

When recorded, return to:
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Salt Lake City, UT 84111

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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
HOLLAND & HART
DAVID K BROADBENT
60 E SOUTH TEMPLE #2000
SLC UT 84111
BY: SBM, DEPUTY - WI 5 P.

**ADDENDUM No. 1
TO
RESTRICTIONS AND EASEMENTS AGREEMENT**

This ADDENDUM NO. 1 to that certain Restrictions and Easements Agreement identified in Recital A is dated this 20th day of August, 2003, and is entered into by and between Smith's Food & Drug Centers, Inc., a Delaware corporation ("Smith's"), and H.V. Commercial, L.L.C., a Utah limited liability company ("Developer").

A. Smith's and Developer entered into that certain Restrictions and Easements Agreement, dated February 13, 2003, and recorded in the office of the Salt Lake County Recorder on February 26, 2003, as Entry No. 8544976 in Book 8745 at Page 1714 ("REA") with regard to the following real property:

Lots 2, 3, 4, and 5, Herriman Town Center, a Commercial Subdivision, according to the official plat thereof recorded in the office of the Salt Lake County Recorder.

B. Smith's and Developer desire to amend Sections 1.e. and 2.d.(iii) of the REA.

NOW, THEREFORE, Smith's and Developer amend the REA as follows:

1. Section 1.e.

The Floor Area on Pad C is hereby expanded by approximately 1,000 square feet, from 5,000 square feet (as shown by the dotted line on Exhibit "A" attached to the REA) to a new total pad building size of 6,000 square feet. The parties further acknowledge and agree that said expansion shall not reduce the number of available parking spaces below that number required by applicable governmental authorities. (See Exhibit "A" attached hereto.)

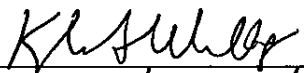
2. Section 2.d.(iii).

Smith's and Developer hereby agree to allow a small women's only fitness center, occupying approximately 5,432 square feet, to be operated in Space B-2 (see Exhibit "A" attached hereto), and hereby delete the reference in said section to a "health spa (more than 2,000 square feet in floor area and not to exclude small additional day spa services to a full service tanning or beauty salon)" as a restriction on use.

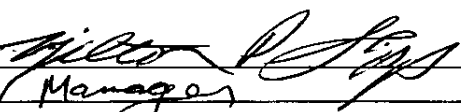
3. To the extent that any terms of this Addendum modify or conflict with any provisions of the REA, then these terms control. All other terms of the REA not modified herein shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Addendum on the day and year first written above.

SMITH'S FOOD & DRUG CENTERS, INC.,
a Delaware corporation

By: 
Its: Vice President


H.V. COMMERCIAL, L.L.C.,
a Utah limited liability company

By: 
Its: Manager

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

Before me, the undersigned authority, on this day personally appeared Kyle S. McKay, VICE PRESIDENT of Smith's Food & Drug Centers, Inc., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office on this 20th day of AUGUST, 2003.

 Notary Public
SUSAN T. THOMSON
2661 Harvest Lane
West Jordan, Utah 84084
My Commission Expires
August 8, 2008
State of Utah
My Commission Expires: 8-8-06

Susan T. Thomson
Notary Public
Resident of the State of Utah

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

Before me, the undersigned authority, on this day personally appeared Milton P. Shipp, Manager of H.V. Commercial, L.L.C., a Utah limited liability company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office on this 20th day of August, 2003.

