

E 142650 B 0606 P 0451
Date 14-JAN-2000 13:25pm
Fee: 26.00 Check
CALLEN B. PESHELL, Recorder
Filed By: JPT
For TITLE WEST
TOOELE COUNTY CORPORATION

Prepared by and return to:

Denis R. Morrill
Kirton & McConkie
60 East South Temple, Suite 1800
P.O. Box 45120
Salt Lake City, Utah 84145-0120

CORRECTED

MEMORANDUM OF LEASE

This Memorandum of Lease is made this 12th day of November 1999 by and between AMSOURCE Z-VALUE, LLC, a Utah limited liability company, and ASSOCIATED FOOD STORES, INC., a Utah corporation, and is hereby given pursuant to Section 27.8 of the following described lease (the "Lease"):

1. LESSOR: AMSOURCE Z-VALUE, LLC, a Utah limited liability company
2. LESSEE: ASSOCIATED FOOD STORES, INC., a Utah corporation
3. DATE OF EXECUTION: November 12, 1999
4. PREMISES: The Premises are part of a Shopping Center depicted on Exhibit "A" and legally described in Exhibit "B" attached hereto and made a part hereof. The Premises are described on Exhibit "C" attached hereto.
5. INITIAL LEASE TERM: The initial term of the Lease commences on the Commencement Date set forth in the Lease and ends twenty years thereafter.
6. EXTENDED LEASE TERM: Tenant has the option to extend the Initial Lease Term for six (6) consecutive renewal terms of five (5) years each.

E 142650 B 0606 P 0451

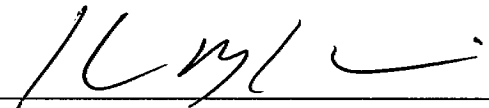
7. INQUIRIES: To Lessor: To Lessee:
Amsource Z-Value, LLC Associated Food Stores, Inc.
Attn: John R. Gaskill Attn: Steven C. Miner
10 West 100 South 1850 West 2100 South
Suite 710 P.O. Box 30430
Salt Lake City, UT 84101 Salt Lake City, UT 84130

8. SUCCESSORS: Each and every provision of this Lease shall bind and inure to the benefit of the parties hereto, their legal representatives, heirs, successors and assigns.


9. INCORPORATION AND CONFLICTS: All of the terms and conditions of the Lease are incorporated herein by reference as though set forth fully herein. In the event of any conflict between the terms hereof and of the Lease, the Lease shall prevail.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Memorandum of Lease as of the date first above written.

LESSOR: Amsource Z-Value, LLC,
a Utah limited liability company

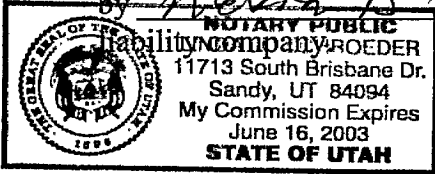
By: 
Its: [Member] [Manager]
Kevin B. Hawkins

LESSEE: ASSOCIATED FOOD STORES, INC.
a Utah corporation

By: 
Steven C. Miner
Its: Vice President

STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 12 day of Nov, 1999,
by Brenda B Hawkins as Manager of Amsource Z-Value, LLC, a Utah limited



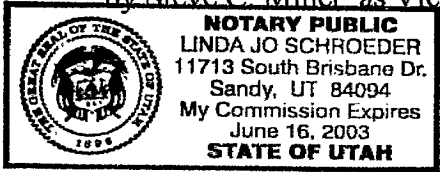
Linda Jo Schroeder
Notary Public
Residing at: 11713 S. Brisbane Dr
Sandy, UT 84094

My Commission Expires

6/16/2003

STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 12 day of Nov, 1999,
by Steve C. Miner as Vice President of Associated Food Stores, Inc., a Utah corporation.



Linda Jo Schroeder
Notary Public
Residing at: 11713 S. Brisbane Dr.
Sandy, UT 84094

My Commission Expires

6/16/2003

W:\5000\5205\0044\drmMemoLease.wpd

This document is being recorded to correct the legal description referred to in Exhibit "B" attached hereto and made a part hereof.

