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WHEN RECORDED MAIL TO:
HAWLEY TROXELL ENNIS & HAWLEY LLP
877 MAIN ST SUITE 1000
PO BOX 1617
BOISE, ID 83701-1617

7261935

#385 NWC 70th South & Redwood
West Jordan, UT
10/7/98

7261935
02/19/99 4:12 PM 34.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
METRO NATIONAL TITLE
REC BY: R JORDAN , DEPUTY - WI

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

THIS SECOND AMENDMENT TO DECLARATION OF RESTRICTIONS AND EASEMENTS (this "Second Amendment") is made as of the 28th day of January, 1999 by and among **CPI/West Jordan, LLC**, an Idaho limited liability company ("**Cantlon**"), **Albertson's Inc.**, a Delaware corporation ("**Albertson's**") and **Dayton Hudson Corporation**, a Minnesota corporation ("**Target**")

RECITALS:

A. Cantlon, Albertson's and Target executed and entered into that certain Declaration of Restrictions and Easements (the "**Original Declaration**") dated as of July 2, 1998, recorded July 2, 1998, as Entry No. 7016835, in Book 8027, Page 1563, Official Records of Salt Lake County, Utah (the "**Official Records**"). The Original Declaration was subsequently amended by a First Amendment to Declaration of Restrictions and Easements (the "**First Amendment**") dated as of October 5, 1998, recorded October 8, 1998 as Entry No. 7114083 in Book 8120, Page 2006, Official Records. The Original Declaration as amended by the First Amendment is hereinafter referred to as the "**Declaration**."

B. Reference is hereby made to the Declaration, and capitalized terms used herein without definition shall have the meanings given such terms in said Declaration. The parties hereto are the current owners and/or prime lessee of all of the properties described in the

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Declaration, and desire to amend said Declaration as more particularly set forth below, pursuant to the provisions of Section 8.5 of the Declaration.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing Recitals and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby amend the Declaration as follows:

1. **Exhibit "A."** Exhibit "A" (the "**Site Plan**") attached to the Declaration is hereby deleted, and Exhibit "A" (the "**Site Plan**") attached hereto is substituted for the deleted Exhibit "A" and made a part of the Declaration.

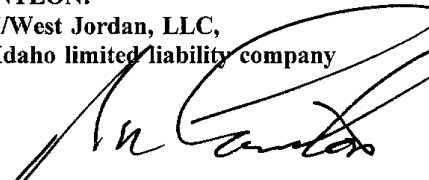
2. **Counterparts**

4.1 This Second Amendment may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute a single instrument, and shall be effective upon execution of one or more of such counterparts by each of the parties hereto.

3. **Recordation.** This Second Amendment shall be recorded in the Official Records.

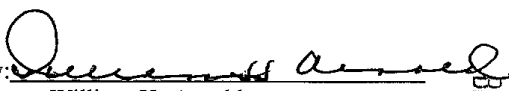
EXECUTED as of the date first set forth above.

CANTLON:
CPI/West Jordan, LLC,
an Idaho limited liability company

By: 

Roger D. Cantlon
Manager

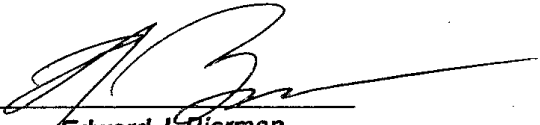
ALBERTSON'S:
Albertson's, Inc.,
a Delaware corporation

By: 

William H. Arnold
Vice President, Real Estate Law

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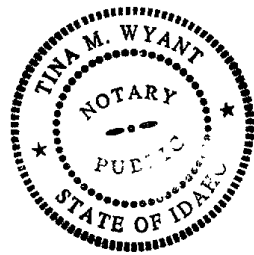
TARGET:
Dayton Hudson Corporation,
a Minnesota corporation

By: 
Name: Edward J. Bierman
Title: Authorized Signatory

STATE OF IDAHO)
) ss.
County of Ada)

On this 10th day of February, 1998⁹, before me, a Notary Public in and for said State, personally appeared William H. Arnold, known or identified to me to be the Vice President, Real Estate Law of **Albertson's Inc.**, the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Tina M. Wyant
Notary Public for Idaho
Residing at Boise, Id
My commission expires 04/02/03

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STATE OF IDAHO)
) ss.
County of Ada)

On this ____ day of _____, 1998, before me, a Notary Public in and for said State, personally appeared Roger D. Cantlon, known or identified to me to be the Manager of **CPI/West Jordan, LLC**, the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Idaho
Residing at _____
My commission expires _____

