

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Parsons Behle & Latimer
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Post Office Box 45898
Salt Lake City, Utah 84145-0898
Attn: Shawn C. Ferrin, Esq.

ENT 100866:2003 PG 1 of 8
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2003 Jul 03 12:00 pm FEE 28.00 BY JRD
RECORDED FOR TITLE WEST TITLE CO

**SECOND AMENDMENT TO
DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS**

F-6/13/03 - UT

THIS SECOND AMENDMENT TO DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS (this "**Amendment**") dated as of June 26, 2003, is entered into by **LINDON GATEWAY, LC**, a Utah limited liability company ("**Declarant**"), and **HOME DEPOT U.S.A.**, a Delaware corporation ("**Home Depot**", together with Declarant, the "**Consenting Owners**").

A. Esnet Properties, L.C., Declarant's predecessor-in-interest, and Home Depot previously entered into that certain Declaration of Restrictions and Grant of Easements dated December 10, 1997 and recorded December 10, 1997 in the Utah County Recorder's Office, as Entry No. 98219, in Book 4461, beginning at Page 169, as amended by that certain First Amendment of Declaration of Restrictions and Grant of Easements dated May 16, 2003 and recorded May 16, 2003 in the Utah County Recorder's Office, as Entry No. 73837:2003, beginning at Page 1 (as amended, the "**Declaration**"), regarding that certain real property (the "**Shopping Center**") located in the City of Lindon, Utah County, State of Utah, more particularly described on Exhibit A attached hereto.

B. Pursuant to Section 19.5 of the Declaration, the Declaration may be amended by the consent of Owners owning at least 67% of the gross acreage in the Shopping Center and, together, the Consenting Owners own more than 67% of the gross acreage in the Shopping Center.

C. Declarant has entered into that certain Real Estate Purchase and Sale Agreement with Miller Family Real Estate, LLC, a Utah limited liability company, ("**Buyer**") for the sale and purchase of certain real property as more particularly described on Exhibit B attached hereto (the "**Buyer Parcel**"). The Buyer Parcel consists of 18.208 acres, a portion of which is part of the Shopping Center under the Declaration.

D. Section 5.2(a) of the Declaration provides that no part of the Shopping Center property may be used for a "motor vehicle dealership" and Buyer desires that the Consenting Owners provide a variance in use for Buyer's proposed business.

E. Declarant and Home Depot desire to modify the Declaration pursuant to the terms and conditions contained herein.

NOW, THEREFORE, Declarant and Home Depot hereby make and consent to this Amendment as follows:

1. **Variance in Use for Buyer Parcel.** Notwithstanding the provisions of Section 5.2(a) of the Declaration, Buyer may use the Buyer Parcel for the operation of a motor vehicle dealership, to include the display, sale, repair and maintenance of motor vehicles and other activities incidental to a typical dealership.
2. **Definitions.** Any capitalized terms used and not defined herein shall have the meaning given them in the Declaration.
3. **Full Force and Effect.** The Declaration as amended shall remain in full force and effect. To the extent the terms of this Amendment conflict with the terms of the Declaration, the terms of this Amendment shall control.
4. **Counterparts.** This Amendment may be executed in counterparts and delivered by facsimile.

[Signatures Begin on Following Page]

IN WITNESS WHEREOF, Declarant and Home Depot have executed this Amendment as of the date first above written.

DECLARANT:

LINDON GATEWAY, LC, a Utah limited liability company

By: JT Lindon Gateway, L.C., a Utah limited liability company, its authorized Member

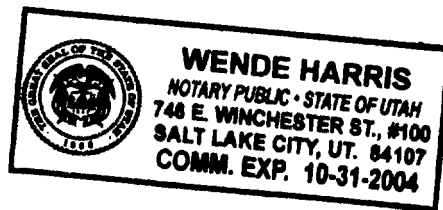
By: [Signature]
John R. Thackeray, its Manager

STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this ^{July} ~~June~~ 2, 2003, by John R. Thackeray, as Manager of JT Lindon Gateway, L.C., as authorized Member of Lindon Gateway, LC.

[Signature]
NOTARY PUBLIC
Residing at: SLE, Utah

My Commission Expires:
10-31-04



HOME DEPOT:

HOME DEPOT U.S.A., INC., a Delaware corporation

By: [Signature]
Name: Erica M Strawn
Its: Corporate Counsel

SCF

STATE OF California)
COUNTY OF Orange : ss.

The foregoing instrument was acknowledged before me this June 26, 2003, by Erica M Strawn, as Corporate Counsel of Home Depot U.S.A., Inc.

