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SJ Marketplace, LLC
5670 Wilshire Boulevard, Suite 1250
Los Angeles, California 90036
Attn.: Steven Usdan

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Book - 10352 Pg - 312-317
Gary W. Ott
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**FIRST AMENDMENT TO
DECLARATION OF EASEMENTS, COVENANTS,
CONDITIONS AND RESTRICTIONS**

This First Amendment to Declaration of Easements, Covenants, Conditions and Restrictions (this "**Amendment**") is made and entered into as of August 11, 2015 by SJ MARKETPLACE, LLC, a Delaware limited liability company, as Declarant.

RECITALS

A. Declarant executed that certain Declaration of Easements, Covenants, Conditions and Restrictions recorded in the Official Records of Salt Lake County, Utah on January 22, 2015 as Entry No. 11980613 in Book 10290 at Page 5459 (the "**Declaration**") with respect to certain real property located in the City of South Jordan, Salt Lake County, Utah and more particularly described on Exhibit 1 attached hereto.

B. In accordance with Declarant's rights set forth in Section 4.3 of the Declaration, Declarant desires to modify the Declaration to waive the use restriction set forth in Paragraph 2(f) in Exhibit F attached to the Declaration in certain respects more particularly set forth herein.

IN WITNESS WHEREOF, and in acknowledgement and consideration of the foregoing recitals, and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Declarant declares that the Declaration is amended as follows:

1. Capitalized Terms. All capitalized terms used in this Amendment but not otherwise defined herein shall have the meanings given to such terms in the Declaration.

2. Waiver of Use Restriction. Paragraph 2(f) of Exhibit F attached to the Declaration prohibits the use of the Retail Center for the operation of a used clothing or thrift store, a "Salvation Army" or "Goodwill" type store or similar business, or a "second hand" store in which the principal business is selling used merchandise. In accordance with Declarant's rights set forth in Section 4.3 of the Declaration to modify or waive use restrictions set forth in Exhibit F to the Declaration, Declarant hereby waives the use restriction set forth in Paragraph 2(f) of Exhibit F to the Declaration for the limited purpose of the operation in the approximately 3,400 square foot "Premises" marked on Exhibit 2 to this Amendment ("Premises") of a store under a lease executed with Uptown Not Downtown, LLC that sells new and used apparel, shoes, accessories, jewelry and related items typically sold in an Uptown

Cheapskate franchise store. The foregoing waiver shall not be construed as the consent to any other current or future use that is prohibited or restricted by the Declaration.


3. No Other Changes. Declarant confirms that the Declaration is in full force and effect, as amended by this Amendment. If any of the terms or provisions of this Amendment conflict with any of the terms or provisions of the Declaration, this Amendment shall control.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, Declarant has executed this Amendment as of the date first set forth above.

SJ MARKETPLACE, LLC,
a Delaware limited liability company

By: CCA Acquisition Company, LLC, a California
limited liability company, its managing
member

By: 
Steven H. Usdan, managing member

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Los Angeles)

On August 11, 2015 before me, Lori Guttenberg, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Steven H. Usdan
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is~~ are subscribed to the within instrument and acknowledged to me that ~~he~~ she ~~they~~ executed the same in ~~his~~ her ~~their~~ authorized capacity~~ies~~, and that by ~~his~~ her ~~their~~ signature~~s~~ on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Lori Guttenberg
Signature of Notary Public

Place Notary Seal Above

EXHIBIT 1

LEGAL DESCRIPTION OF RETAIL CENTER

The following described real property situated in Salt Lake County, Utah:

LOTS 2A, 2B, 2C AND 2D OF THAT CERTAIN PLAT ENTITLED "OQUIRRH MOUNTAIN MARKETPLACE AMENDED", WHICH PLAT WAS FILED IN THE OFFICE OF THE RECORDER OF THE COUNTY OF SALT LAKE, STATE OF UTAH ON JANUARY 8, 2015 AS RECORD NO. 11972995 IN BOOK 2015P OF PLATS AT PAGE 1.

APNs: 27-19-430-004-0000
27-19-430-023-0000
27-19-430-024-0000
27-19-430-025-0000

EXHIBIT 2

DEPICTION OF PREMISES

