

When recorded please return to:
DENIS R. MORRILL
Prince, Yeates & Geldzahler
Third Floor Mony Plaza
424 East Fifth South
Salt Lake City, Utah 84111

481

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FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
LAYTON HILLS MALL, DAVIS COUNTY, UTAH
553586

THIS FIRST AMENDMENT TO that certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, LAYTON HILLS MALL, DAVIS COUNTY, UTAH, (hereinafter referred to as the "Declaration") recorded as Entry No. 520506, in Book 749, at Page 347 of the records of the Davis County Recorder on January 17, 1979, is made this 8th day of November, 1979 by HOMCO INVESTMENT COMPANY, a Utah general partnership, Declarant under the above-described Declaration and Owner of each of the parcels described therein, pursuant to paragraph 23 of said Declaration.

The above-described Declaration is hereby amended as follows:

1. Delete the material on line 6 of paragraph 1.C. of page 2, beginning with the words "Initially, the southerly portion . . ." through the words "in the manner provided for herein." on line 18 of page 3.

2. Exhibit "A-1" attached hereto is hereby substituted for Exhibit "A" attached to the Declaration.

3. Exhibit "B-II-A" entitled "Dominant Parcel, Parcel A" attached hereto is hereby substituted for Section II A of Exhibit "B" attached to the Declaration.

4. Exhibit "B-II-B-5" entitled "Dominant Parcel, Common Access Roads, South Entrance Road" attached hereto is hereby substituted for Section II B 5 of Exhibit "B" attached to the Declaration.

5. Exhibit "B-II-B-6" entitled "Dominant Parcel, Common Access Roads, Ring Road" attached hereto is hereby substituted for Section II B 6 of Exhibit "B" attached to the Declaration.

6. Section II B 7 of Exhibit "B" entitled "Dominant Parcel, Common Access Roads, Future Road" is deleted in its entirety.

7. Exhibit "B-III-1" entitled "Subparcels, Subparcel B" attached hereto is hereby substituted for Section III-1 of Exhibit "B" attached to the Declaration.

25.50
New Plat
Recorded
481
806
9 10
DEC 20 1979
Martina
Platted
On Margin
Compared
Abstracted
Indexed
Entered
See Land 864-74
Supplement 1300-1085

8. Exhibit "B-III-2" entitled "Subparcels, Subparcel C" attached hereto is hereby substituted for Section III-2 of Exhibit "B" attached to the Declaration.

9. Except as expressly amended hereby, the provisions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, this First Amendment to Declaration of Covenants, Conditions and Restrictions, Layton Hills Mall, Davis County, Utah, has been executed the day and year first above written.

HOMCO INVESTMENT COMPANY, a Utah general partnership, Owner of all the described parcels covered by the Declaration:

By [Signature]
DAVID M. HORNE, Partner

By [Signature]
LAYTON P. OTT, Partner

By [Signature]
PAUL W. MENDENHALL, Partner

By [Signature]
ROBERT L. MENDENHALL, Partner

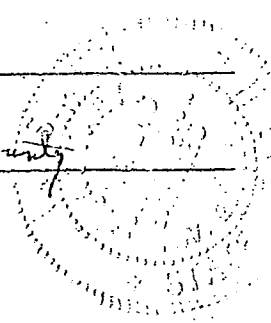
ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 8th day of November, 1979, personally appeared before me DAVID M. HORNE, LAYTON P. OTT, PAUL W. MENDENHALL and ROBERT L. MENDENHALL, all of the partners of HOMCO INVESTMENT COMPANY, the signers of the foregoing instrument, who each duly acknowledged to me that they executed the same for and on behalf of Homco Investment Company, a Utah general partnership.

My Commission Expires:
29 Nov 80

Vay Singer
Notary Public
Residing at Salt Lake County



First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah
APPROVED AND ACCEPTED BY:

THE EQUITABLE LIFE ASSURANCE SOCIETY OF
THE UNITED STATES, a New York Corporation,
as Mortgage Lender:

By D.C. Turnbull, III
D. C. TURNBULL, III
Its Vice President

ACKNOWLEDGMENT

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On the 19th day of November, 1979, personally appeared
before me D. C. TURNBULL, III, who by me duly sworn
did say that he is the Vice President of THE EQUITABLE LIFE
ASSURANCE SOCIETY OF THE UNITED STATES, a New York Corporation, and
that the foregoing instrument was signed on behalf of said corporation
by authority of its By-laws or by a resolution of its Board of Directors,
and said Vice President acknowledged to me that
said corporation executed the same.

