5839 at Page 682 of the official records, as amended by the following:

(a) the First Amendment to Declaration of Easements, Covenants and Restrictions, dated February 17, 1988, and recorded February 17, 1988 as Entry No. 4586959 in Book 6004 at Page 1759 of the official records;

(b) the Second Amendment to Declaration of Easements, Covenants and Restrictions, dated December 16, 1991, and recorded February 11, 1992 as Entry No. 5196953 in Book 6409 at Page 1023 of the official records;

(c) the Third Amendment to Declaration of Easements, Covenants and Restrictions, dated July 26, 1993, and recorded July 27, 1993 as Entry No. 5562935 in Book 6716 at Page 1770 of the official records; and

(d) the Fourth Amendment to Declaration of Easements, Covenants and Restrictions, dated July 18, 1994, and recorded September 23, 1994 as Entry No. 5928513 in Book 7024 at Page 1476 of the official records.

1.2 "Official records" means the official records of the Salt Lake County Recorder, Utah.

n/stancop/marker/sale/amnd.vat
January 16, 1996

LTC #15208

BK 7316FG0090

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2. Explanation of Amendment. Stancop, the Developer under the Declaration, desires to expand the Entire Tract to include certain other real property owned by Stancop. Paragraph 29.2(d) of the Declaration provides that Stancop, as the Developer and the owner of such other real property, is the only required signatory to an amendment to expand the Entire Tract to include such other real property (there will be no Mortgage covering such other real property on the date of recordation of this Amendment). Such other real property will be added to the Entire Tract as an additional Parcel X. Although this Amendment replaces Exhibit C to the Declaration in its entirety, the new Exhibit C added by this Amendment merely increases the number of Parcels (adding new Parcel X), and does not alter the metes and bounds descriptions of the existing Parcels (Parcels K through W, inclusive).

3. Parcels. Paragraph 1.21 of the Declaration is deleted in its entirety and is replaced with the following new Paragraph 1.21:

1.21 "Parcels" means those certain fourteen (14) parcels of land (Parcels K, L, M, N, O, P, Q, R, S, T, U, V, W and X) located in Salt Lake County, State of Utah, that are separately described on the attached Exhibit C, together with all Improvements thereon at the time in question, and any real property defined as additional "Parcels" in any amendment to this Declaration executed and recorded pursuant to the right reserved in Paragraph 29. "Parcel" means each or any of the Parcels.

4. Exhibits. Exhibit C attached to the Declaration is deleted in its entirety and is replaced with the new Exhibit C attached to this Amendment.

5. Ratification. Except as set forth in this Amendment, the Declaration is ratified and affirmed in its entirety. This Amendment shall inure to the benefit of, and be binding on, Stancop and all other persons subject to the Declaration, and their respective successors and assigns. This Amendment shall be governed by, and construed and interpreted in accordance with, the laws (excluding the choice of laws rules) of the State of Utah. Each exhibit referred to in, and attached to, this Amendment is an integral part of this Amendment and is incorporated in this Amendment by this reference.

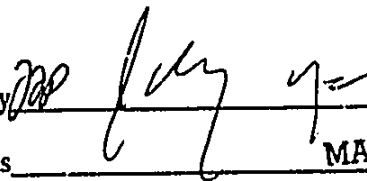
STANCOP has executed this Amendment on the date set forth below, to be effective as of the date first set forth above.

STANCOP:

STANCOP ASSOCIATES JOINT VENTURE, by its two joint venturers:

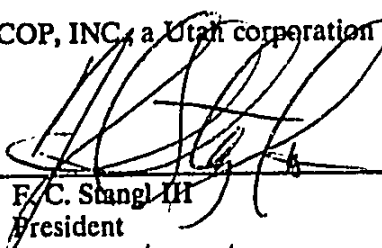
NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY, a Massachusetts corporation, on behalf of its Developmental Properties Account, by its asset manager and advisor hereunto duly authorized:

COPLEY REAL ESTATE ADVISORS, INC., a Massachusetts corporation

By  CHRISTOPHER MEYER
Its _____ MANAGING DIRECTOR
Date _____

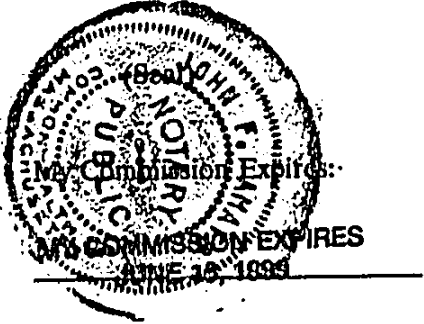
STANCOP, LTD., a Utah limited partnership, by its sole general partner:

