

**FIRST AMENDMENT TO DECLARATION OF COVENANTS  
AND RECIPROCAL EASEMENTS**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS AND RECIPROCAL EASEMENTS (this "Amendment") is made this 3 day of July, 2008, by DRAPER LTD., L.L.C., an Arizona limited liability company, DOUGLAS R. FIELDING, and SANCHEZ UTAH II, L.L.C., a Utah limited liability company ("Declarants"), collectively Successors-in-Interest to FACTORY STORES OF AMERICA, INC., a Delaware corporation (formerly the "Declarant"), to amend the Declaration of Covenants and Reciprocal Easements dated October 27, 1995 ("DCRE") and recorded as Entry Number 6205722 in Book 7263, Pages 2549-2570 of the Official Records of Salt Lake County, Utah.

WITNESSETH:

WHEREAS, Declarants are the owners of that tract or parcel of land located in Draper city, Salt Lake County, Utah, being more particularly described as Lot 2 on that certain Factory Stores of America Subdivision ("Subdivision Plat") recorded as Entry Number 6168179 in Book 95-9P, Page 235 of the Official Records of Salt Lake County, Utah; and

WHEREAS, Declarants are also the owner of that tract or parcel of land located in Draper City, Salt Lake County, Utah, being more particularly described as Lot 1 on the Subdivision Plat; and

WHEREAS, the DCRE states that Declarants entered into a contract to transfer Parcel 2 (being more particularly described as Lot 1 on the Subdivision Plat), to D & T Investments, L.L.C. ("D & T"), a Utah limited liability company, which is contiguous with Parcel 1 and is burdened by Operating Covenants set forth in the DCRE; and

WHEREAS, the DCRE erroneously identifies "Parcel 1" with Lot 2, and "Parcel 2" with Lot 1 of the Subdivision Plat; and


WHEREAS, Declarants and D & T desire to correct the erroneous identification of Parcels 1 & 2; and

NOW, THEREFORE, considering the mutual covenants and promises, and other benefits to be derived by Declarants and each every subsequent owner and its successors and assigns of each of the Parcels, the DCRE is amended, effective upon execution of this instrument, as set forth herein for the use, benefit and enjoyment of the applicable Parcels.

1. All references to Parcel 2 in the DCRE shall heretofore be described as and shall hereafter mean each parties interest in Lot 2, and all references in the DCRE to Parcel 1 shall heretofore be described as and shall hereafter mean each parties interest in Lot 1.

IN WITNESS WHEREOF, the Declarants have signed and sealed this Amendment effective as of the day and year first above written.

DRAPER LTD., L.L.C.,  
a Arizona limited liability company


By: 


Its: MANAGING MEMBER

DOUGLAS R. FIELDING

By: 

SANCHEZ UTAH II, L.L.C.,  
a Utah limited liability company

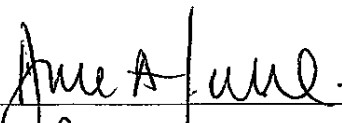
  
Manager

By: 

Its: Manager

IN WITNESS WHEREOF, D & T hereby agrees to this Amendment to the extent it affects D & T's rights to Parcel 2.

D & T INVESTMENTS L.L.C.  
a Utah limited liability company

By: 

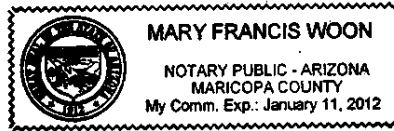
Its: PRESIDENT

ACKNOWLEDGMENTS

STATE OF Arizona )  
COUNTY Maricopa :ss.

On this 14 day of July, 2008, before me personally appeared Douglas R. Fielding, to me personally known to be Manager of DRAPER LTD., L.L.C, a Arizona limited liability company, that executed the within instrument, known to me to be the person who executed the within instrument on behalf of said limited liability company therein named, and acknowledged to me that such limited liability company executed the within instrument pursuant to its Operating Agreement..

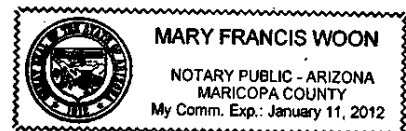
Mary Francis Woon  
Notary Public



STATE OF Arizona )  
COUNTY OF Maricopa :ss.

On this 14 day of July, 2008, before me personally appeared DOUGLAS R. FIELDING who upon being duly sworn, did acknowledge to me that he executed the within instrument.

Mary Francis Woon  
Notary Public



STATE OF Utah )  
COUNTY Davis ) :ss.

On this 3 day of July, 2008, before me personally appeared Joshua - Augustis Sanchez, to me personally known to be Manager of SANCHEZ UTAH II., L.L.C, a Utah limited liability company, that executed the within instrument, known to me to



**EXHIBIT "A"**

That portion of Lot 2, FACTORY STORES OF AMERICA. SUBDIVISION, as recorded on September 18, 1995, in Book 95-9p of Plats on Page 235, as Entry No. 6168179 in the office of the Salt Lake County Recorder, and being more particularly described as follows:

Beginning at the Northwest corner of said Lot 2, and running thence North 89 degrees 56'35" East 442.87 feet; thence South 00 degrees 03 '25" East 246.06 feet; thence South 89 degrees 56'35" West 392.69 feet; thence North 11 degrees 35'00" West 251.13 feet to the point of beginning.

For information purpose only: Tax ID No.: 28-30-100-029