My Commission Expires:

Walter F. Allen
Notary Public
Residing at WALTER F. ALLEN
Notary Public, State of New York
Qualified in Kings Co., N.Y. 24-5036600
Cert. Filed in New York County
Commission Expires March 30, 1980

First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

THE EQUITABLE LIFE MORTGAGE AND
REALTY INVESTORS, a Massachusetts
business trust, by its Trustees,
as Mortgage Lender:

By Barbara J. Sparling
Its BARBARA J. SPARLING
ASSISTANT VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF Massachusetts)
COUNTY OF Suffolk) ss.

On the 30th day of November, 1979, personally appeared
before me Barbara J. Sparling, who by me duly sworn did
day that she is the Asst. V.P. of THE EQUITABLE LIFE
MORTGAGE AND REALTY INVESTORS, a Massachusetts business trust, and
that the foregoing instrument was signed on behalf of said Trust by
authority of the Declaration of Trust, as amended, and of the Trustees
of said Trust, and said Barbara J. Sparling acknowledged to
me that she executed the same.

My Commission Expires:
5/8/81

Susan H. Bishop
Notary Public
Residing at Dorchester, Mass.

First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

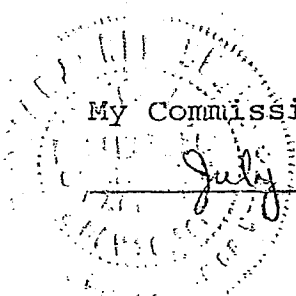
ZIONS COOPERATIVE MERCANTILE INSTITUTION, a
Corporation, as Tenant under a certain lease:

By Oakley S. Evans
Its President

ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 20th day of November, 1979, personally appeared
before me Oakley S. Evans, who by me duly sworn
did say that he is the President of ZIONS COOPERATIVE
MERCANTILE INSTITUTION, a Corporation, and that the foregoing instru-
ment was signed on behalf of said corporation by authority of its
By-laws or by a resolution of its Board of Directors, and said
Oakley S. Evans acknowledged to me that said corpora-
tion executed the same.



My Commission Expires:

July 30, 1981

Marjorie Beard
Notary Public

Residing at Salt Lake City, Utah

First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

THE RICHER DEPARTMENT STORE COMPANY, dba
AUERBACH'S, a Corporation, as Tenant
under a certain lease:

By Alvin Richer 12/13/79
Its President

ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 3rd day of December, 1979, personally appeared
before me Alvin Richer, who by me duly sworn
did say that he is the President of THE RICHER DEPART-
MENT STORE COMPANY, dba AUERBACH'S, a Corporation, and that the
foregoing instrument was signed on behalf of said corporation by
authority of its By-laws or by a resolution of its Board of Directors,
and said Alvin Richer acknowledged to me that said corpora-
tion executed the same.

My Commission Expires
10/13/81

Arnold Rich
Notary Public
Residing at Salt Lake City, UT

First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

SAFEWAY STORES INCORPORATED, a Maryland Corporation, as a necessary party to any amendment to said Declaration, pursuant to a Supplement to Declaration heretofore recorded:

By [Signature]
Its Assistant Vice President
By [Signature]
Its Assistant Secretary

(Corporate Seal)

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
COUNTY OF ALAMEDA) ss.

On the 13th day of December, A.D. 1979, personally appeared before me, PATRICK S. TOTMAN and RICHARD H. COSTELLO, who, being by me duly sworn, did say that they are, respectively, the Assistant Vice President and the Assistant Secretary of SAFEWAY STORES, INCORPORATED, and that the foregoing instrument was signed in behalf of said corporation by authority of resolution of its Board of Directors, and said PATRICK S. TOTMAN and RICHARD H. COSTELLO acknowledged to me that said corporation executed the same.

