

WHEN RECORDED RETURN TO:

Albertson's, Inc.  
P.O. Box 20  
Boise, ID 83726  
Attention: Chip Cole

169469

**4222579** THIRD AMENDMENT TO DECLARATION  
OF RESTRICTIONS AND GRANT OF EASEMENTS

THIS THIRD AMENDMENT TO DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS ("Third Amendment to Declaration") is made as of the 26th day of FEBRUARY, 1986, between G.F.I. Ltd. II - W.V.C. Investments, Ltd., a Utah limited partnership ("First Party"), Albertson's, Inc., a Delaware corporation ("Albertson's"), Walter Gasser, Trustee, for Walt Gasser & Associates, Inc. Employees Profit Sharing Plan ("Profit Sharing Plan"), B&E Development Corp. ("B&E"), HUMDECO, Inc., a Delaware corporation ("HUMDECO"), and Terratron, Inc., a Wisconsin corporation ("Terratron").

RECITALS:

A. On July 28, 1983, First Party and Albertson's entered into the Declaration of Restrictions and Grant of Easements ("Declaration"), Common Area Maintenance Agreement ("CAMA") and Development Agreement ("Agreement"); and First Party, Corporation of the Presiding Bishop of the Church of Jesus Christ of Latter-day Saints, a Utah corporation sole ("C.O.P."), and Albertson's entered into the Cross Easement Agreement (Church Parcel) ("Church Parcel Agreement"); covering real property located in the northwest corner of the intersection of 5600 West and 3500 South in the City of West Valley City, County of Salt Lake, State of Utah, as described on Schedules I and II attached hereto and incorporated herein by this reference.

B. On July 29, 1983, C.O.P. conveyed Parcel 11 to Profit Sharing Plan.

C. As of October 13, 1983, First Party, C.O.P., and Albertson's entered into that certain First Amendment to Declaration of Restrictions and Grant of Easements, Common Area Maintenance Agreement, Development Agreement and Cross Easement Agreement (Church Parcel) (hereinafter, "First Amendment") recorded August 24, 1984, in the records of Salt Lake County as Instrument No. 3984818, at Book 5584, Page 2246.

D. On December 4, 1984, C.O.P. conveyed Parcel 10 to B & E Development Corp.

E. As of March 22, 1985, First Party, Albertson's and Profit-Sharing Plan entered into that certain Second Amendment to Declaration of Restrictions and Grant of Easements, Common Area Maintenance Agreement, Development

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Agreement and Cross Easement Agreement (Church Parcel) (hereinafter, "Second Amendment") recorded in the records of Salt Lake County as Instrument No. 4070921, at Book 5643, Page 1761.

F. On October 7, 1985, First Party conveyed Parcel 4 to HUMDECO.

G. The parties hereto desire to amend the Declaration (a) to permit buildings up to 22 feet in height to be built on Parcel 4, (b) to permit a building of up to 3,200 square feet to be built on Parcel 1, (c) to permit buildings on Parcels 1, 3, 4 and 5 to be built in areas outside the Building Area shown on the Exhibit "A" Site Plan, and (d) to provide that the three major owners may amend this Declaration in the future.

#### AGREEMENTS:

1. The last sentence of part (d), Section 2.4, of the Declaration, which had read:

"No building on Parcels 3, 4 or 5 shall exceed eighteen (18) feet in height."

is hereby amended to read as follows:

"No building on Parcels 3 or 5 shall exceed eighteen (18) feet in height, and no building on Parcel 4 shall exceed twenty-two (22) feet in height."

2. The following is added to Section 2.3 of the Declaration:

"Anything to the contrary notwithstanding, the maximum square foot area for Parcel 1 shall be 3,200 square feet."

3. The following is added to Section 2.1 of the Declaration:

"The Building Areas on Parcels 1, 3, 4 and 5 may be relocated on each Parcel without the necessity of amending this Declaration so long as First Party and Albertson's approve such relocation."

4. Section 7.5 ("Modification Provision") of the Declaration is hereby deleted, and the following substituted therefor:

"This Declaration may not be modified in any respect whatsoever or rescinded, in whole or in part, except with the consent of the Prime Lessees and/or the owners of Parcels 7 and 13; and (if the modification or rescission affects access between Shopping Center and Parcel 10, or imposes any restrictions whatsoever on Parcel 10) the Prime Lessees and/or owners of Parcel 10; and (if the modification or rescission affects access between Parcel 4 and the remainder of the Shopping Center, or imposes any restrictions whatsoever on Parcel 4), the Prime Lessees and/or owners of Parcel 4, whose consent shall not be unreasonably withheld or delayed."

