

MUTUAL RESTRICTIVE COVENANTS

AGREEMENT made this 15th day of December, 1999, by and between THE PLANTATIONS AT ST. GEORGE, L.L.C., a Utah limited liability company (hereinafter "The Plantations") and MEDIUS CORPORATION (hereinafter "Medius").

RECITALS:

1. The Plantations is the owner of a certain parcel of property described at Exhibit A hereto, further described on the Map attached hereto as Exhibit B.
2. Medius is the owner of adjacent property legally described at Exhibit C hereto, also described on the map as shown at Exhibit B.
3. The parties desire to set forth the terms of a restrictive covenant which shall apply and bind the heirs, successors or assigns of the parties and shall be deemed a covenant to run with the land, all on the conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants made herein, the parties agree as follows:

1. Medius is the owner of that certain property described at Exhibit C hereto, also described on the map at Exhibit B. Medius hereby agrees that all structures that may be built within the property described at Exhibit B (the Set Back Area) shall be set back a minimum of 50' from the new property line with The Plantations, as generally set forth on the map attached hereto as Exhibit B.
2. The Plantations, for itself, its successors and assigns, agrees that all structures that shall be built on its retained property bordering the property described as Exhibit C shall be restricted

such that the elevation of the peaks of roofs of all structures to be built shall not exceed an elevation of 2740 feet (NGVD 29). Said elevation is the approximate existing ground elevation of the Medius property at the 50' setback location described in item 1 above.

3. This Agreement shall be deemed a covenant to run with the land and may only be modified upon the mutual written agreement of the parties hereto, or their successors or assigns to the property.

DATED this 15th day of December, 1999.

THE PLANTATIONS AT ST. GEORGE,
L.L.C., a Utah limited liability
company

By: *Jeremy K. Saito*
Its: MANAGER

MEDIUS CORPORATION

By: *Timothy A. Huber*
Its: Vice President

STATE OF HAWAII)
) ss.
COUNTY OF HONOLULU)

On the 15th day of December, 1999, personally appeared before me Wesley K. Saito, the Manager of The Plantations at St. George, L.L.C., a Utah limited liability company, the signer of the foregoing document, who acknowledged to me that he executed the same pursuant to authority of the Managers and Members of said limited liability company.

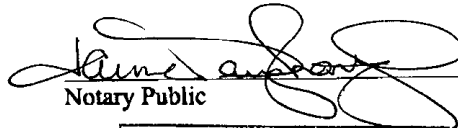


L. Aquino
Notary Public State of Hawaii
My commission expires 4-7-2001

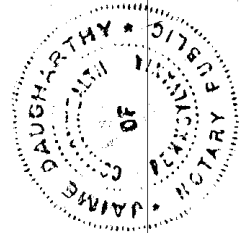
STATE OF PENNSYLVANIA)
) ss.
COUNTY OF WARREN)

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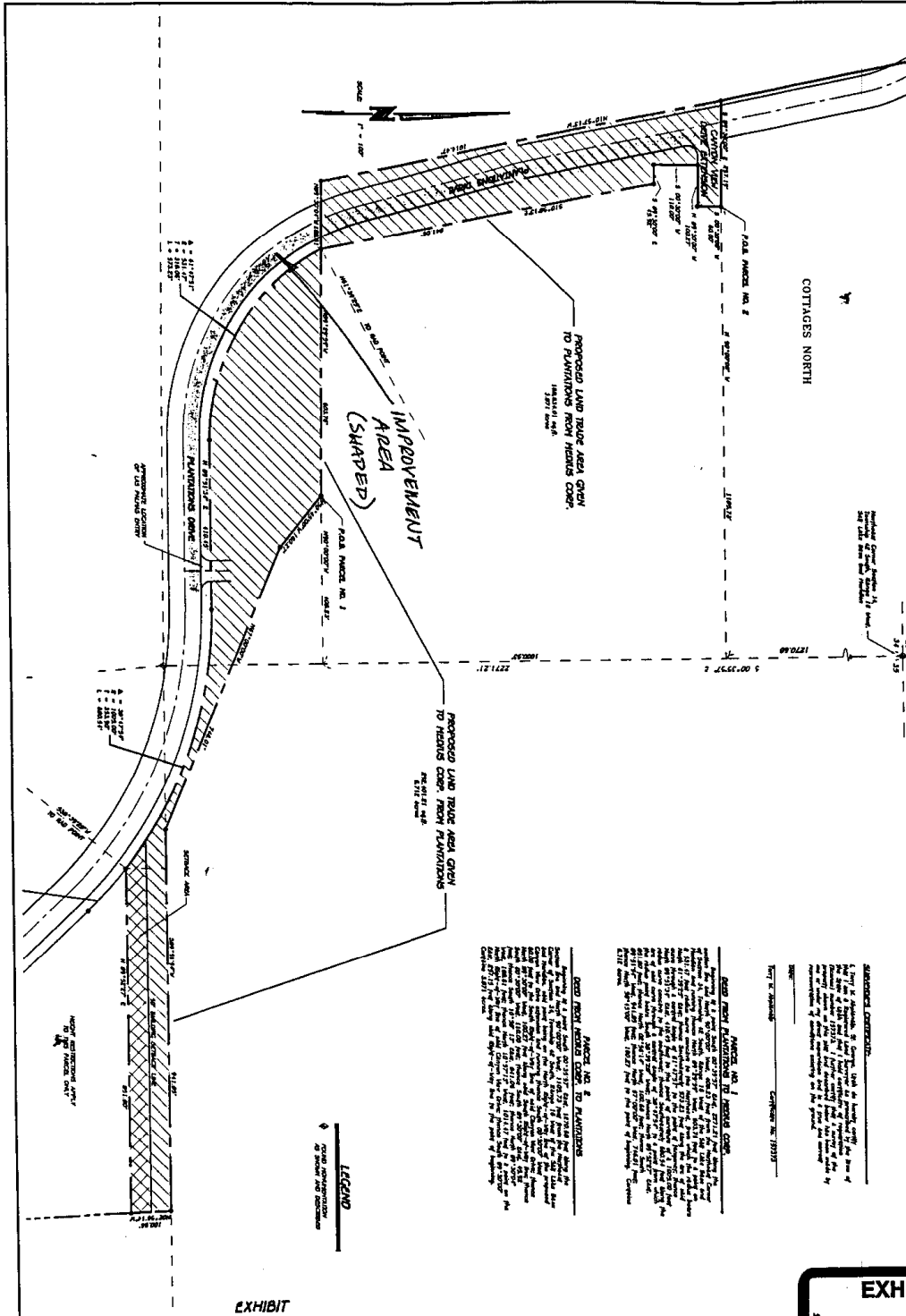
On the 20 day of December, 1999, personally appeared before me Timothy A Huber, the V. President of Medius Corporation, the signer of the foregoing document, who acknowledged to me that he executed the same pursuant to authority of the Board of Directors of said corporation.


