

FIRST AMENDMENT TO PURCHASE AGREEMENT

The parties desire to amend the Purchase Agreement ("Agreement"), made by and between **Morgan Secondary Water Association**, a Utah Cooperative Association and **Como Springs Resorts, L.L.C.**, a Utah limited liability company, as follows:

1. All references to sale or conveyance of the Property shall be amended to read conveyance of an Easement on the Property.
2. Morgan Secondary Water Association shall convey back the title to the Property to Como Springs Resorts, LLC by a document identical to the attached Exhibit 1, and Como Springs Resorts, LLC shall convey an Easement to Morgan Secondary Water Association by a conveyance identical to the attached Exhibit 2.
3. All remaining portions of the Agreement shall remain unchanged in full force and effect.

IN WITNESS WHEREOF, each of the parties has executed this First Amendment to Purchase Agreement.

EXECUTED this 4th day of June, 2002.

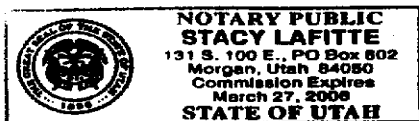
MORGAN SECONDARY WATER ASSOCIATION

Jan K. Turner
Jan Turner
President

STATE OF Utah)
) ss.
COUNTY OF Morgan)

E 088483 B 180 P 1113
Date 4-JUN-2002 12:19pm
Fee: 18.00 Check
BRENDA NELSON, Recorder
Filed By BDN
For MORGAN SECONDARY WATER ASSOC
MORGAN COUNTY

On the 4th day of June, 2002, personally appeared before me Jan K. Turner, whose identity is proved to me on the basis of satisfactory evidence and who by me duly sworn, did warrant that he she is the President of Morgan Secondary Water Association, and that said document was signed by him her on behalf of said Company by authority as President, who duly acknowledged to me that said Company executed the same.



Stacy Lafitte
NOTARY PUBLIC

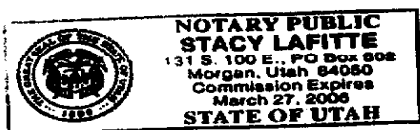
EXECUTED this 4th day of June, 2002.

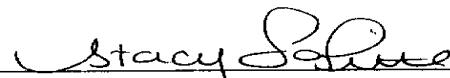
COMO SPRINGS RESORT, L.L.C.

By Its Member 

STATE OF Utah)
:ss.
COUNTY OF Morgan)

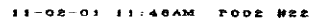
On the 4th day of June, 2002, personally appeared before me Bruce L. Bolinder, whose identity is proved to me on the basis of satisfactory evidence and who by me duly sworn, did warrant that he is the Member of Como Springs Resort, L.L.C, and that said document was signed by him/her on behalf of said Company by authority as Member, who duly acknowledged to me that said Company executed the same.




NOTARY PUBLIC

E086511 B 174 P 1158

Exhibit I



E 088483 B 180 P 1115

E 086511 8 174 P 1159

Exhibit 2

BOUNDARY DESCRIPTION

20 FOOT WIDE PERMANENT LANDING (A)

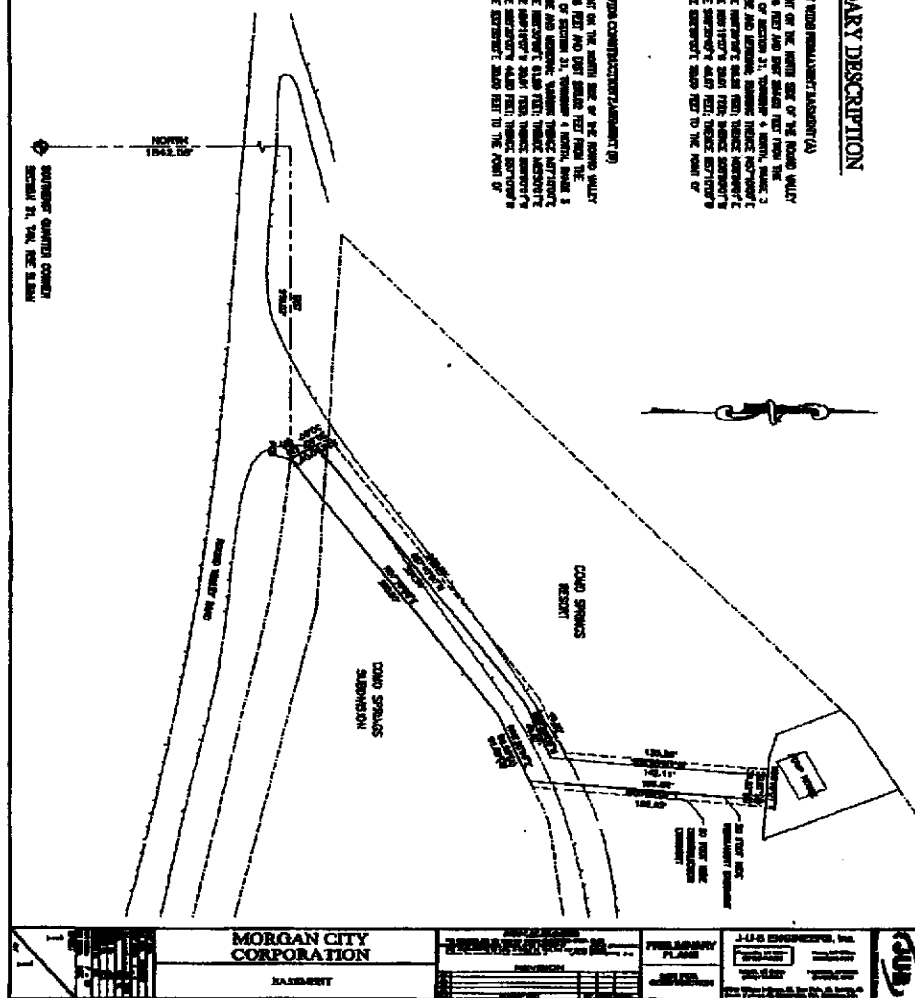
[illegible]

CONTINUED DZ7 AC

THE FOOT WITH A COMPLICATION: A Management Plan

[illegible]

CONCLUSIONS 4.5.7. INC



R-95X

BDL 547 0397

11-02-01 11:48AM P003 #22

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