STATE OF MINNESOTA)
) ss.
County of Hennepin)

On this 18th day of November, 1998, before me, a Notary Public in and for said State, personally appeared Ed Bierman, known or identified to me to be the Authorized Signatory of **Target Stores**, a division of Dayton Hudson Corporation the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



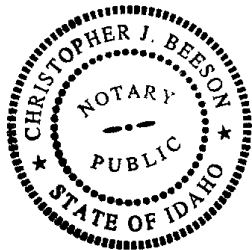
Julia D. Hurd
Notary Public for Minnesota
Residing at Dakota County
My commission expires _____

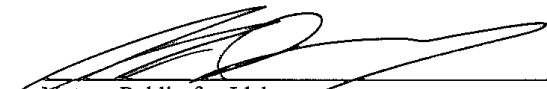
BK8251PG0219

STATE OF IDAHO)
) ss.
County of Ada)

On this 17th day of March, 1998, before me, a Notary Public in and for said State, personally appeared Roger D. Cantlon, known or identified to me to be the Manager of **CPI/West Jordan, LLC**, the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.





Notary Public for Idaho
Residing at Boise ID
My commission expires 8/5/2003

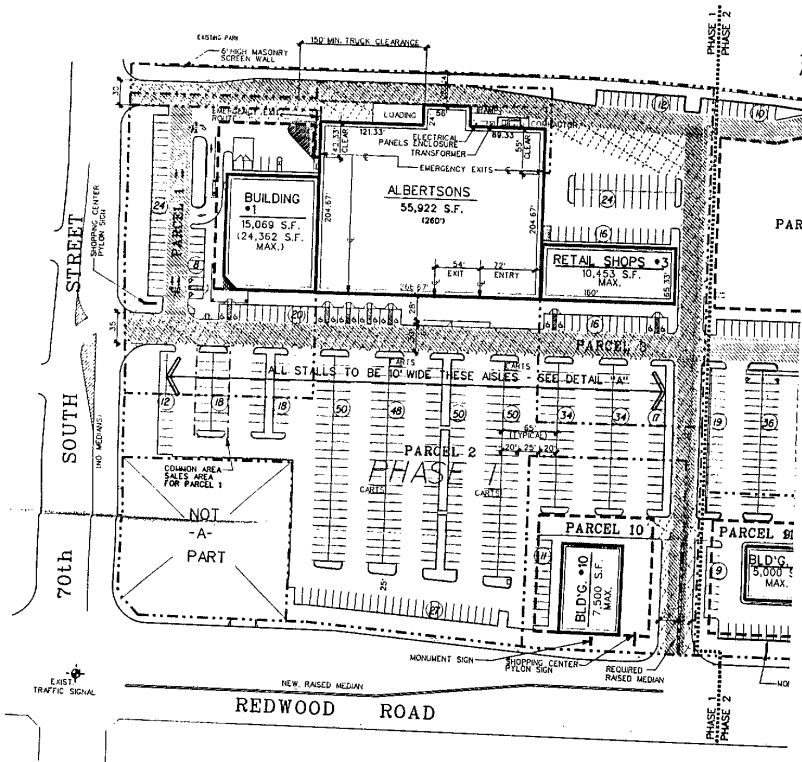
STATE OF MINNESOTA)
) ss.
County of Hennepin)

On this ____ day of _____, 1998, before me, a Notary Public in and for said State, personally appeared _____, known or identified to me to be the _____ of **Target Stores**, a division of Dayton Hudson Corporation the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Minnesota
Residing at _____
My commission expires _____

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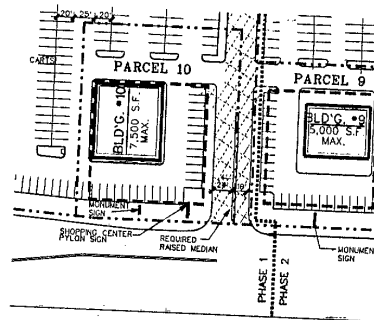
GENERAL NOTES