5. This Third Amendment to Declaration shall be recorded in the records of Salt Lake County, Utah.

6. This Third Amendment may be executed in any number of counterparts, each of which shall for all purposes be deemed an original and all of which together shall constitute but one and the same instrument, and shall become effective only upon execution of one or more of such counterparts by each of the parties hereto.

7. Except as amended herein, the Declaration is affirmed and shall remain in full force and effect.

EXECUTED as of the date first above written.

Albertson's, Inc.,  
a Delaware corporation

B&E Development Corp.

BY: Gary J. Michael  
Senior Vice President  
Vice Chairman and Chief Financial  
and Corporate Development Officer

BY: Richard K. Bertoch  
President

BY: Carol L. Wood  
Asst. Secretary

BY: \_\_\_\_\_

FIRST PARTY:  
G.F.I. Ltd. II - W.V.C. Invest-  
ments, Ltd.,  
a Utah limited partnership

HUMDECO, Inc.,  
a Delaware corporation

BY: A. Walter Gasser  
General Partner

BY: Michael P. Hendrich

PROFIT SHARING PLAN:  
G. Walter Gasser, Trustee, for Walt  
Gasser & Associates, Inc. Employees  
Profit Sharing Plan

TERRATRON, INC.  
A Wisconsin Corporation

BY: A. Walter Gasser  
Trustee

BY: [Signature]  
Via Trustee

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STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 20<sup>th</sup> day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas R. Saldin and Minnie O. Armstrong, to me known to be the Senior Vice President and the 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 and that the seal affixed is the corporate seal of said corporation.

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

My commission expires:  
9-28-89

Melisa A. Pearson  
Notary Public in and for the State of Idaho.  
Residing at Boise, Idaho.

STATE OF UTAH )  
 ) ss.  
County of SALT LAKE )

On this 24<sup>th</sup> day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Mr. WALTER GASSER to me known to be a General Partner of G.F.I. Ltd. II - W.V.C. Investments, Ltd., the limited partnership 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 mentioned, and on oath stated that he is 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:  
11/09/87

[Signature]  
Notary Public in and for the State of UTAH.  
Residing at SALT LAKE.

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STATE OF )  
 ) ss.  
County of )

On this 20th day of February, 1986 before me, the undersigned, a Notary Public in and for said State, personally appeared G. Walter Gasser, to me known to be the Trustee of Walt Gasser & Associates, Inc. Employees Profit Sharing Plan, 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 and that the seal affixed is the corporate seal of said corporation.

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

My commission expires:

July 1, 1987

Winifred L. Carroll  
Notary Public in and for the  
State of Utah  
Residing at Salt Lake City, Utah

STATE OF )  
 ) ss.  
County of )

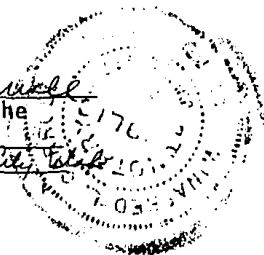
On this 20th day of February, 1986 before me, the undersigned, a Notary Public in and for said State, personally appeared Richard H. Borchers and \_\_\_\_\_, known to be the President and \_\_\_\_\_, respectively, of B&E Development Corp., the corporation that executed the foregoing instrument, and acknowledged 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 and that the seal affixed is the corporate seal of said corporation.

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

My commission expires:

July 1, 1987

Winifred L. Carroll  
Notary Public in and for the  
State of Utah  
Residing at Salt Lake City, Utah



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STATE OF KENTUCKY )  
County of JEFFERSON ) ss.

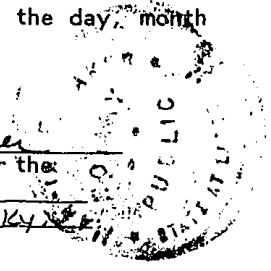
On this 12<sup>th</sup> day of FEBRUARY, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL NENARICIS and \_\_\_\_\_, to me known to be the VICE PRESIDENT and \_\_\_\_\_, respectively, of HUMDECO, Inc., the corporation that executed the foregoing instrument, 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 and that the seal affixed is the corporate seal of said corporation.