My Commission Expires:
10-17-05

Lynette H. Sharp
Notary Public
Resident of the State of Utah

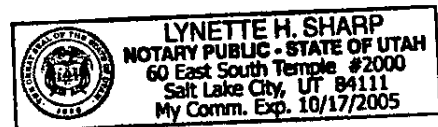
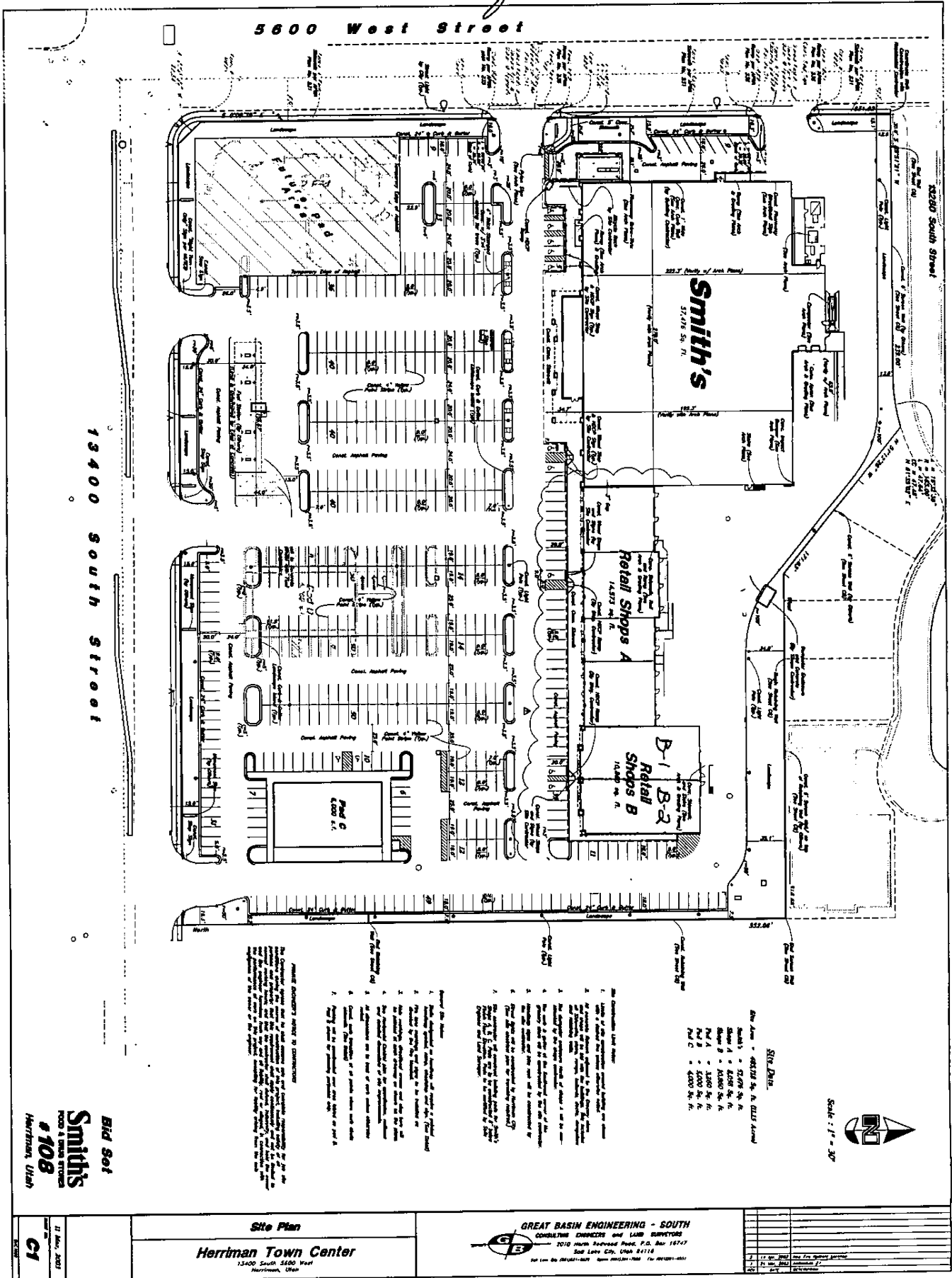


Exhibit A

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To Addendum of RFA



Bid Set
Smith's
FOOD & DRINK STORES
108
HERRIMAN, UTAH

Site Plan
Herriman Town Center
 13400 South 5600 West
 Herriman, Utah

GREAT BASIN ENGINEERING - SOUTH
 CONSULTING ENGINEERS AND ARCHITECTS
 2010 North Broadway Park, P.O. Box 16747
 Salt Lake City, Utah 84116
 Tel: (801) 461-1111 Fax: (801) 461-1111