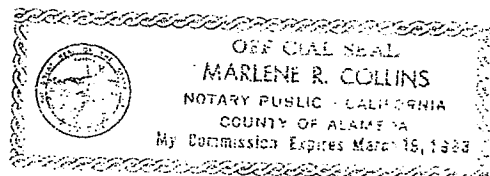
WITNESS my hand and official seal.

(Notarial Seal)

[Signature]
NOTARY PUBLIC in and for the County of Alameda, State of California.
My residence is Fremont, Ca.

My commission expires: 3/18/83

Utah Acknowledgement



First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

PAY N' SAVE CORPORATION, a Washington Corporation,
ERNST HOME CENTER DIVISION, as a necessary party
to any amendment to said Declaration, pursuant to
a Supplement to Declaration heretofore recorded:

By: [Signature] President
Attest: [Signature] Secretary

ACKNOWLEDGMENT

STATE OF WASHINGTON)
COUNTY OF King) ss.

On the 30 day of November, 1979, personally appeared
before me M Lambert Bear, who by me duly sworn
did say that he is the President of PAY N'SAVE CORPORA-
TION, a Washington Corporation, ERNST HOME CENTER DIVISION, and that
the foregoing instrument was signed on behalf of said corporation by
authority of its By-laws or by a resolution of its Board of Directors,
and said M Lambert Bear acknowledged to me
that said corporation executed the same.

My Commission Expires:

Apr. 2 1983

Katherine M Wallace
Notary Public
Residing at Seattle

First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

MERVYN'S, a California Corporation, as a necessary party to any amendment to said Declaration, pursuant to a Supplement to Declaration heretofore recorded:

By John F. Kilmartin
Its Chairman

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
COUNTY OF ALAMEDA) ss.

On the 20th day of NOVEMBER, 1979, personally appeared before me JOHN F. KILMARTIN, who by me duly sworn did say that he is the CHAIRMAN of MERVYN'S, a California Corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its By-laws or by a resolution of its Board of Directors, and said JOHN F. KILMARTIN

acknowledged to me that said corporation executed the same.

LOUIS W. BULFORD
NOTARY PUBLIC - CALIFORNIA
ALAMEDA COUNTY
My commission expires Mar. 23, 1981

My Commission Expires:

Louis W. Bulford
Notary Public
Residing at San Jose, Calif

First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

Trust Deed Beneficiary:

Eva L. Whitesides
Eva L. Whitesides, a widow

ACKNOWLEDGMENT

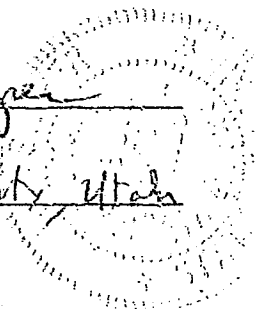
STATE OF UTAH)
) ss.
COUNTY OF DAVIS)

On the 11th day of Dec., 1979, personally appeared before me EVA L. WHITESIDES, a widow, who duly sworn by me did say that she is a Trust Deed Beneficiary under a Trust Deed dated August 26, 1977, and recorded September 20, 1977, as Entry No. 473313 in Book 669 at Page 384 of the Official Records of Davis County, the lien of which Trust Deed covers portions of the property described in the Declaration to which this Amendment is made, and who duly acknowledged to me that she executed the same.

My Commission Expires:

29 Mar. 80

Vay Simpson
Notary Public
Residing at Salt Lake County, Utah



First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

Trust Deed Beneficiary:

Dent A. Whitesides
Dent A. Whitesides

Marjorie M. Whitesides
Marjorie M. Whitesides, his wife

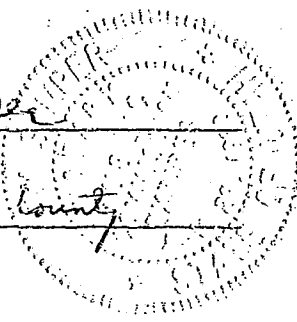
ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
COUNTY OF DAVIS)

On the 26th day of November, 1979, personally appeared before me DENT A. WHITESIDES and MARJORIE M. WHITESIDES, his wife, who by me duly sworn did say that they are Trust Deed Beneficiaries under a Trust Deed dated August 26, 1977, and recorded September 20, 1977, as Entry No. 473313 in Book 669 at Page 384 of the Official Records of Davis County, the lien of which Trust Deed covers portions of the property described in the Declaration to which this Amendment is made, and who duly acknowledged to me that they executed the same.

