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9/27/2016 9:54:00 AM \$31.00  
Book - 10480 Pg - 4707-4711  
Gary W. Ott  
Recorder, Salt Lake County, UT  
NELSON CHRISTENSEN  
BY: eCASH, DEPUTY - EF 5 P.

Record and return to:

Smith's Food & Drug Centers, Inc.  
Attention: Director of Real Estate Legal Services  
1550 South Redwood Road  
Salt Lake City, Utah 84104

Parcel ID Nos.: 20-26-477-001, 20-26-477-002,  
20-26-477-003, 20-26-477-004,  
20-26-477-005, 20-26-477-006,  
20-26-477-007, 20-26-477-008,  
20-26-477-009, 20-26-477-010  
and 20-26-477-011

**FIRST AMENDMENT TO  
RESTRICTIONS AND EASEMENTS AGREEMENT**

THIS FIRST AMENDMENT TO RESTRICTIONS AND EASEMENTS AGREEMENT ("Amendment") is entered into as of the 19<sup>th</sup> day of September, 2016 by and between SMITH'S FOOD & DRUG CENTERS, INC., an Ohio corporation ("Smith's") and SHOPS AT HIGHLANDS LLC, a Utah limited liability company ("Shops at Highlands"), DOVES LANDING, L.C., a Utah limited liability company ("Doves Landing") and BUNTS & SINGLES LLC, a Utah limited liability company ("Bunts & Singles").

WHEREAS Smith's and Sawtell Properties LLC and Kick Creek, L.L.C., as "Developer" entered into that certain Restrictions and Easements Agreement recorded on February 12, 2014 as Entry No. 11803785 in the Official Records of Salt Lake County, Utah, which was amended by that certain unrecorded First Amendment to Restrictions and Easements Agreement dated September 23, 2014 (the "REA"); and

WHEREAS Developer no longer owns any of the property encumbered by the REA; and

WHEREAS the property encumbered by the REA was subdivided pursuant to that certain plat for The Highlands Commercial Subdivision (the "Subdivision") recorded on February 12, 2014 as Entry No. 11803482 in the Official Records of Salt Lake County (the "Subdivision Plat"). The current legal description for the Subdivision is set forth on attached Exhibit "A"; and

WHEREAS Lots 1 and 2 (Parcel ID Nos. 20-26-477-001 and 20-26-477-007 respectively) are currently owned by Smith's, Lot 3 (Parcel ID No. 20-26-477-008) is currently owned by Bunts & Singles, Lot 4 (Parcel ID No. 20-26-477-009) is currently owned by Doves Landing, Lots 5, 6, 7, 8, 9 and 11 (Parcel ID Nos. 20-26-477-010, 20-26-477-011, 20-26-477-006, 20-26-477-005, 20-26-477-004 and 20-26-477-003 respectively) are currently owned by Shops at Highlands and Lot 10 (Parcel ID No. 20-26-477-002) is currently owned by Goldenwest Federal Credit Union; and

WHEREAS the parties desire to amend the REA as set forth herein,

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto constituting the record owner of the Smith's Lots and in excess of 50% of the record owners of the Developer Lots, as required by Section 8(a) hereby agree as follows:

1. Capitalized Terms. Capitalized terms used but not defined herein shall have the meanings given them in the REA.

2. Amendment and Restatement. This Amendment hereby amends, restates, replaces and supersedes the above referenced unrecorded First Amendment to Restrictions and Easements Agreement dated September 23, 2014.

3. Buildings. Section 2.a. of the REA is hereby amended to replace the phrase "office uses in excess of eleven thousand five hundred (11,500) aggregate square footage of floor area" with "office uses in excess of nineteen thousand (19,000) aggregate square footage of floor area".

4. Square Footage Limitations. The last line of the third paragraph of Section 2.b. of the REA is hereby amended to read as follows: "and Lot 7, identified as Pad "F", is limited to 7,300 sq. ft. of Floor Area or 5,000 sq. ft. of Floor Area with associated drive-thru lane."