[Signature]
NOTARY PUBLIC
Residing at: Placentia, Ca

My Commission Expires:
1-12-05

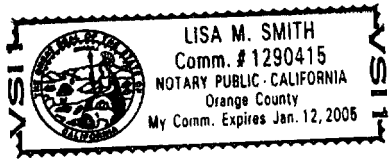


EXHIBIT A**LEGAL DESCRIPTION OF SHOPPING CENTER**

Beginning at the Southwest Corner of Lot 5, Plat "B", LINDON PARK STATION subdivision; thence S89°58'41"E 100.03 feet; thence S4°20'28"E 8.61 feet; thence N89°38'41"E 94.95 feet, the previous 3 (three) courses along said Plat; thence Southeasterly along the arc of a 305.00 foot radius non-tangent (radius bears: S65°48'28"W) curve concave southwesterly, 94.76 feet through a central angle of 17°48'06" (chord: S15°17'29"E 94.38 feet) to a point of compound curvature; thence Southwesterly along the arc of a 44.00 foot radius curve to the right 73.87 feet through a central angle of 96°11'43" (chord: S41°42'24"W 65.50 feet) thence S89°48'14"W along the north line of 600 South Street, 100.85 feet; thence N62°12'24"W 140.93 feet; thence N30°27'40"E 95.83 feet to the point of beginning.

EXHIBIT B

LEGAL DESCRIPTION OF BUYER PARCEL

See attached.

A portion of the Northwest Quarter of Section 4, Township 6 South, Range 2 East, Salt Lake Base and Meridian; more particularly described as follows: Beginning at a point located South 0°56'01" East along the Section line 33.60 feet and East 29.18 feet from the Northwest Corner of Section 4, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence North 89°50'41" East 541.24 feet; thence North 89°42'17" East 27.36 feet; thence South 89°59'34" East 72.52 feet; thence North 89°35'39" East 254.26 feet; thence South 1°55'29" East along the Projection of, and along the Westerly line of that real property described in Book 4706, at Page 760 of Official Records of Utah County 174.01 feet; thence North 89°04'37" East 397.90 feet; thence North 0°07'09" East 169.95 feet the previous 2 courses along said property; thence North 89°01'24" East 158.89 feet to the Northwest Corner of that real property described in Deed Book 4032, at Page 104 of the Official Records of Utah County; thence South 0°07'00" West 148.60 feet; thence North 89°57'00" East 86.58 feet to the Northwest Corner of Lot 4, Lindon Park Station "C" Subdivision, according to the official plat thereof, on file in the Office of the County Recorder, the previous 2 courses along said property; thence South 0°07'39" East along said subdivision 1038.91 feet; thence Southeasterly along the arc of a 317.00 foot radius curve (radius bears: South 2°34'46" West) 71.84 feet through a central angle of 12°59'07" (chord: South 80°55'41" East 71.69 feet); thence South 74°26'07" East 69.59 feet; thence South 1°50'22" East 344.92 feet to the Northeast Corner of Lot 1, Lindon Park Station "A" Subdivision, according to the official plat thereof on file in the office of the Utah County Recorder; thence South 88°09'38" West 693.00 feet; thence South 66°30'28" West 76.40 feet; thence South 64°13'52" West 79.00 feet; thence Southeasterly along the arc of a 305.00 foot radius curve (radius bears; South 64°13'50" West) 127.38 feet through a central angle of 23°55'46" (chord: South 13°48'15" East 126.46 feet); thence South 1°50'22" East 151.21 feet; thence along the arc of a 395.00 foot radius curve to the left 264.83 feet through a central angle of 38°24'52" (chord: South 21°02'48" East 259.90 feet); thence South 30°00'00" West 189.38 feet, the previous 7 courses along said Subdivision; thence North 62°38'00" West 316.81 feet; thence North 10.25 feet; thence North 61°26'11" West 351.37 feet; thence North 62°38'00" West 101.00 feet; thence North 57°55'58" West 231.28 feet; thence North 0°30'30" West 217.75 feet; thence North 0°02'49" East 820.60 feet; thence North 2°27'15" West 134.14 feet; thence North 1°06'09" West 348.70 feet; thence North 88°55'55" East along the extension of, and along the Southerly line of the Real Property described in Deed Book 3680, at Page 305 of the Official Records of Utah County 271.39 feet; thence North 0°21'07" West 115.65 feet; thence South 89°47'03" West 6.44 feet the previous 2 courses along said line; thence North 0°55'39" West along a fenceline 94.40 feet to the Northerly line of that Real Property described in Deed Book 1785, at Page 682 of the Official Records of Utah County; thence South 89°48'59" West along said line 267.37 feet; thence North 2°13'20" West 5.24 feet; thence North 0°52'21" West 87.61 feet to the point of beginning.