STANCOP, INC., a Utah corporation

By  F.C. Stangl III
President
Date 1/19/96

Commonwealth of Massachusetts)
) ss.
County of Suffolk)

The foregoing instrument was acknowledged before me this 17 day of January, 1996, by CHRISTOPHER MEYER, the MANAGING DIRECTOR of Copley Real Estate Advisors, Inc., the asset manager and advisor hereunto duly authorized of New England Mutual Life Insurance Company, on behalf of its Developmental Properties Account, one of the two joint venturers of Stancop Associates Joint Venture.

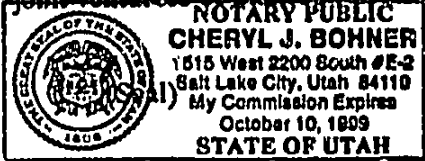


[Signature]
Notary Public

Residing at:
Hyde Park, MA.

State of Utah)
) ss.
County of Salt Lake)

The foregoing instrument was acknowledged before me this 19 day of January, 1996, by F. C. Stangl III, the President of Stancop, Inc., the general partner of Stancop, Ltd., one of the two joint venturers of Stancop Associates Joint Venture.



My Commission Expires:

10/10/99

[Signature]
Notary Public

Residing at:
Salt Lake City, UT

EXHIBIT C

to

DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS

DESCRIPTION OF PARCELS

The fourteen (14) Parcels referred to in the foregoing instrument are located in Salt Lake County, Utah, and are described as follows:

PARCEL K:

BEGINNING South 0°02'35" West 1579.03 feet along the quarter section line and East 2763.18 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 279.15 feet; thence South 234.95 feet to the northerly right-of-way line of 2320 South Street; thence South 89°55'00" West 290.89 feet along said Northerly right-of-way line of 2320 South Street; thence Westerly and Northerly 23.24 feet along the arc of a 28.00 foot non-tangent radius curve to the right (long chord bears North 23°51'55" West 22.58 feet); thence North 0°05'00" West 130.00 feet; thence Northeasterly 88.18 feet along the arc of a 179.87 foot radius curve to the right (long chord bears North 13°57'41" East 87.30 feet) to the point of beginning.

PARCEL L:

Beginning South 0°02'35" West 1363.12 feet along the quarter section line and East 2813.03 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence Northeasterly 19.46 feet along the arc of a 15.00 foot radius curve to the right (long chord bears North 37°09'43" East 18.12 feet); thence North 74°19'26" East 120.11 feet; thence Northeasterly 45.71 feet along the arc of a 167.08 foot radius curve to the right (long chord bears North 82°09'43" East 45.57 feet); thence East 8.26 feet; thence South 269.02 feet; thence West 230.01 feet; thence North 28°00'22" East 51.52 feet; thence Northerly 107.78 feet along the arc of a 220.49 foot radius curve to the right (long chord bears North 14°00'11" East 106.71 feet); thence North 66°89' feet to the point of beginning.

PARCEL M:

Beginning at a point on the North line of 2320 South Street, said point being South 0°02'35" West 1813.32 feet along the quarter section line and East 3042.51 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 230.095 feet; thence East 126.665 feet; thence South 0°05'00" East 229.91 feet to said North line;

thence South $89^{\circ}55'00''$ West 127.00 feet along said North line to the point of beginning.

PARCEL N:

Beginning at a point on the North line of 2320 South Street, said point being South $0^{\circ}02'35''$ West 1813.13 feet along the quarter section line and East 3169.51 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North $0^{\circ}05'00''$ West 229.91 feet; thence East 170.83 feet; thence South 229.66 feet to said North line; thence South $89^{\circ}55'00''$ West 170.50 feet along said North line to the point of beginning.