Notary Public

NOTARIAL SEAL
JAIME DAUGHARTHY, Notary Public
Warren, Warren County
My Commission Expires Oct. 7, 2000



Beginning at a point South $00^{\circ}35'57''$ East, 1270.68 feet along the Section line and North $90^{\circ}00'00''$ West, 1105.73 feet from the Northeast Corner of Section 34, Township 42 South, Range 16 West of the Salt Lake Base and Meridian, said point being on the North Right-of-Way line of the proposed Canyon View Drive extension and running thence South $00^{\circ}30'00''$ West 60.00 feet to the South Right-of-Way line of said Canyon View Drive; thence North $89^{\circ}30'00''$ West, 100.27 feet along said South Right-of-Way line; thence South $00^{\circ}30'00''$ West, 110.00 feet; thence South $89^{\circ}30'00''$ East, 45.92 feet; thence South $10^{\circ}58'13''$ East, 841.06 feet; thence North $89^{\circ}30'04''$ West, 168.61 feet; thence North $10^{\circ}57'13''$ West, 1014.47 feet to a point on the North Right-of-Way line of said Canyon View Drive; thence South $89^{\circ}30'00''$ East, 257.15 feet along said Right-of-Way line to the point of beginning. Contains 3.871 acres.



GENERAL NOTES:

1. THIS PLAN IS A PRELIMINARY PLAN AND IS NOT TO BE USED FOR CONSTRUCTION WITHOUT THE APPROVAL OF THE LOCAL OFFICIALS.

2. THE PLANTATIONS PROPERTY EXCHANGES ARE TO BE DEVELOPED IN ACCORDANCE WITH THE PLAN AND THE LOCAL OFFICIALS.

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<p>EXHIBIT</p> <p>PLANTATIONS PROPERTY EXCHANGES PLANTATIONS PROJECT ST. GEORGE, UTAH</p>		<p>ROSENBERG ASSOCIATES CIVIL ENGINEERS, DESIGNERS & LAND SURVEYORS</p> <p>347 W. Valley View Dr., Suite 201 • P.O. Box 2100 • St. George, Utah 84771 • Tel. (435) 637-0200</p>	<p>EXHIBIT</p> <p>B</p>
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Beginning at a point South $00^{\circ}35'57''$ East, 2271.21 feet along the section line and North $90^{\circ}00'00''$ West, 408.23 feet from the Northeast Corner of Section 34, Township 42 South, Range 16 West of the Salt Lake Base and Meridian and running thence North $89^{\circ}29'59''$ West, 603.76 feet to a point on a 531.47 foot radius curve concave to the Northeast, from which the radius bears North $61^{\circ}39'25''$ East; thence Southeasterly 573.23 feet along the arc of said curve through a central angle of $61^{\circ}47'51''$ to the point of tangency; thence North $89^{\circ}51'34''$ East, 410.45 feet to the point of curvature of a 1005.00 foot radius curve concave to the southwest; thence Southeasterly 680.54 feet along the arc of said curve through a central angle of $38^{\circ}47'54''$ to a point from which the radius point bears South $38^{\circ}39'28''$ West; thence North $89^{\circ}52'27''$ East, 851.80 feet; thence North $02^{\circ}56'14''$ West, 100.66 feet; thence South $89^{\circ}51'54''$ West, 941.85 feet; thence North $67^{\circ}00'00''$ West, 746.01 feet; thence North $50^{\circ}45'00''$ West, 160.27 feet to the point of beginning. Contains 6.712 acres.