

DECONCINI McDONALD YETWIN & LACY

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

EVO DECONCINI (1901-1988)

JOHN R. McDONALD DENNIS DECONCINI
RICHARD M. YETWIN JOHN C. LACY
JOHN C. RICHARDSON DAVID ANSON
JAMES A. JUTRY SPENCER A. SMITH
MICHAEL R. URMAN DENISE M. BAINTON
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CHRISTINA URIAS DAVID V. SANDERSON
SHELTON L. FREEMAN JEFFREY R. SIMMONS
STEPHEN M. BARKLEY OSCAR S. LIZARDI
LISA ANNE SMITH JEFFREY M. MANLEY
LAURIE S. SUPERFON ALYCE L. PENNINGTON
EDWARD O. COMITZ QUINN C. WHEELER

August 18, 1998

2525 EAST BROADWAY BOULEVARD, SUITE 200
TUCSON, ARIZONA 85716-5300
(520) 322-5000
FAX: (520) 322-5585

2901 NORTH CENTRAL AVENUE, SUITE 1644
PHOENIX, ARIZONA 85012-2736
(602) 241-0100
FAX: (602) 241-0220

233 CONSTITUTION AVENUE, NE
WASHINGTON, D.C. 20002-7307
(202) 546-6900
FAX: (202) 543-5044

RICHARD C. KATZ - OF COUNSEL

PLEASE REPLY TO TUCSON

VIA FIRST CLASS MAIL

Steven Juhan
Vice President
Industrial Resources, Inc.
1802 West Grant Road, Suite 110
Tucson, Arizona 85745

Re: First Amendment to CC&R's for Grant Road Industrial Park

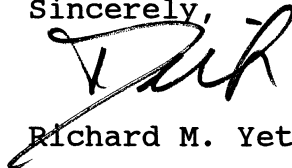
Dear Steve:

Enclosed for your permanent file is the original of the First Amendment to CC&R's for Grant Road Industrial Park which has now been recorded in the office of the Pima County Recorder at docket 10,857 beginning at page 1630.

I have retained a copy of the enclosed for my file. Coincidentally, I just received your fax dated today inquiring about the status of the document.

Best regards.

Sincerely,



Richard M. Yetwin

rmy/tes
Enclosure

9808181313.rmy1.971651



Grant Road Industrial Center Owners Association Inc.

1802 WEST GRANT ROAD • SUITE 110 • TUCSON, ARIZONA 85745 • (520) 792-3113

August 21, 1998

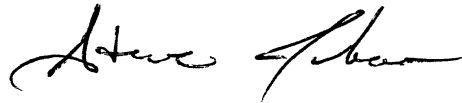
Members of the Association

Regarding: The CC&R change 5.2 A. addition of #19.

Dear Members of the Association:

Enclosed is a copy of the recorded document for your file. Please notice the recording docket and page numbers at the bottom. Thank you for your cooperation in this matter.

Sincerely,



Steve Juhan

F. ANN RODRIGUEZ, RECORDER
RECORDED BY: RBJ
DEPUTY RECORDER
2234 ROOC
W
DECONCINI McDONALD
PICKUP



DOCKET: 10857
PAGE: 1630
NO. OF PAGES: 9
SEQUENCE: 19981340837
08/11/98
ARSTR 15:49
PICKUP
AMOUNT PAID \$ 13.00

After recording, please return to:

Richard M. Yetwin
DeConcini McDonald Yetwin & Lacy, P.C.
2525 East Broadway Boulevard, Suite 200
Tucson, Arizona 85716-5300

**FIRST AMENDMENT TO
DECLARATION OF ESTABLISHMENT OF COVENANTS,
CONDITIONS, EASEMENTS AND RESTRICTIONS
FOR
GRANT ROAD INDUSTRIAL PARK
RECORDED AT DOCKET 2952 BEGINNING AT PAGE 578
ON MARCH 20, 1992
(HEREINAFTER THE "DECLARATION")**

1. This First Amendment relates to the Declaration for Grant Road Industrial Park, Lots 1-4 and 11-16 according to the plat of record in book 26 of Maps and Plats at page 78 in the Office of the Pima County Recorder, Tucson, Arizona, and Grant Road Industrial Park II Lots 18-37 according to the plat of record in Book 31 of Maps and Plats at page 87 in the Office of the Pima County Recorder, Tucson, Arizona and Commons Areas A and B as Reflected on Exhibit A attached hereto.