PARCEL O:

Beginning at a point on the South line of 2250 South Street, said point being South $0^{\circ}02'35''$ West 1310.01 feet along the quarter section line and East 2992.99 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 36.85 feet along said South line; thence Easterly 120.38 feet along the arc of a 577.38 foot radius curve to the right (center bears South and long chord bears South $84^{\circ}01'38''$ East 120.16 feet) along said South line; thence Easterly 128.72 feet along the arc of a 617.38 foot radius curve to the left (center bears North $11^{\circ}56'44''$ East and long chord bears South $84^{\circ}01'38''$ East 128.48 feet) along said South line; thence East 62.50 feet along said South line; thence South 247.34 feet; thence West 297.50 feet; thence North 4.19 feet; thence West 49.14 feet; thence North 269.02 feet to the point of beginning.

PARCEL P:

Beginning at a point on the East line of 1300 West Street, said point being South $0^{\circ}02'35''$ West 1099.79 feet along the quarter section line and East 2803.20 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 274.63 feet; thence South 172.10 feet to the North line of 2250 South Street; thence Westerly 48.21 feet along the arc of a 617.38 foot radius curve to the left (center bears South $4^{\circ}28'25''$ West and long chord bears North $87^{\circ}45'49''$ West 48.19 feet) along said North line; thence West 45.11 feet along said North line; thence Westerly 45.71 feet along the arc of a 167.08 foot radius curve to the right (center bears North and long chord bears North $82^{\circ}09'43''$ West 45.57 feet) along said North line; thence North $74^{\circ}19'29''$ West 120.11 feet along said North line; thence Northwesterly 19.46 feet along the arc of a 15.00 foot radius curve to the right (center bears North $15^{\circ}40'34''$ East and long chord bears North $37^{\circ}09'43''$ West 18.12 feet) along said North line to said East line of 1300 West Street; thence North 66.89 feet along said East line; thence Northwesterly 51.44 feet along the arc of a 135.69 foot radius curve to the left (center bears West and long chord bears North $10^{\circ}51'36''$ West 51.13 feet) along said East line to the point of beginning.

PARCEL Q:

Beginning at a point on the East line of 1300 West Street, said point being South $0^{\circ}02'35''$ West 911.39 feet along the quarter section line and East 2687.29 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South $82^{\circ}57'54''$ East 38.81 feet; thence North $87^{\circ}51'52''$ East 105.00 feet; thence North 32.59 feet; thence North $87^{\circ}51'52''$ East 157.11 feet; thence South 225.67 feet; thence West 184.63 feet to said East line; thence Northwesterly 59.27 feet along the arc of a 135.69 foot radius curve to the left (center bears South $68^{\circ}16'48''$ West and long chord bears North $34^{\circ}14'00''$ West 58.80 feet) along said East line; thence North $46^{\circ}44'49''$ West 68.45 feet along said East line; thence Northwesterly 79.325 feet along the arc of a 101.88 foot curve to the right (center bears North $43^{\circ}15'11''$ East and long chord bears North $24^{\circ}26'28''$ West 77.34 feet) along said East line; thence North $2^{\circ}08'08''$ West 22.50 feet along said East line to the point of beginning.

PARCEL R:

Beginning at a point on the East line of 1300 West Street, said point being South $0^{\circ}02'35''$ West 798.97 feet along the quarter section line and East 2683.01 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence Northeasterly 43.98 feet along the arc of a 28.00 foot radius curve to the right (center bears North $87^{\circ}51'52''$ East and long chord bears North $42^{\circ}51'52''$ East 39.60 feet) along said East line to the South line of 2200 South Street; thence North $87^{\circ}51'52''$ East 259.23 feet along said South line; thence South $2^{\circ}08'08''$ East 114.45 feet; thence South $87^{\circ}51'52''$ West 142.755 feet; thence South 32.59 feet; thence South $87^{\circ}51'52''$ West 105.00 feet; thence North $82^{\circ}27'54''$ West 38.81 feet to the East line of 1300 West Street; thence North $2^{\circ}08'08''$ West 112.50 feet along said East line to the point of beginning.

PARCEL S:

Beginning at a point on the South line of 2200 South Street, said point being South $0^{\circ}02'35''$ West 760.28 feet along the quarter section line and East 2968.97 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North $87^{\circ}51'52''$ East 370.50 feet along said South line; thence South 94.93 feet; thence West 120.00 feet; thence South 24.07 feet; thence South $87^{\circ}51'52''$ West 246.15 feet; thence North $2^{\circ}08'08''$ West 114.45 feet to the point of beginning.