5. Development of Lot 10. The building to be construed on Lot 10 for use as a credit union may have a Floor Area of up to 4,550 square feet and drive-through lanes under a canopy consisting of up to 1,225 square feet for a total of up to 5,775 square feet. The parties acknowledge and agree that construction of a 4,550 square foot building and drive-through lanes under a canopy consisting of 1,225 square feet is allowed under the provisions of Section 2.b. of the REA.

6. Design and Construction. The next to last sentence in the first paragraph of Section 2.h. of the REA is hereby deleted in its entirety and replaced with the following:

"The Buildings on Lots 8, 9 and 11 shall each be one story and shall not exceed twenty-six feet (26') in height. The Building on Lot 10 shall be one story and shall not exceed twenty-eight feet (28') in height."


7. Common Maintenance Areas. The parties acknowledge that Developer no longer owns any of the Lots. Section 4(b)(2) of the REA is hereby amended to replace "Developer" with Shops at Highlands. At such time as Shops at Highlands transfers its last ownership interest in the shopping center it shall designate either the owner of Lot 5 or Lot 6 as the Developer and shall provide written notice thereof to all owners of all Lots as recorded in the public records.

8. Remaining Provisions. Except as otherwise expressly set forth herein, the REA is hereby ratified and confirmed and remains in full force and effect.

[Signature Pages Follow]

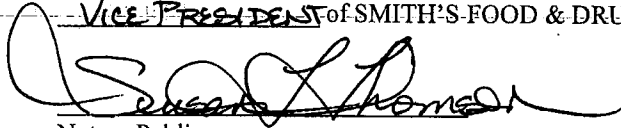
IN WITNESS WHEREOF the parties have executed this Amendment as of the date set forth above.

SMITH'S FOOD & DRUG CENTERS, INC.  
an Ohio corporation

  
By: STEVEN M. SORENSON  
Its: VICE PRESIDENT

STATE OF UTAH  
COUNTY OF SALT LAKE

On the 19<sup>th</sup> day of SEPTEMBER, 2016 personally appeared before me  
STEVEN M. SORENSON who duly acknowledged to me that he executed the foregoing Amendment as  
VICE PRESIDENT of SMITH'S FOOD & DRUG CENTERS, INC.

  
Notary Public



SHOPS AT HIGHLANDS LLC  
a Utah limited liability company

BUNTS & SINGLES LLC  
a Utah limited liability company

[Signature]  
By: Barrett Peterson  
Its: Manager

[Signature]  
By: Barrett Peterson  
Its: Manager

DOVES LANDING, L.C.  
a Utah limited liability company

[Signature]  
By: Ryan Peterson  
Its: Manager

STATE OF UTAH  
COUNTY OF SALT LAKE

On the 26 day of August, 2016 personally appeared before me  
Barrett Peterson who duly acknowledged to me that he executed the foregoing Amendment as  
Manager of SHOPS AT HIGHLANDS LLC.

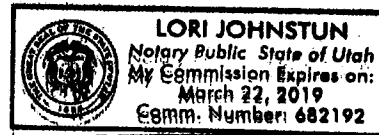
[Signature]  
Notary Public



STATE OF UTAH  
COUNTY OF SALT LAKE

On the 26 day of August, 2016 personally appeared before me  
Ryan Peterson who duly acknowledged to me that he executed the foregoing Amendment as  
Manager of DOVES LANDING, L.C.

[Signature]  
Notary Public



STATE OF UTAH  
COUNTY OF SALT LAKE

On the 26 day of August, 2016 personally appeared before me  
Barrett Peterson who duly acknowledged to me that he executed the foregoing Amendment as  
Manager of BUNTS & SINGLES LLC.

[Signature]  
Notary Public



**EXHIBIT "A"**  
Legal Description

LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 of THE HIGHLANDS COMMERCIAL SUBDIVISION, according to the official plat thereof as recorded in the Office of the Salt Lake County Recorder on February 12, 2014 as Entry No. 11803482.

Parcel ID Nos.: 20-26-477-001  
20-26-477-002  
20-26-477-003  
20-26-477-004  
20-26-477-005  
20-26-477-006  
20-26-477-007  
20-26-477-008  
20-26-477-009  
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20-26-477-011