2. Pursuant to paragraph 8.2 of the Declaration, Declarant (who still owns at least one Lot of the Property as defined in the Declaration) hereby amends section 5.2 A. by adding the following subparagraph as paragraph number 19:

19. (a) Conducting any live, nude or semi-nude dancing, or (b) the broadcast for viewing by the public of any such activity or (c) the sale, lease or loan of any sexually suggestive or explicit materials and products in connection with any retail or wholesale business.

3. Declarant finds and declares that it is beneficial to owners of the Property that this Amendment should be made to the Declaration.

4. All other provisions of the Declaration shall remain in full force and effect.

10857 1630

9

Declarant: Industrial Resources, Inc.,
an Arizona Corporation

Dated 7/27/98

By Kathryn C. Juhan
Kathryn C. Juhan, President

Juhan Limited Partnership,
an Arizona Limited Partnership

Dated 7/27/98

By Kathryn C. Juhan
Kathryn C. Juhan, General Partner
as to 66 2/3% Interest

Barbara J. Hunter,
Individually

Dated 8/3/98

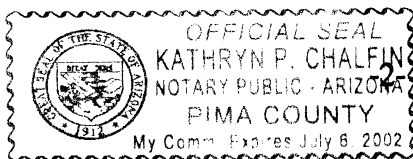
By Barbara J. Hunter JW
Barbara J. Hunter (only)
as to 33 1/3% Interest

STATE OF ARIZONA)
) ss.
County of Pima)

The foregoing instrument was acknowledged before me this 27th day of July, 1998, by Kathryn C. Juhan, as President of Industrial Resources, Inc., an Arizona Corporation.

My commission expires:

Kathryn P. Chalfin
Notary Public



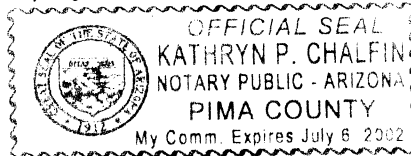
10857 1631

STATE OF ARIZONA)
) ss.
County of Pima)

The foregoing instrument was acknowledged before me this 27th day of July, 1998, by Kathryn C. Juhan, as General Partner of Juhan Limited Partnership, an Arizona Limited Partnership as to 66 2/3% Interest.

My commission expires:

Kathryn P. Chalfin
Notary Public



STATE OF ARIZONA)
) ss.
County of Pima)

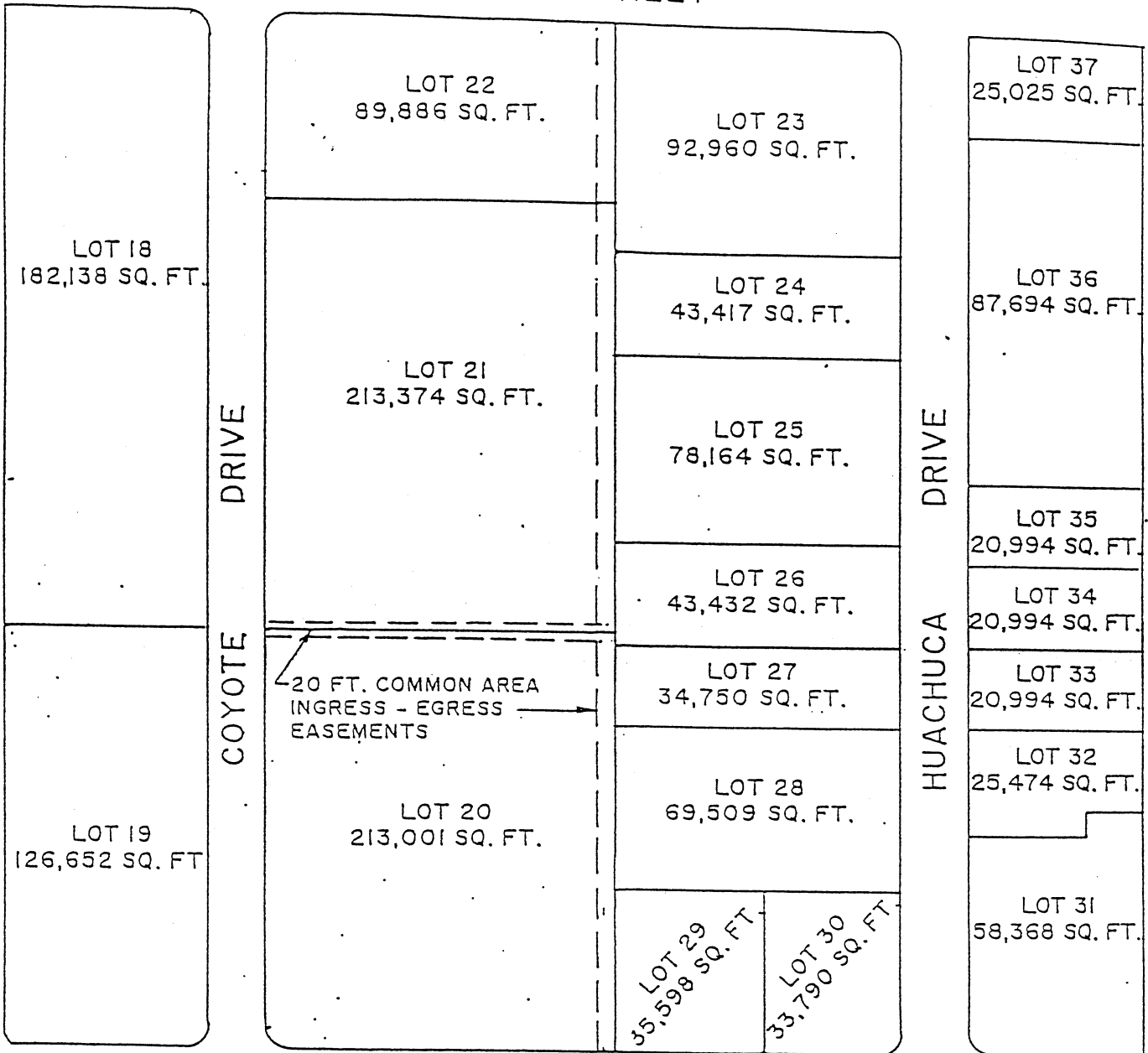
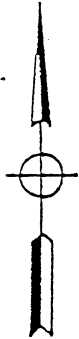
The foregoing instrument was acknowledged before me this 3rd day of August, 1998, by Barbara J. Hunter, Individually as to 33 1/3% Interest.