LESSEE: ASSOCIATED FOOD STORES, INC.
a Utah Corporation

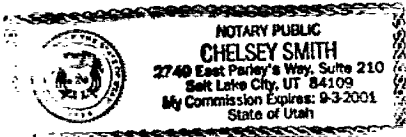
By: [Signature]
Its: Vice President

LESSOR: AMSOURCE Z-VALUE, LLC,
a Utah limited liability company

By: [Signature]
Its: Manager

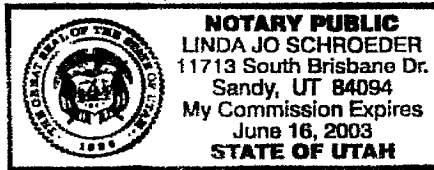
State of Utah)
) :ss
County of Salt Lake)

The foregoing instrument was acknowledged before me this 6 day of January, 2000, by Kevin B Hawkins as Manager of Amsource Z-Value, LLC, a Utah limited liability company.



[Signature]
Notary Public

State of Utah)
) :ss
County of Salt Lake)

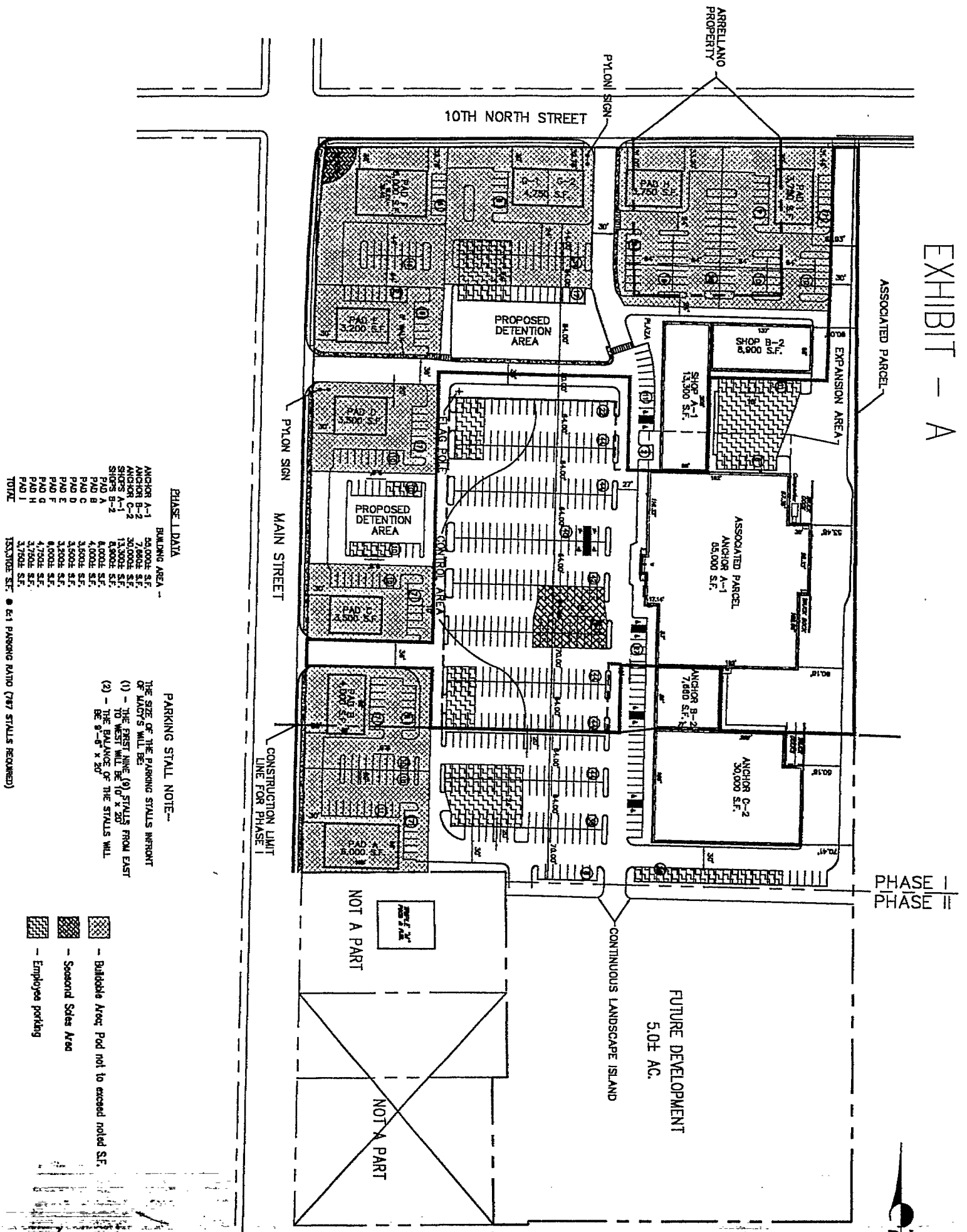


The foregoing instrument was acknowledged before me this 12 day of January, 2000, by Steve Miner as Vice President of Associated Food Stores, Inc., a Utah corporation.

[Signature]
Notary Public 11713 S. Brisbane Dr.
Sandy, UT 84094

EXHIBIT - A

EXHIBIT - A



PHASE I DATA

ANCHOR	AREA	SQ. FT.
ANCHOR A-1	BUILDING AREA	50,000
ANCHOR B-2	BUILDING AREA	7,000
ANCHOR C-2	BUILDING AREA	30,000
SHOP A-1	BUILDING AREA	13,000
SHOP B-2	BUILDING AREA	8,000
PAD A	PARKING	4,000
PAD B	PARKING	3,500
PAD C	PARKING	3,500
PAD D	PARKING	3,500
PAD E	PARKING	3,500
PAD F	PARKING	3,500
PAD G	PARKING	4,750
PAD H	PARKING	3,750
PAD I	PARKING	3,750
TOTAL	ISLANDER S.F.	153,000

PARKING STALL NOTE--
 THE SIZE OF THE PARKING STALLS IN FRONT OF VACYS WILL BE:
 (1) - THE FIRST NINE (9) STALLS FROM EAST TO WEST WILL BE 10' x 20'
 (2) - THE BALANCE OF THE STALLS WILL BE 9'-6" x 20'

- Buildable Area Pod not to exceed noted S.F.
- Seasonal Sales Area
- Employee parking

PROPOSED FLOOR PLAN
 SCALE: 1" = 50'
 ASB-C-20A

TOOELE TOWNE CENTER
 10TH NORTH AND MAIN STREET
 TOOELE, UTAH

Date	
Revision	

Amsource
 10 West 100 South
 Suite 710
 Salt Lake City, Utah 84101
 801-884-7000
 801-832-2108 fax

EXHIBIT "B"

The following described property is located in Tooele County, State of Utah:

PARCEL 1:

Beginning at a point 33 feet South 00°15'56" East (deed South) and 555.29 feet South 89°43'06" West from the Northeast corner of Section 21, Township 3 South, Range 4 West, Salt Lake Base and Meridian, to a point on the Southerly line of a County Road, said point also being the future center line of First East Street; thence South 89°43'06" West 122.71 feet, along the South line of said County Road to the Northeast corner of that property conveyed to Albert R. Arellano by that certain Real Estate Contract recorded April 15, 1987, as Entry No. 008249, in Book 254, at page 36 to 40 of Official Records; thence South 00°15'56" East 218 feet (deed South 218 feet more or less), along the East line of said Arellano property to its Southeast corner; thence South 89°43'06" West 200 