PARCEL T:

Beginning at a point on the North line of 2250 South Street, said point being South $0^{\circ}02'35''$ West 1271.89 feet along the quarter section line and East 3077.96 feet from the Northwest Corner of the Northeast Quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 172.10 feet; thence West 90.00 feet; thence North 225.67 feet; thence North $87^{\circ}51'52''$ East 231.80

feet; thence North 24.07 feet; thence East 120.00 feet; thence South 454.47 feet to said North line; thence West 62.50 feet along said North line; thence Westerly 120.38 feet along the arc of a 577.38 foot radius curve to the right (center bears North and long chord bears North 84°01'38" West 120.16 feet) along said North line; thence Westerly 80.51 feet along the arc of a 617.38 foot radius curve to the left (center bears South 11°56'44" West and long chord bears North 81°47'25" West 80.455 feet) along said North line to the point of beginning.

PARCEL U:

Beginning at a point on the South line of 2250 South Street (a 40.00 foot right-of-way), said point being South 0°02'35" West 1335.888 feet along the quarter section line and East 3811.787 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 12.94 feet along the South line of said 2250 South Street; thence South 262.241 feet; thence West 283.94 feet; thence North 262.241 feet to the South line of said 2250 South Street; thence East 271.00 feet along the South line of said 2250 South Street to the point of beginning.

PARCEL V:

Beginning at a point on the North line of 2320 South Street (a 33.00 foot half-width), said point being South 0°02'35" West 1812.129 feet along the quarter section line and East 3862.145 feet and South 89°55'00" West 8.50 feet along the North line of said 2320 South Street from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°55'00" West 312.50 feet along the North line of said 2320 South Street; thence North 214.467 feet; thence East 283.94 feet; thence South 31.23 feet; thence East 28.57 feet; thence South 182.79 feet to the point of beginning.

PARCEL W:

Beginning at a point on the North line of 2320 South Street (a 33.00 foot half-width), said point being South 0°02'35" West 1812.129 feet along the quarter section line and East 3862.145 feet from the Northwest corner of the Northeast quarter of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence South 89°55'00" West 8.50 feet along the North line of said 2320 South Street; thence North 182.79 feet; thence West 28.57 feet; thence North 293.47 feet to the South line of 2240 South Street; thence East 107.45 feet along the South line of said 2240 South Street; thence northeasterly 166.708 feet along the arc of a 238.905 foot radius curve to the left (center bears North and long chord bears North 70°00'34" East 163.347 feet, with a central angle of 39°58'52") along said South line; thence southeasterly 36.756 feet along the arc of a 23.00 foot radius curve to the right (center bears South 39°58'52" East and long chord bears South 84°11'58" East 32.968 feet, with a central angle of 91°33'48") along said South line to the West line of 1070 West Street; thence southeasterly 167.461 feet along the

arc of a 249.748 foot radius curve to the right (center bears South 51°34'56" West and long chord bears South 19°12'32" East 164.341 feet, with a central angle of 38°25'04") along said West line; thence South 354.513 feet along said West line; thence southwesterly 20.351 feet along the arc of a 28.00 foot radius curve to the right (center bears West and long chord bears South 20°49'17" West 19.906 feet, with a central angle of 41°38'35") along said West line to the North line of 2320 South Street; thence South 89°55'00" West 303.692 feet along said North line to the point of beginning.

PARCEL X:

A parcel of land located in the Northwest quarter of Section 23, Township 1 South, Range 1 West, Salt Lake Base and Meridian, being more particularly described as follows: Beginning at a point on the East line of 1070 West Street (a private roadway), said point being South 0°02'35" West 1460.82 feet along the quarter section line and East 4222.64 feet from the North quarter corner of Section 22, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence East 464.86 feet to the West right-of-way line of the Jordan River; thence South 41°54'55" East 469.88 feet along the West right-of-way line of the Jordan River to the North line of 2320 South Street; thence South 89°55'00" West 771.74 feet along the North line of 2320 South Street; thence northwesterly 20.26 feet along the arc of the 28.00 foot radius curve to the right (center bears North 48°32'35" East and long chord bears North 20°43'43" West 19.82 feet; with a central angle of 41°27'35") along the North line of 2320 South Street to the East line of 1070 West Street; thence North 332.24 feet along the East line of 1070 West Street to the point of beginning.