Handwritten signature and initials

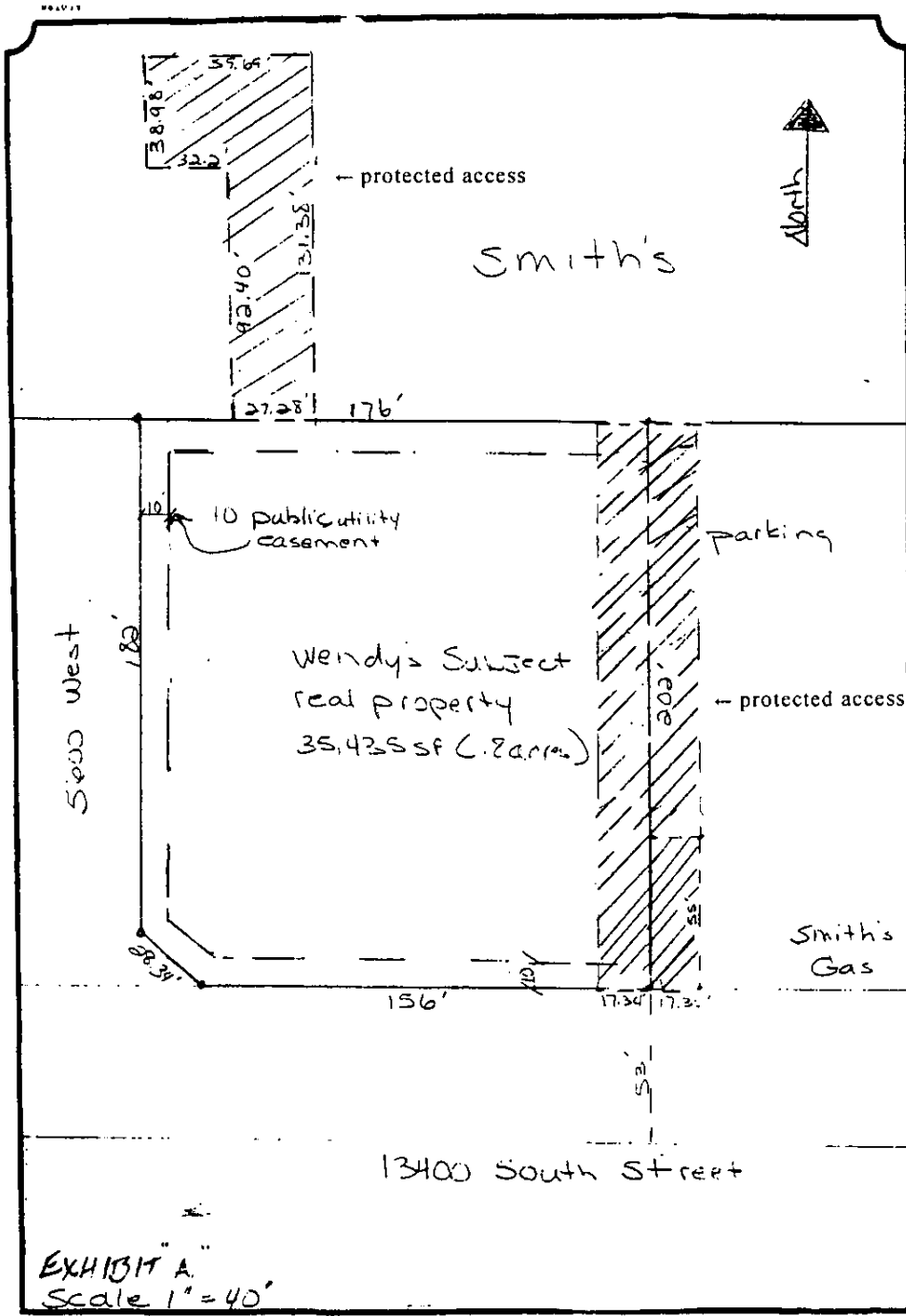


EXHIBIT "A"