feet (deed West 200 feet more or less), along the South line of said Arellano property to its Southwest corner; thence North 00°15'56" West 218 feet (deed North 218 feet more or less), along the West line of said Arellano property to its Northwest corner, said point also being on the South line of said County Road; thence South 89°43'06" West 128.50 feet (deed West 161.5 feet more or less), along the South line of said County Road to the Northeast corner of the property conveyed to H.E.B. Auto Supply, Inc. by deed recorded July 13, 1992, as Entry No. 018738, in Book 334, at page 417 of Official Records; thence South 00°15'56" East 330 feet (deed South 330 feet more or less), along the East line of said H.E.B. property and the East line of the property conveyed to Mantes Realty Co. by deed recorded March 23, 1971, as Entry No. 293080, in Book 101, at page 440 of Official Records, to the Southeast corner of said Mantes Realty property; thence South 89°43'06" West 288.48 feet (West 229 feet more or less) to the Southwest corner of said Mantes Realty property, said point also being on the East line of State Highway; thence South 01°23'48" West 678.21 feet (deed South 685.99 feet more or less), along the East line of said State Highway to the Northwest corner of that property conveyed to Triple M. Food & Fuel, Inc. by Deed recorded April 17, 1991, as Entry No. 040274, in Book 315, at page 301 of Official Records; thence North 89°38' East 275.16 feet along the North line of said Triple M. property; thence South 00°15'56" East 281 feet (deed South 281 feet more or less), along the East line of said Triple M. property and that property conveyed to Glenn G. Oscarson, et ux by deed recorded December 6, 1989, as Entry No. 030879, in Book 296, at page 767 of Official Records, to the Southeast corner of said Oscarson property; thence South 89°38' West 20 feet (deed West 20 feet more or less), along the South line of said Oscarson property to the Northeast corner of that property conveyed to Bruce T. Steadman, et al by deed recorded December 6, 1989, as Entry No. 030882, in Book 296, at page 774 of Official Records; thence South 00°15'56" East 200 feet (deed South 200 feet more or less), along the East line of said Steadman property to its Southeast corner, said point also being on the North line of that property conveyed to Sandra K. Aquirre by deed recorded May 14, 1990, as Entry No. 034153, in Book 303 at page 61 of Official Records; thence North 89°38' East 46.84 feet along the North line of said property to the Northeast corner, said point also being on the West line of the property conveyed to Jerome H. Pearlman and Faith

