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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
TITLE WEST
BY: BRN, DEPUTY - MI 6 P.

#385 NWC 70th South & Redwood
West Jordan, UT
12/03/03

**FIRST AMENDED AND RESTATED
MEMORANDUM OF OPTION
TO LEASE REAL PROPERTY**

THIS FIRST AMENDED AND RESTATED MEMORANDUM OF OPTION TO LEASE REAL PROPERTY is entered into as of the 17 day of December, 2003, by and between **CPI/West Jordan, LLC**, an Idaho limited liability company ("**Landlord**"), and **Albertson's, Inc.**, a Delaware corporation ("**Tenant**").

1. Landlord and Tenant have entered into a Shopping Center Lease dated February 29, 1996 (the "**Lease**"), which Lease was amended by a First Amendment to Shopping Center Lease on May 6, 1998, and a Second Amendment to Shopping Center Lease on January 28, 1999, and a Third Amendment to Shopping Center Lease on December 17, 2003.

2. Landlord and Tenant entered into a Memorandum of Shopping Center Lease, evidencing the Lease, which was recorded March 14, 1996, as Entry No. 6303877, Official Records of Salt Lake County, Utah. Landlord and Tenant executed a First Amendment to Memorandum of Shopping Center Lease, which was recorded February 19, 1999, as Entry No. 7261934, Official Records of Salt Lake County, Utah, and a Second Amendment to Memorandum of Shopping Center Lease, which was recorded October 1, 1999, as Entry No. 7479748, Official Records of Salt Lake County, Utah, and a Third Amendment to Memorandum of Shopping Center Lease dated December 17, 2003, to be recorded in the Official Records of Salt Lake County, Utah. The Memorandum of Shopping Center Lease, as

amended by the First Amendment to Memorandum of Shopping Center Lease and by the Second Amendment to Memorandum of Shopping Center Lease and by the Third Amendment to Memorandum of Shopping Center Lease are hereinafter collectively referred to as the "**Lease Memorandum.**"

3. The Lease Memorandum describes with particularity the Tenant's Leased Premises and the Shopping Center, which descriptions are incorporated herein by this reference.

4. Landlord and Tenant entered into and executed an Option to Lease Real Property as of September 4, 2002, which Option was amended by that certain First Amendment of Option to Lease Real Property executed by Landlord and Tenant dated December __, 2003 (collectively, the "**Option**") which Option gives Tenant the right and option (subject to satisfaction of certain conditions stated in the Option) to lease additional real property lying adjacent to the Tenant's Leased Premises (on the North side thereof) and to expand Tenant's Building over and upon the additional real property. The additional real property subject to the Option is a portion of Parcel 3, as described in the Lease Memorandum. Parcel 2 (upon which Tenant's Building is currently located) and Parcel 3 are described in Schedule I, attached hereto.

5. The term of the Option is the same as the primary term of the Lease.

6. All capitalized terms herein shall have the same meaning given those terms in the Lease Memorandum, except and unless capitalized terms herein are otherwise expressly defined herein.

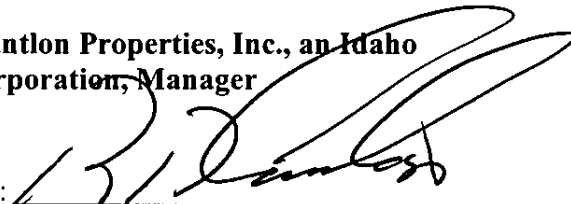
7. This First Amended and Restated Memorandum of Option to Lease Real Property supercedes and replaces that certain Memorandum of Option to Lease Real Property executed by

Landlord and Tenant September 4, 2003, and recorded September 9, 2002 as Entry No. 8346737,
Official Records of Salt Lake County, Utah.

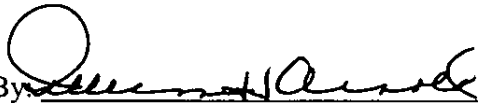
EXECUTED as of the date first above written.

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

**By: Cantlon Properties, Inc., an Idaho
corporation, Manager**

By: 
Roger D. Cantlon,
President

TENANT:
Albertson's, Inc.,
a Delaware corporation

By: 

Group Vice President, Real Estate Law

HT/K

STATE OF IDAHO)
) ss.
County of)

On this 17th day of December, 2003, before me, Ruth Nyquist, a Notary Public in and for said State, personally appeared Roger D. Cantlon, known or identified to me to be the President of Cantlon Properties, Inc., an Idaho corporation, the manager of the limited liability company of **CPI/West Jordan, LLC**, and the manager who subscribed said company name to the foregoing instrument, and acknowledged to me that he executed the same in said company name.