My commission expires:

Donna M. Welch
Notary Public

NOTARY PUBLIC for the State of Montana
Residing in Helena, Montana
My Commission Expires March, 2002

COPPER STREET



GRANT

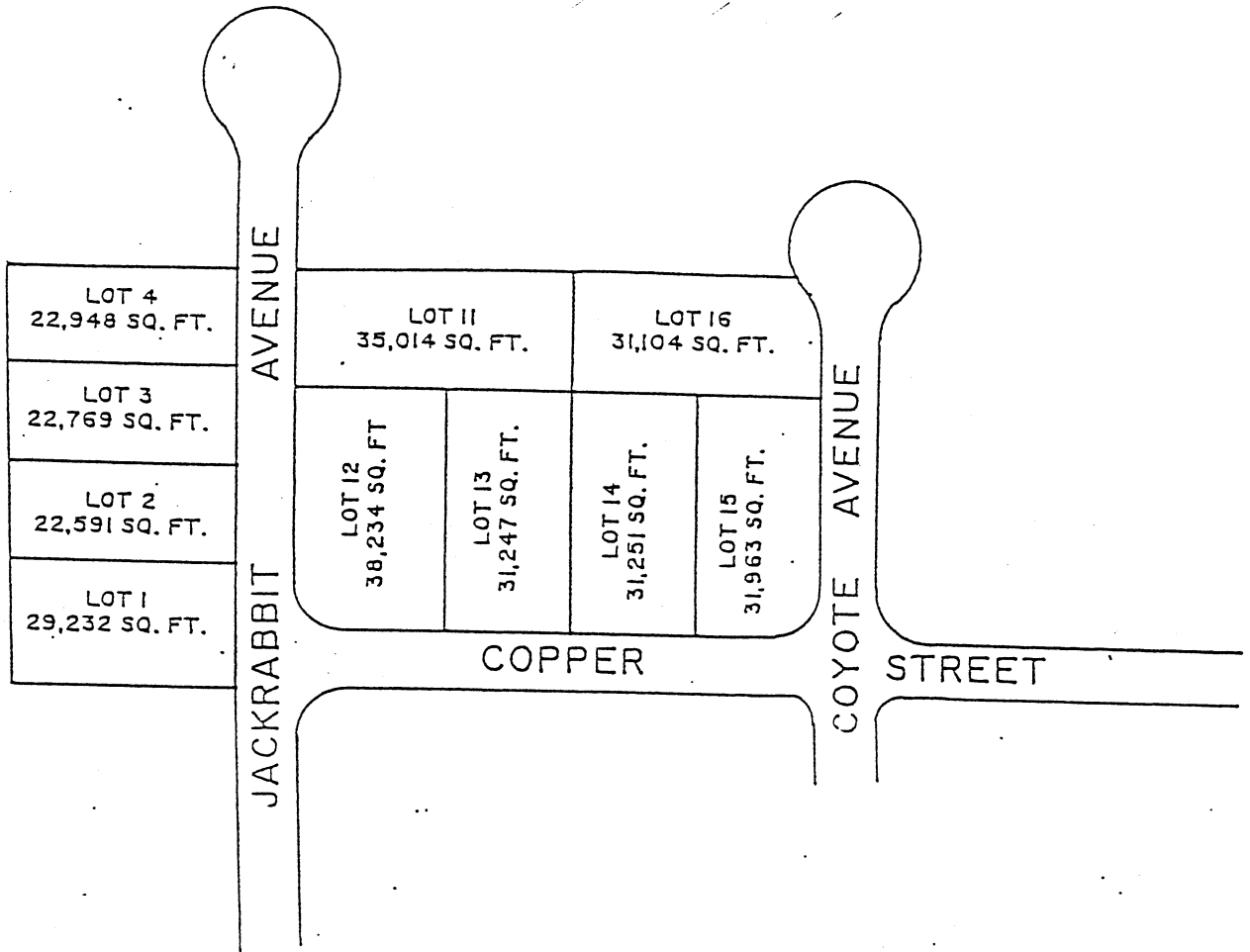
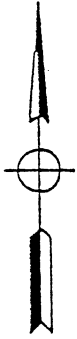
ROAD