02-004-0-0051

Pearlman, Trustees of the Jerome H. Pearlman and Faith Pearlman Trust No. II, recorded September 13, 1991, as Entry No. 043221, in Book 321, at page 569 to 570 of Official Records; thence North $01^{\circ}03'32''$ East 4.51 feet to the Northeast corner of the said Pearlman property; thence South $89^{\circ}59'34''$ East 437.30 feet along the North line of said Pearlman property to the extended line of the First East Street; thence North $0^{\circ}30'17''$ East 1486.31 feet along the future center line of said First East Street to the point of beginning.

PARCEL 2:

02-004-0-0027 Commencing 61 rods West and 2 rods South of the Northeast corner of Section 21, Township 3 South, Range 4 West, Salt Lake Base and Meridian; and running thence South 8 rods; thence West 18 rods; thence North 8 rods; thence East 18 rods to the point of beginning.

PARCEL 3:

A parcel of land situated in the Northeast quarter of Northeast quarter of Section 21, Township 3 South, Range 4 West, Salt Lake Meridian, the boundaries of which are described as follows:

02-004-0-0028 Beginning at a point 61 rods West and 10 rods South of the Northeast corner of said Section 21 and running thence South 12 rods; thence West, to the East right of way line of the existing highway; thence North 90.6 feet along said right of way line to a point of tangency with a 2814.9 foot radius curve to the right; thence Northerly 106 feet, more or less, along the arc of said curve to the Northerly boundary line of said parcel of land; thence East to the point of beginning.

Exhibit "C"
to Memorandum of Lease

A part of the Northeast Quarter of Section 21, Township 3 South, Range 4 West, Salt Lake Base and Meridian, U.S. Survey, in Tooele County, Utah:

Beginning at a point 33 feet South 00°15'56" East along the Section Line and 555.29 feet South 89°43'06" West from the Northeast corner of said Section 21, to a point on the Southerly line of a County Road, said point also being the future centerline of First East Street; thence South 89°43'06" West 25.00 feet, along the South line of said County Road; thence South 0°30'17" West 333.98 feet; thence North 88°36'12" West 166.38 feet; thence South 1°23'48" West 130.48 feet; thence North 88°36'12" West 115.07 feet; thence North 1°23'48" East 125.15 feet; thence North 88°36'12" West 258.57 feet; thence South 1°23'48" West 370.18 feet; thence North 88°36'12" West 170.00 feet to a point on the East Line of the State Highway; thence South 01°23'48" West 36.00 feet along the East line of said State Highway; thence South 88°36'12" East 170.00 feet; thence South 1°23'48" West 80.58 feet; thence South 88°36'12" East 258.57 feet; thence North 1°23'48" East 92.61 feet; thence South 88°36'12" East 133.06 feet; thence South 1°23'48" West 68.68 feet; thence South 88°36'12" East 180.68 feet to the extended line of First East Street, thence North 0°30'17" East 802.93 feet along the future centerline of said First East Street to the point of beginning.

02-004-0-0039