Less and excepting all of Lindon Gateway Subdivision Plat "A".

Also Less and Excepting:

Commencing South 1229.29 feet and East 1010.72 feet from the Northwest corner of Section 4, Township 6 South, Range 2 East, Salt Lake Base and Meridian, Thence North 88°12'08 East 541.94 feet: Thence along a curve to the right (chord bears South 89°37'26" East 24.05 feet, Radius 317 feet): Thence along a curve to the left (chord Bears South 80°54'34" East 71.9 feet, Radius 317 feet) South 74°26'07" East 69.59 feet: Thence South 01°50'22 East 344.93 feet: South 88°09'38 West 693.02 feet: Thence South 66°30'28" West 65.38 feet: Thence North 25°46'10" West 21.49 feet: Thence along a curve to the right (chord bears North 12°53'05" West 222.99 feet, Radius 500 feet): Thence North 69.57 feet along a curve to the right (chord bears North 44°06'04" East 139.19 feet, Radius 100 feet) to the point of beginning.

PARCEL 2:

Lot 4, Plat "B", Lindon Park Station Subdivision, according to the official plat thereof on file in the office of the Utah County Recorder.

Less and Excepting:

Beginning at a common corner between Lots 4 & 5, located South 62°38'00" East 206.04 feet along the rear of lot 4 and South 89°58'41" East 16.37 feet and North 30°27'40" East 71.42 feet from the Southwest Corner of lot 3, Plat "A", Lindon Park Station subdivision, according to the Official plat thereof on file in the office of the Utah County Recorder: Thence North 30°27'40" East 77.03 feet: Thence Southeasterly along the arc of a 305.00 foot radius non-tangent curve (radius bears South 31°09'53" West) 92.83 feet through a central angle of 17°26'20" (chord South 50°06'58" East 92.47 feet): Thence South 49°27'33" West 46.22 feet: Thence South 59°58'47" West 24.41 feet: Thence South 49°27'33" West 18.00 feet: Thence North 40°32'27" West 61.65 feet to the point of beginning.

Said Parcels of Land also described as:

BEGINNING at a point on the Southwest corner of the Lindon Gateway Subdivision Plat "A", according to the official plat thereof, said point being North 89°45'36" East 48.20 feet along the Section Line and South 1095.61 feet from the Northwest Corner of Section 4, Township 6 South, Range 2 East, Salt Lake Base and Meridian and running thence along said subdivision the following (6) courses, along the arc of a 341.00 foot radius curve to the left, (radius bears North 53°31'27" East) 318.51 feet, South 89°59'35" East 401.51 feet to a point on a 100.00 foot radius curve to the right, (radius bears South 00°00'25" West), along the arc of said curve 157.07 feet, South 65.10 feet to a point on a 590.00 foot radius curve to the left, (radius bears East), along the arc of said curve 265.36 feet and South 25°46'10" East 20.98 feet to the Northwest Corner of Lindon Park Station Subdivision Plat "A"; according to the official plat thereof; thence along said subdivision the following (4) courses, along the arc of a 305.00 foot radius curve to the right (radius bears South 64°13'50" West) 127.38 feet, South 01°50'22" East 151.21 feet to a point on a 395.00 foot curve to the left, (radius bears North 88°09'38" East) 264.83 feet to the Northeast corner of Lindon Park Station Subdivision Plat "B", according to the official plat thereof; thence along said subdivision the following (3) courses, along the arc of a 395.00 foot radius curve to the left, (radius bears North 49°44'46" East) 136.13 feet, South 60°00'00" East 81.54 feet and along the arc of a 305.00 foot radius curve to the right, (radius bears South 30°00'00" West) 6.21 feet; thence South 30°27'40" West 148.45 feet to the South line of said subdivision; thence North 89°58'41" West 16.37 feet along said South line; thence North 62°38'00" West 522.85 feet; thence North 10.25 feet; thence North 61°26'11" West 351.37 feet; thence North 62°38'00" West 101.00 feet; thence North 57°55'58" West 231.28 feet; thence North 00°30'30" West 217.75 feet; thence North 00°02'49" East 548.49 feet to the point of beginning.

Tax I.D. No. is 45-322-0007

The following is shown for information purposes only: Tax ID No. 17-15-122