My Commission Expires:
29 Nov. 80

Gay Singer
Notary Public
Residing at Salt Lake County



First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

Trust Deed Beneficiary:

Marion W. Brailsford
Marion W. Brailsford

Kenneth P. Brailsford
Kenneth P. Brailsford, her husband

ACKNOWLEDGMENT

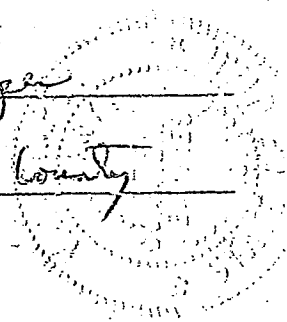
STATE OF UTAH)
) ss.
COUNTY OF DAVIS)

On the 26th day of November, 1979, personally appeared before me MARIAN W. BRAILSFORD and KENNETH P. BRAILSFORD, her husband, who duly sworn by me did say that they are Trust Deed Beneficiaries under a Trust Deed dated August 26, 1977, and recorded September 20, 1977, as Entry No. 473313 in Book 669 at Page 384 of the Official Records of Davis County, the lien of which Trust Deed covers portions of the property described in the Declaration to which this Amendment is made, and who duly acknowledged to me that they executed the same.

My Commission Expires:

29 Nov 80

Vary Simjes
Notary Public
Residing at Salt Lake County



First Amendment to Declaration of Covenants, Conditions and Restrictions,
Layton Hills Mall, Davis County, Utah

APPROVED AND ACCEPTED BY:

Trust Deed Beneficiary:

Stilson A. Whitesides
Stilson A. Whitesides

Louise D. Whitesides
Louise D. Whitesides, his wife

ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
COUNTY OF DAVIS)

On the _____ day of _____, 1979, personally appeared before me STILSON A. WHITESIDES and LOUISE D. WHITESIDES, his wife, who duly sworn by me did say that they are Trust Deed Beneficiaries under a Trust Deed dated August 26, 1977, and recorded September 20, 1977, as Entry No. 473313 in Book 669 at Page 384 of the Official Records of Davis County, the lien of which Trust Deed covers portions of the property described in the Declaration to which this Amendment is made, and who duly acknowledged to me that they executed the same.

My Commission Expires: _____

Notary Public _____

Residing at _____

TO 1944 CA (8-74)

(Individual)

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.
NOVEMBER 16, 1979

On _____ before me, the undersigned, a Notary Public in and for said State, personally appeared STILSON A. WHITESIDES AND LOUISE D. WHITESIDES

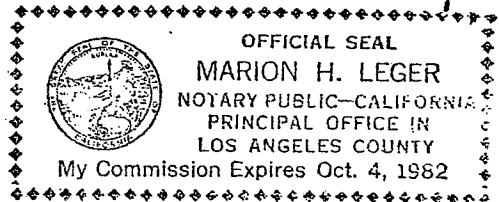
_____, known to me to be the person S whose name S ARE subscribed to the within instrument and acknowledged that THEY executed the same.

WITNESS my hand and official seal.

