

When Recorded, Return To:
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358 So. Rio Grande, Suite 200
Salt Lake City, Utah 84101

**SECOND AMENDMENT TO GRANT OF EASEMENTS,
DECLARATION OF RESTRICTIONS
AND COMMON FACILITIES MAINTENANCE AGREEMENT**

THIS SECOND AMENDMENT TO GRANT OF EASEMENTS, DECLARATION OF RESTRICTIONS AND COMMON FACILITIES MAINTENANCE AGREEMENT (this "Amendment") is made to be effective as of April 5, 2004 by **AMSOURCE Z-Value, LLC**, a Utah limited liability company ("**Declarant**").

WHEREAS, Declarant is the Declarant under that certain Grant of Easements, Declaration of Restrictions and Common Facilities Maintenance Agreement dated November 12, 1999 and recorded in the Tooele County, Utah Official Records as Entry No. 141401 in Book 0602 beginning at Page 0320, as previously amended (the "**Declaration**"), regarding the real property legally described on **Exhibit A**; and

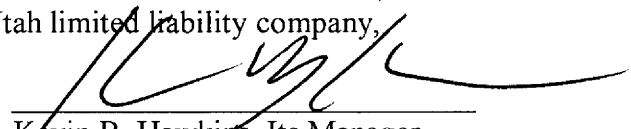
WHEREAS, Declarant desires to further amend the Declaration as set forth below;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant hereby amends the Declaration as follows:

1. Notwithstanding any provision of the Declaration to the contrary, the portion of the Shopping Center shown on the Site Plan attached to the original Declaration as Pads C and D, including the areas between and in the vicinity thereof, may be developed as generally shown on **Exhibit B** attached to this Amendment, including the construction of two buildings not to exceed a combined total floor area of 8,120 square feet; and said buildings may be up to twenty-three (23) feet in height.
2. Except as so amended, the Declaration shall remain as presently constituted.

IN WITNESS WHEREOF, the Declarant has duly executed this Amendment as of the day and year first above written.

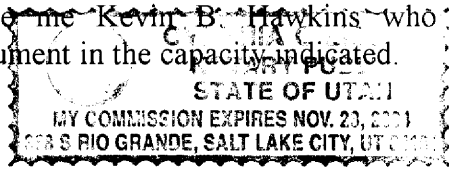
AMSOURCE Z-VALUE, LLC,
a Utah limited liability company,

By: 
Kevin B. Hawkins, Its Manager

STATE OF UTAH;
COUNTY OF SALT LAKE:

On April 9, 2004, personally appeared before me Kevin B. Hawkins who duly acknowledged to me that he executed the foregoing instrument in the capacity indicated.

[Signature]
NOTARY PUBLIC



APPROVED AND CONSENTED TO:

ASSOCIATED FOOD STORES, INC.,
a Utah corporation

By: [Signature]
Richard A. Parkinson, Its President

STATE OF UTAH;
COUNTY OF SALT LAKE:

On April 22, 2004, personally appeared before me Richard A. Parkinson who duly acknowledged to me that (s)he executed the foregoing instrument in the capacity indicated.

[Signature]
NOTARY PUBLIC



PROTECTIVE LIFE INSURANCE COMPANY,
a Tennessee corporation

By: [Signature]
Its: Vice President, Investments

STATE OF Alabama ;
COUNTY OF Jefferson :

On May 4, 2004, personally appeared before me Charles M. Prior who duly acknowledged to me that (s)he executed the foregoing instrument in the capacity indicated.

NOTARY PUBLIC: [Signature]
RESIDING AT: Birmingham, Alabama
MY COMMISSION EXPIRES: APRIL 2, 2006



Ent 223299 Bk 0945 Pg 0263

**EXHIBIT A
LEGAL DESCRIPTION**

Lot 2 of Tooele Towne Center No. 2,
a subdivision of Tooele City, according to
the plat thereof recorded in the office of
the Tooele County Recorder.

13-98-2

CHP