DRAWN WITH OUT BENEFIT OF SURVEY
NO TRUCK WELLS, NATURAL DOCK ONLY

BUILDING SETBACK REQUIREMENTS:
BY CITY REVIEW AND APPROVAL

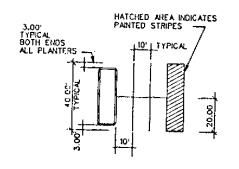
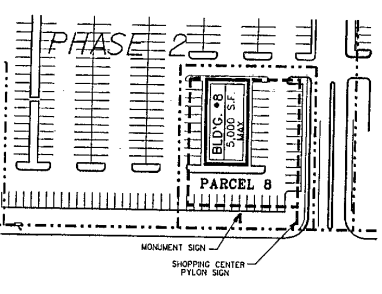
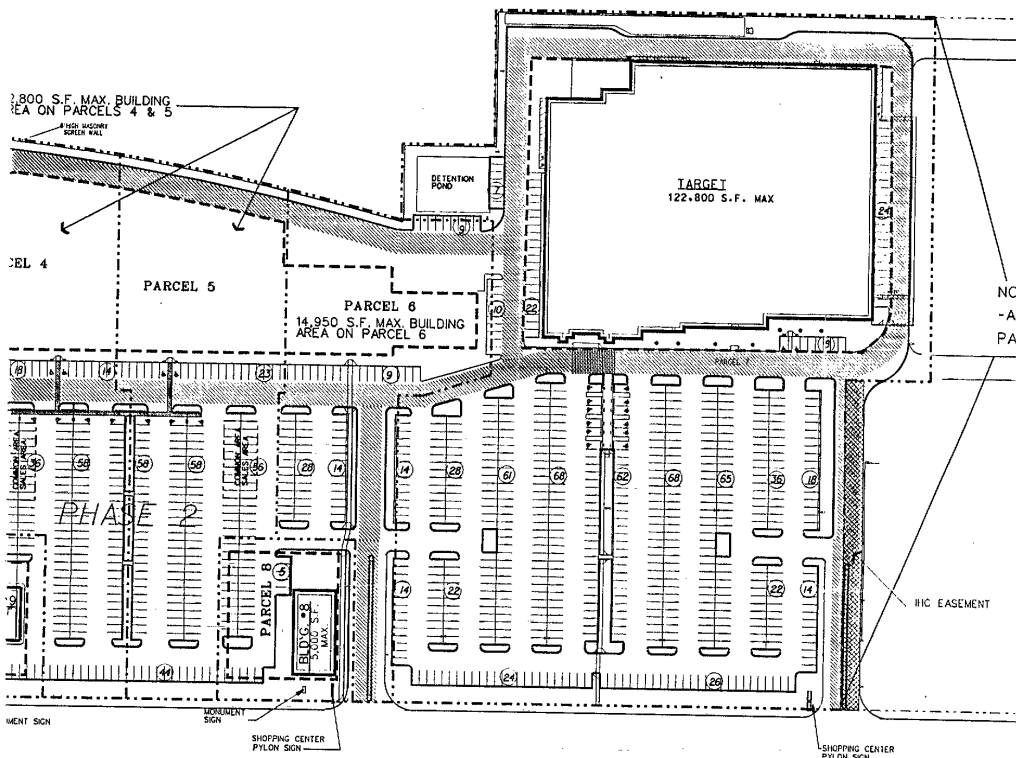
LANDSCAPE REQUIREMENTS:
BY CITY REVIEW AND APPROVAL

ZONING REQUIREMENTS:
EXISTING- COMMERCIAL
REQUIRED- COMMERCIAL

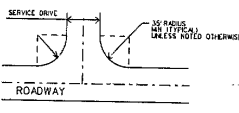


OPTIONAL PAD LAYOUT

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(A) PARKING DETAIL
1"=50'-0"



(B) CURB CUT DETAIL
1"=50'-0"

LEGEND

PROPERTY LINE / PARCEL LINE	---
EXPANSION LIMIT LINE	- - - - -
BUILDING AREA	[Hatched Box]
HEAVY DUTY ASPHALT	[Cross-hatched Box]
PHASE LINE
BUILDING ENVELOPE LINE	--- ---

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TS

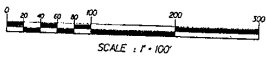
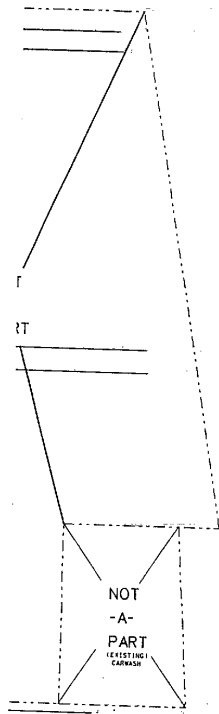