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

My commission expires:

My commission expires Oct. 10, 1987

Marcia Baker  
Notary Public in and for the  
State of KENTUCKY  
Residing at LOUISVILLE, KY



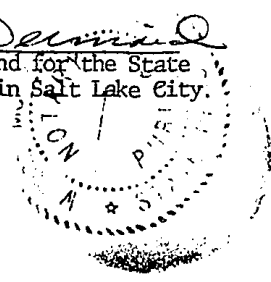
STATE OF UTAH )  
COUNTY OF SALT LAKE ) ss.

On this 20th day of March, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Kevin K. Cushing, to me known to be the Vice President of Terratron, Inc., a Wisconsin Corporation, 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 that on oath stated that he is 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: June 8, 1987

William D. ...  
Notary Public in and for the State  
of Utah. Residing in Salt Lake City.



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SCHEDULE I

Parcel 1: (Pad 1)

Beginning at a point which is South 89°59'10" West along the section line 362.50 feet and North 0°09'50" West 40.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian, and running thence South 89°59'10" West 137.50 feet; thence North 0°08'47" West 120.30 feet; thence North 89°50'10" East 137.46 feet; thence South 0°09'50" East 120.66 feet to the point of beginning. Contains 16,563.4 square feet or 0.380 acre.

Parcel 2: (Pad 2)

Beginning at a point which is South 89°59'10" West along the section line 362.50 feet and North 0°09'50" West 160.66 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian, and running thence South 89°50'10" West 137.46 feet; thence North 0°08'47" West 200.00 feet; thence North 89°50'10" East 137.40 feet; thence South 0°09'50" East 200.00 feet to the point of beginning. Contains 27,486.1 square feet or 0.631 acre.

Parcel 3: (Pad 3)

Beginning at a point which is North 0°09'50" West along the section line 223.00 feet and South 89°59'10" West 53.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian, and running thence South 89°59'10" West 170.00 feet; thence North 0°09'50" West 130.65 feet; thence North 89°50'10" East 170.00 feet; thence South 0°09'50" East 131.10 feet to the point of beginning. Contains 22,249.2 square feet or 0.511 acre.

Parcel 4: (Pad 4)

Beginning at a point which is North 0°09'50" West along the section line 647.24 feet and South 89°50'10" West 53.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°50'10" West 110.50 feet; thence North 0°09'50" West 139.00 feet; thence North 89°50'10" East 110.50 feet; thence South 0°09'50" East 139.00 feet to the point of beginning. Contains 15,359.5 square feet or 0.353 acre.

Parcel 5: (Pad 5)

Beginning at a point which is North 0°09'50" West along the section line 1157.53 feet and South 89°50'10" West 53.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°50'10" West 110.50 feet; thence North 0°09'50" West 129.50 feet; thence North 89°59'10" East 110.50 feet; thence South 0°09'50" East 129.21 feet to the point of beginning. Contains 14,293.7 square feet or 0.328 acre.

Parcel 6: (South Property, Parcels)

Beginning at a point which is South 89°59'10" West along the section line 223.00 feet and North 0°09'50" West 40.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°59'10" West 139.50 feet; thence North 0°09'50" West 315.78 feet; thence North 89°50'10" East 139.50 feet; thence South 0°09'50" East 316.15 feet to the point of beginning. Contains 44,077.5 square feet or 1.012 acres.

ALSO: Beginning at a point which is South 89°59'10" West along the section line 500.01 feet and North 0°08'47" West 40.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°59'10" West 60.00 feet; thence North 0°08'47" West 323.01 feet; thence South 89°58'47" West 93.10 feet; thence North 0°09'50" West 64.90 feet; thence North 89°50'10" East 40.00 feet; thence South 0°09'50" East 5.00 feet; thence North 89°50'10" East 113.12 feet; thence South 0°08'47" East 383.30 feet to the point of beginning. Contains 22,722.1 square feet or 0.521 acre.