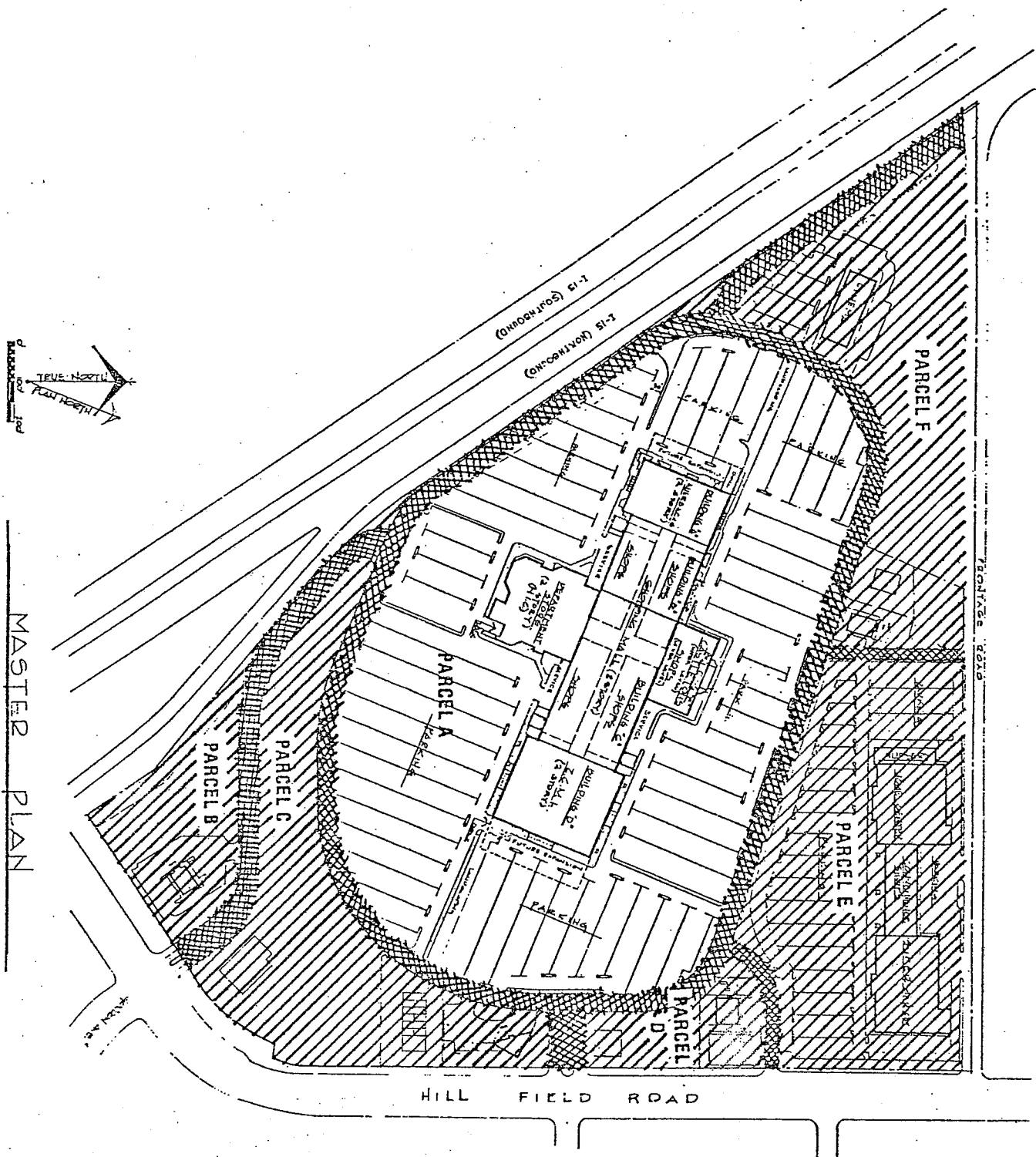
Signature Marion H. Leger
MARION H. LEGER



STAPLE HERE



(This area for official notarial seal)



MASTER PLAN

MASTER PLAN
LAYTON HILLS MALL
 LAYTON UTAH

DEVELOPED BY
HFC/O
 Investment Company

HOLLAND & PASKER
 ARCHITECTS AIA
 121 EAST 2000 SOUTH SALT LAKE CITY, UTAH

DESIGNED BY
Home Construction Corporation

ORDAL ASSOCIATES INC.
 PLANNING & DEVELOPMENT CONSULTANTS
 200 E. 2000 SOUTH SALT LAKE CITY, UTAH

EXHIBIT "B-II-A"