GRANT ROAD INDUSTRIAL PARK II
BOOK 31 M & P, PAGE 87

EXHIBIT A, PAGE 1 OF 3

10857 1633

BY: S & S SURVEYS, INC. 1665 E. 18th ST. #204
TUCSON, AZ 85719 (602) 624-6466



GRANT ROAD INDUSTRIAL PARK
BOOK 26 M & P, PAGE 78

EXHIBIT A, PAGE 2 OF 3

BY: S & S SURVEYS, INC. 1665 E. 18th ST. #204

TUCSON, AZ 85719 (602) 624-6466

10857 1634

The following are members of the Grant Road Industrial Center Owners Association and as such hereby consent to the foregoing First Amendment to Declaration:

Dated 7-27-98

By Robert C. Jones
Address AOS Properties LLC
2500 N. Coyote Dr #105 & 2520 N Coyote
Tucson, AZ 85745

Dated 7-27-98

By Daniel W. Tru
Address Madina Mechanical
1830 West Copper Street
Tucson, AZ 85745

Dated 7/27/98

By Emily K. Whaley
Address 2570 N. Huachuca
Tucson, AZ 85745

Dated 7-27-98

By Patrick R. Genova
Address Poly Print
2565 N. Huachuca Dr.
Tucson Az. 85745

Dated 7-27-98

By Champa Dubr
Address 2500 N. Huachuca
TUCSON, AZ 85745

Dated 7.28.98

By [Signature]
Address 2465 N. Huachuca
TUCSON AZ 85745

Dated 7-21-98

By Brandon S. Soderstedt
Address 2430 N. Huachuca Dr.
TUCSON, AZ 85745

Dated 7/27/98

By Corner Properties, LLC
[Signature]
Address 2430 N. Huachuca Dr.
TUCSON, AZ 85745-1202

Dated 7/27/98 By [Signature]
 Address JARIC DIST,
1700 W. Grant Rd,
TUCSON, AZ 85705

Dated 7-27-98 By [Signature]
 Address 17623 Grant Rd. # 1760 W. Grant
TUCSON, AZ 85745

Dated 7/27/98 By Michael J. Hennessy
 Address GRANT RD LLC
1802 W GRANT #110
TUCSON AZ 85745

Dated 7/28/98 By Elizabeth L. Thun
 Address 2450 N. HUACHUCA DR
TUCSON, AZ 85745

Dated 7/31/98 By [Signature] (d.m. weaver)
 Address 1802 W. GRANT #110
TUCSON AZ 85745
Lots 11, 12, 13 & 16 west Copper

Dated 8/3/98 By Nancy Turner
 Address 2445 N. COYOTE DR. #104
TUCSON, AZ 85745

Dated 8/3/98 By Stan G. Bonke (2560 N. Coyote
 Address 2560 N Coyote Dr
Tucson Ariz 85745

Dated 8/4/98 By [Signature] (Chris Phillips)
 Address 2425 N. Huachuca
Tucson, AZ 85745

Dated 5-5-58

By [Signature]
Address 2562 N. WALNUT ST
TUCSON, AZ 85745

Dated _____

By _____
Address _____

Dated _____

By _____
Address _____

Dated _____

By _____
Address _____

