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RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

Albertson's, Inc.
250 Parkcenter Boulevard
Post Office Box 20
Boise, Idaho 83726
Attention: Legal Department

5233541
09 APRIL 92 02:17 PM
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
BALLARD SPAHR
201 S MAIN STE 1200
SLC UT 84111
REC BY: EVELYN FROGGET , DEPUTY

5233541

Space Above Line for Recorder's Use Only

MEMORANDUM TO FOURTH AMENDMENT TO SHOPPING CENTER LEASE

THIS MEMORANDUM TO FOURTH AMENDMENT TO SHOPPING CENTER LEASE (this "Memorandum") is dated as of the 9th day of April, 1992, by and between WPS COMPANY, a Utah general partnership ("WPS"), and ALBERTSON'S, INC., a Delaware corporation ("Albertson's").

WPS and Albertson's have entered into a Fourth Amendment to Shopping Center Lease (the "Fourth Amendment") dated as of the date of this Memorandum, which amends a Shopping Center Lease dated August 21, 1991, as amended February 26, 1982, October 12, 1983, and December 20, 1991 (collectively, the "Lease"). A Memorandum of Shopping Center Lease dated September 16, 1981, was recorded, in connection with the original Shopping Center Lease dated August 21, 1982, in the official records of Salt Lake County, Utah on October 14, 1981 as Instrument No. 3613837. The Lease and the Fourth Amendment govern real property more particularly described in Schedule I hereto (the "Leased Premises") which are part of the shopping center more particularly described in Schedule II hereto (the "Shopping Center").

The terms of the Fourth Amendment are by reference incorporated herein as if set out in full in this Memorandum. In the event of any inconsistency between this Memorandum and the Fourth Amendment, the Fourth Amendment shall prevail.

Any and all of the limitations, covenants, conditions, easements and restrictions contained in the Fourth Amendment shall attach to and run with the real property described in Schedules I and II which shall benefit or be binding upon, as the case may be, the successors and assigns of WPS and Albertson's.

This Memorandum may be executed in any number of counterparts, each of which when so executed and delivered shall be an original; but such counterparts shall together constitute but one and the same instrument.

BK6439PG1432

IN WITNESS WHEREOF, WPS and Albertson's have executed this Memorandum as of the day and year first above written.

WPS COMPANY
a Utah general partnership

ALBERTSON'S INC.,
a Delaware corporation

BY: WEST POINT SQUARE
ASSOCIATES, a Utah
limited partnership,
as General Partner

BY: _____
Executive Vice
President,
Administration and
General Counsel

BY: Ray F. Blake
Ray F. Blake
General Partner

BY: _____
Corporate Secretary

BY: CDI LTD.,
a Utah limited
partnership, as
General Partner

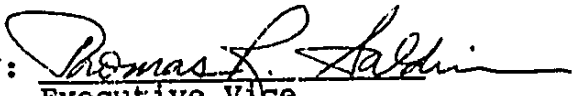
BY: G. Walter Gasser
G. Walter Gasser,
General Partner

IN WITNESS WHEREOF, WPS and Albertson's have executed this Memorandum as of the day and year first above written.

WPS COMPANY
a Utah general partnership

ALBERTSON'S INC.,
a Delaware corporation

BY: WEST POINT SQUARE
ASSOCIATES, a Utah
limited partnership,
as General Partner

BY: 
Executive Vice
President,
Administration and
General Counsel

BY: _____
Ray F. Blake
General Partner

BY: 
Corporate Secretary


BY: CDI LTD.,
a Utah limited
partnership, as
General Partner

BY: _____
G. Walter Gasser,
General Partner

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

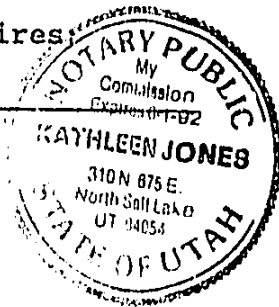
On this 7th day of April, 1992, before me, the undersigned Notary Public in and for said State personally appeared G. Walter Gasser and Ray F. Blake, known to me to be the General Partners of the partnerships that executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said partnership for the uses and purposes therein.

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


NOTARY PUBLIC for Utah
Residing at: North Salt Lake, Utah

My Commission expires

6-1-92




STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of April, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas R. Saldin and Kaye L. O'Riordan, to me known to be the Executive Vice President, Administration and General Counsel, and Corporate Secretary, respectively, of Albertson's, Inc., the corporation that executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument.

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

My commission expires:

9/19/93


Notary Public in and for
the State of Idaho
Residing at Boise, Idaho

SCHEDULE I

Beginning at a point South 320.05' and East 770.33' from the Northwest Cor. Section 17, T2S, R1W, SLB&M and running thence N 89°56'30" E, 209.67'; thence S 0°03'30" E, 200.33'; thence S 89°56'30" W, 209.67'; thence N 0°03'30" W, 38.00'; thence S 89°56'30" W, 24.67'; thence N 0°03'30" W, 101.00'; thence N 89°56'30" E, 10.67'; thence N 0°03'30" W, 8.00'; thence N 89°56'30" E, 14.00'; thence N 0°03'30" W, 53.33' to the point of beginning. Containing 44,606.53 square feet or 1.0240 acres.

SCHEDULE II

Beginning at a point on the South right of way line of 5400 South Street, N 89°56'30" E, 823.9' and S 0°03'30" E, 53.00' from the Northwest Corner of Section 17, T2S, R1W, SLB&M.

and running thence N 89°56'30" E, 572.40' along said south right of way line to the east line of a permanent easement of the Jordan Aqueduct recorded in book 3235 page 127 and referred to as Parcel No. JA-204(F); thence S 13°24'08" E along said east line, 196.92'; thence S 17°01'08" E, 886.50' along said line; thence N 89°54'30" W, 876.41'; thence N 0°03'30" W, 531.25' thence S 89°56'30" W, 133.90'; thence N 0°03'30" W, 276.00'; thence N 89°56'30" E, 133.90'; thence N 0°03'30" W, 230.00' to beginning. Containing 17.9861 acres.

Together with the following described right of way:

Beginning at a point S 0°05'29" E, 559.00' and N 89°54'30" W, 68.89' and S 0°05'30" W, 245.32' from the Northwest corner of Section 17, T2S, R1W, SLB&M, running thence S 89°54'30" E, 488.17'; thence N 79°10'20" E, 205.30'; thence S 89°54'30" E, 203.25'; thence S 0°03'30" E, 35.00'; thence N 89°54'30" W, 200.00'; thence S 79°10'20" W, 205.30'; thence N 89°54'30" W, 491.52' to the East line of 4015 West Street; thence N 0°05'30" E 35.00 feet to the point of beginning.