

make any payment shall not be considered beyond the control of PAYNE.

16. Successors. All the terms, covenants and conditions of this Agreement shall be binding upon and inure to the benefit of the administrators, executors, heirs, successors and assigns of the respective parties.

(a) The rights of AMC hereunder may be assigned in whole or in part. No change or division in ownership of AMC's interest or payments, however accomplished, shall operate to create or enlarge any obligation or diminish any right of PAYNE, or be binding upon PAYNE for any purpose until receipt by PAYNE of a notice signed by or on behalf of AMC and all successors, stating the single person or the bank in Salt Lake City, Utah, and address to which all future notices and payments may be directed by PAYNE:

(b) PAYNE may sublease its rights hereunder with respect to the Premises, and also may assign this Agreement to a responsible corporation or firm. Upon notice to AMC of such assignment, a novation shall occur, and the assignee shall be substituted in the place and stead of PAYNE from and after the date of such assignment, and thereafter PAYNE shall have no further rights or liabilities under this Agreement.

17. Scope of Agreement. This Agreement (including appendices thereto) constitutes the entire agreement between the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements and understandings of the parties in connection therewith. No partner or other agent of PAYNE, or officer or other agent of AMC, is authorized to make any representation, warranty or promise not contained herein. No change, termination or attempted waiver of any of the provisions hereof shall be binding on either party unless in writing and signed by a duly authorized person. No waiver of any provision of, or default under, this Agreement shall affect the right of either party thereafter to enforce said provision or to exercise any right or remedy in the event of any other default, whether or not similar.

18. Counterparts. This Agreement may be executed in any number of