EXHIBIT "A" SITE PLAN

TOTAL GROSS BUILDING AREA	309,494 S.F.
TOTAL CARPARKS REQUIRED	1547
TOTAL CARPARKS PROVIDED	1612 (+65)
TOTAL SITE AREA	1,260,101 S.F. +/- (28.93 AC. +/-)

APPROVED BY:	DATE:
CHAIRMAN	SIGNED 6-17-94
PRESIDENT	SIGNED 6-17-94
EXEC. V.P./SD	SIGNED 6-17-94
SR. V.P./REG.	SIGNED 6-17-94
V.P./RE	SIGNED 6-17-94
V.P./ARCH-ENG.	SIGNED 6-17-94

- M.R. 17-94 RTD
CHANGED TO EXHIBIT "A"
- D.W. 12-27-93 RAC
REDRAWN PER NEW
CONCEPT
- M.R. 12-23-93 RD
REV. C.B.A. PER "C"
CARRY-PARKING
- D.W. 10-15-93 CSU
REV. 11 HOVING. BUILDING
& PARKING
- M.R. 8-14-93 RAC
REV. PARKING LAYOUT
& PARALLEL BOUNDARY
- M.R. 7-4-93 RAC
REV. PARCELS 2 & 3
DUAL HOV & HOV2
- M.R. 6-29-93 REVISED
REV. PARCELS 2 AND
THRU 4 PARCEL AND
FORM ACCESS TO REV.
PARKING LAYOUT
- M.R. 6-5-93 RAC
REV. PARCEL PARKING
& C.B.A. ADD. COMMENTS
FOR ACCESS REVIEW
- 7-28-93 RW
REV. TO DC 1 AND C.B.A.

EK829100223



PROJ. N.W.C.
70th SOUTH STREET & REDWOOD ROAD
W. JORDAN, UT

PLANNING NO. 385

DATE: 1-22-94

SHEET TITLE: EXHIBIT "A" SITE PLAN

SHEET NO. 1 OF 1

SCHEDULE I

WEST JORDAN TOWN CENTER

SHOPPING CENTER DESCRIPTION

LOTS 1 through 7 OF the OFFICIAL PLAT of WEST JORDAN TOWN CENTER

also described as follows:

Shopping Center Boundary:

BEGINNING on the new West line of Redwood Road at a point that is $S0^{\circ}01'25''E$ along the quarter-section line (basis of bearing) 247.50 feet and $N89^{\circ}54'29''W$ 71.50 feet from the County monument at the South Quarter corner of Section 22, Township 2 South, Range 1 West, Salt Lake Base and Meridian; thence $N89^{\circ}54'29''W$ 192.50 feet; thence $S0^{\circ}01'25''E$ 202.40 feet to a point on the new North line of 7000 South Street; thence along said North line of street $N89^{\circ}54'29''W$ 107.48 feet, $S87^{\circ}58'15''W$ 137.79 feet and $N89^{\circ}54'29''W$ 222.00 feet to a point on the Southerly extension of the East line of Heatherwood Subdivision Phase II, according to the official plat thereof; thence along said extension and said East line of subdivision $N0^{\circ}01'13''W$ (subdivision plat = North) 486.50 feet; thence Northeasterly 751.27 feet along said subdivision line and the arc of a 2915.00 foot radius curve to the right through a central angle of $14^{\circ}46'00''$ (chord bears $N7^{\circ}21'47''E$ 749.20 feet); thence along said subdivision line $N14^{\circ}44'47''E$ (subdivision plat = $N14^{\circ}46'E$) 52.70 feet to the Northeast corner of said subdivision; thence along the North line of said subdivision $S89^{\circ}52'47''W$ (subdivision plat = $N89^{\circ}54'W$) 92.26 feet; thence $N0^{\circ}01'56''W$ 110.00 feet; thence $S89^{\circ}52'47''W$ 165.00 feet; thence $N0^{\circ}01'56''W$ 526.39 feet to the South line of the IHC property; thence along said property line $N89^{\circ}58'35''E$ 440.19 feet, $S0^{\circ}01'25''E$ 101.33 feet and $N89^{\circ}58'35''E$ 385.56 feet to said West line of Redwood Road at a point that is $N0^{\circ}01'25''W$ along the quarter-section line 1856.54 feet $S89^{\circ}58'35''W$ 53.00 feet from said South Quarter corner of Section 22; thence along said West line of street $S0^{\circ}01'25''E$ 1307.26 feet, $S3^{\circ}47'26''W$ 278.12 feet and $S0^{\circ}01'25''E$ 24.14 feet to the point of beginning. Contains 28.9279 acres.

OK
PL
6/24/98

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