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Parcel 7: (Albertsons Site)

Beginning at a point which is North 0°09'50" West along the section line 354.24 feet and South 89°50'10" West 53.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°50'10" West 170.00 feet; thence North 0°09'50" West 2.50 feet; thence South 89°50'10" West 59.50 feet; thence North 0°09'50" West 72.88 feet; thence South 89°50'10" West 217.38 feet; thence South 0°08'47" East 5.00 feet; thence South 89°50'10" West 113.12 feet; thence North 0°09'50" West 5.00 feet; thence South 89°50'10" West 40.00 feet; thence North 0°09'50" West 200.00 feet; thence North 89°50'10" East 321.00 feet; thence North 0°09'50" West 7.12 feet; thence North 89°50'10" East 49.50 feet; thence North 0°09'50" West 60.00 feet; thence North 89°50'10" East 119.00 feet; thence South 0°09'50" East 49.50 feet; thence North 89°50'10" East 110.50 feet; thence South 0°09'50" East 293.00 feet to the point of beginning. Contains 148,003.2 square feet or 3.39 acres.

Parcel 8: (Retail Shops No. 1)

Beginning at a point which is South 89°59'10" West along the section line 362.50 feet and North 0°09'50" West 360.66 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°50'10" West 137.40 feet; thence North 0°08'47" West 68.00 feet; thence North 89°50'10" East 217.38 feet; thence South 0°09'50" East 72.88 feet; thence South 89°50'10" West 80.00 feet; thence North 0°09'50" West 4.88 feet to the point of beginning. Contains 15172.9 square feet or 0.348 acre.

Parcel 9: (Retail Shops No. 2)

Beginning at a point which is South 89°59'10" West along the section line 362.50 feet and North 0°09'50" West 628.66 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°50'10" West 135.50 feet; thence North 0°09'50" West 60.00 feet; thence North 89°50'10" East 135.50 feet; thence North 0°09'50" West 7.12 feet; thence North 89°50'10" East 80.00 feet; thence South 0°09'50" East 60.00 feet; thence South 89°50'10" West 49.50 feet; thence South 0°09'50" East 7.12 feet; thence South 89°50'10" East 30.50 feet to the point of beginning. Contains 1317.12 square feet or 0.302 acre.

Parcel 10: (West Church Parcel)

Beginning at a point which is South 89°59'10" West along the section line 653.00 feet and North 0°09'50" West 363.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°58'47" West 237.00 feet; thence North 0°09'50" West 983.63 feet; thence North 89°59'10" East 237.00 feet; thence South 0°09'50" East 983.60 feet to the point of beginning. Contains 233,116.4 Square feet or 5.352 acres.

Parcel 13: (North Property)

Beginning at a point which is North 0°09'50" West along the section line 786.24 feet and South 89°50'10" West 53.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°50'10" West 110.50 feet; thence South 0°09'50" East 89.50 feet; thence South 89°50'10" West 199.00 feet; thence South 0°09'50" East 7.12 feet; thence South 89°50'10" West 135.50 feet; thence South 0°09'50" East 60.00 feet; thence South 89°50'10" West 155.00 feet; thence North 0°09'50" West 718.70 feet; thence North 89°59'10" East 600.00 feet; thence South 0°09'50" East 60.00 feet; thence South 89°59'10" West 110.50 feet; thence South 0°09'50" East 129.50 feet; thence North 89°50'10" East 110.50 feet; thence South 0°09'50" East 371.29 feet to the point of beginning. Contains 377,660.6 square feet or 8.670 acres.



SCHEDULE II

Parcel 10: (West Church Parcel)

Beginning at a point which is South 89°59'10" West along the section line 653.00 feet and North 0°09'50" West 363.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°58'47" West 237.00 feet; thence North 0°09'50" West 983.63 feet; thence North 89°59'10" East 237.00 feet; thence South 0°09'50" East 983.60 feet to the point of beginning. Contains 233,116.4 Square feet or 5.352 acres.

Parcel 11: (North Church Parcel)

Beginning on the West line of 5600 West Street at a point which is North 0°09'50" West along the section line 1346.60 feet and South 89°59'10" West 33.00 feet from the Southeast corner of Section 26, Township 1 South, Range 2 West, Salt Lake Base and Meridian and running thence South 89°59'10" West 620.00 feet; thence North 0°09'50" West 185.30 feet; thence North 89°59'10" East 620.00 feet to the West line of said 5600 West Street; thence South 0°09'50" East along said West line 185.30 feet to the point of beginning. Contains 114,885.6 square feet or 2.637 acres.

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Edward M. Miska  
EDWARD MIKA



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SALT LAKE COUNTY, UTAH  
ASSessor's OFFICE  
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