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

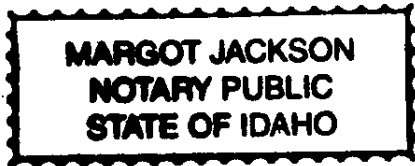


Ruth Nyquist
Notary Public for the State of Idaho
Residing at Bose 19
My commission expires 12-10-04

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of December, 2003, before me, Margot Jackson, a Notary Public in and for said State, personally appeared William H. Arnold, known to me to be 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.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.



Margot Jackson
Notary Public for the State of Idaho
Residing at Mt. Home, Idaho
My commission expires 8-26-08

Schedule I
Legal Description of Shopping Center Parcels

Parcel 1:

Lot 1, West Jordan Town Center, a commercial subdivision, according to the official plat recorded as Entry No. 7016834, in Book 98-7P, Page 176, Official Records.

Parcel 2:

Lot 2, West Jordan Town Center, a commercial subdivision, according to the official plat recorded as Entry No. 7016834, in Book 98-7P, Page 176, Official Records.

Parcel 3:

Beginning at the Southeast corner of Lot 5-A, West Jordan Town Center No.2, according to the official plat thereof recorded September 7, 2001 as Entry No. 7997307 in Book 2001P at Page 255 of Official Records, and running thence along the boundary of said Lot 5-A on the following eight (8) courses: 1) South 89°58'35" West 294.34 feet, 2) North 0°01'25" West 6.87 feet, 3) South 89°58'35" West 102.32 feet, 4) South 0°01'25" East 280.67 feet, 5) North 89°58'35" East 20.50 feet, 6) South 0°01'25" East 223.00 feet, 7) North 89°54'29" West 35.19 feet, and 8) North 0°01'13" West 486.50 feet; thence Northeasterly 191.87 feet along the arc of a 2915.00 foot radius curve to the right through a central angle of 3°46'17" (chord bears North 1°51'55" East 191.83 feet); thence North 89°58'35" East 405.00 feet; thence South 0°01'25" East 181.50 feet to the point of beginning.

Parcel 4A:

Beginning at the Northwest corner of Lot 5-B, West Jordan Town Center No.2, according to the official plat thereof recorded September 7, 2001 as Entry No. 7997307 in Book 2001P at Page 255 of Official Records, and running thence along the boundary of said Lot 5-B on the following nine (9) courses: 1) North 89°58'35" East 295.04 feet, 2) North 0°01'25" West 38.48 feet, 3) North 89°58'35" East 64.12 feet, 4) South 0°01'25" East 18.06 feet, 5) North 89°58'35" East 295.31 feet, 6) South 0°01'25" East 14.05 feet, 7) South 89°58'35" West 190.06 feet, 8) South 0°01'25" East 166.43 feet, and 9) South 89°58'35" West 76.77 feet; thence South 0°01'25" East 18.82 feet; thence South 89°58'35" West 405.00 feet; thence Northeasterly 179.75 feet along the arc of a 2915.00 foot radius curve to the right through a central angle of 3°31'59" (chord bears North 5°31'03" East 179.72 feet) to the point of beginning.

Parcel 4B:

Lot 5C, West Jordan Town Center No. 2, a commercial subdivision, according to the official plat recorded as Entry No. 7997307, in Book 2001P, Page 255, Official Records.

Parcel 5A:

Lot 5D, West Jordan Town Center No. 2, a commercial subdivision, according to the official plat recorded as Entry No. 7997307, in Book 2001P, Page 255, Official Records.

Parcel 5B:

Lot 5E, West Jordan Town Center No. 2, a commercial subdivision, according to the official plat recorded as Entry No. 7997307, in Book 2001P, Page 255, Official Records.

Parcel 6:

Lot 5F, West Jordan Town Center No. 2, a commercial subdivision, according to the official plat recorded as Entry No. 7997307, in Book 2001P, Page 255, Official Records.

Parcel 7:

Lot 7, West Jordan Town Center, a commercial subdivision, according to the official plat recorded as Entry No. 7016834, in Book 98-7P, Page 176, Official Records.

Parcel 8:

Lot 6, West Jordan Town Center, a commercial subdivision, according to the official plat recorded as Entry No. 7016834, in Book 98-7P, Page 176, Official Records.

Parcel 9:

Lot 4, West Jordan Town Center, a commercial subdivision, according to the official plat recorded as Entry No. 7016834, in Book 98-7P, Page 176, Official Records.

Parcel 10:

Lot 3, West Jordan Town Center, a commercial subdivision, according to the official plat recorded as Entry No. 7016834, in Book 98-7P, Page 176, Official Records.

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