II. DOMINANT PARCEL

A. PARCEL A

Beginning at a point that is South 0° 09' 50" West 807.779 feet from the center of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian; said point is on the South right-of-way of a proposed road; thence North 75° 09' 32" West 219.279 feet to a point of a 248.764 foot radius curve to the left (bearing to center of curve bears South 14° 50' 28" West); thence Southwesterly along the arc of said curve 370.930 feet to a point of tangency; thence South 19° 24' 28" West 130.768 feet to a point of a 270.118 foot radius curve to the left (bearing to center of curve bears South 70° 35' 32" East); thence Southwesterly along the arc of said curve 256.279 feet to a point of tangency; thence South 34° 57' 09" East 113.733 feet to a point of a 2932.591 foot radius curve to the left (bearing to the center of curve bears North 55° 02' 51" East); thence Southeasterly along the arc of said curve 198.435 feet to a point of tangency; thence South 38° 49' 46" East 361.890 feet to a point of a 253.481 foot radius curve to the left (bearing to center of curve bears North 51° 10' 14" East); thence Southeasterly along the arc of said curve 140.521 feet to a point of tangency; thence South 70° 35' 32" East 311.00 feet to a point of a 543 foot radius curve to the left (bearing to center of curve bears North 19° 24' 28" East); thence Northeasterly along the arc of said curve 282.803 feet to a point of tangency; thence North 79° 34' 02" East 106.622 feet to a point of a 468 foot radius curve to the left (bearing to center of curve bears North 10° 25' 58" West); thence Northeasterly along the arc of said curve 648.809 feet to a point of tangency; thence North 0° 08' 08" East 324.891 feet to a point of a 159.484 foot radius curve to the left (bearing to center of curve bears North 89° 51' 52" West); thence Northwesterly along the arc of said curve 209.584 feet to a point of tangency; thence North 75° 09' 32" West 979.006 feet to a point of beginning.

EXHIBIT "B-II-B-5"

II. DOMINANT PARCEL

496

B. COMMON ACCESS ROADS

5. South Entrance Road

Beginning at a point that is South $89^{\circ} 54' 50''$ West 1591.92 feet along the section line and North 247.03 feet from the Southeast Corner of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian; said point being on the point of intersection of the Northerly right of way line of Hill Field Road and the Easterly right of way line of the South Entrance Road; thence North $33^{\circ} 42' 01''$ West 86.722 feet to a point of curvature; thence Northwesterly 198.945 feet along the arc of a 202.465 foot radius curve to the left to a point of tangency; thence West 314.086 feet to a point of curvature; thence Westerly 325.734 feet along the arc of a 470.00 foot radius curve to the right to a point of tangency; thence North $50^{\circ} 17' 28''$ West 228.924 feet to a point of curvature; thence Northerly 41.523 feet along the arc of a 52.791 foot radius curve to the right to the intersection of the Easterly right of way line of the South Entrance Road and the Ring Road; thence North $70^{\circ} 35' 32''$ West 29.813 feet to a point of curvature; thence Northwesterly 22.829 feet along the arc of a 297.481 foot radius curve to the right to the point of intersection of the Ring Road and the Westerly right of way line of the South Entrance Road; thence Southerly 103.766 feet along the arc of a 102.791 foot radius curve to the left to a point of tangency; thence South $50^{\circ} 17' 28''$ East 228.924 feet to a point of curvature; thence Southeasterly 360.386 feet along the arc of a 520 foot radius curve to the left; thence East 314.086 feet to a point of curvature; thence Southeasterly 105.667 feet along the arc of a 107.536 foot radius curve to the right; thence South $33^{\circ} 42' 01''$ East 124.101 feet to a point of intersection of the Northerly right of way line of Hill Field Road and the Westerly right of way line of the South Entrance Road; thence North $56^{\circ} 17' 59''$ East 70.00 feet to the point of beginning.

EXHIBIT "B-II-B-6"

497

II. DOMINANT PARCEL

B. COMMON ACCESS ROADS

6. Ring Road

The Layton Hills Mall Ring Road is described as that 44.0 foot strip of property lying between and bounded by the two following described lines:

NUMBER 1.

Beginning at a point that is South $0^{\circ} 09' 50''$ West 762.295 feet from the Center of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian; said point is on the North right-of-way of a proposed road; thence North $75^{\circ} 09' 32''$ West 207.754 feet to a point of a 292.764 foot radius curve to the left (bearing to center of curve bears South $14^{\circ} 50' 28''$ West); thence Southwesterly along the arc of said curve 436.538 feet to a point of tangency; thence South $19^{\circ} 24' 28''$ West 130.768 feet to a point of a 314.118 foot radius curve to the left (bearing to center of curve bears South $70^{\circ} 35' 32''$ East); thence Southwesterly along the arc of said curve 298.025 feet to a point of tangency; thence South $34^{\circ} 57' 09''$ East 113.733 feet to a point of a 2976.591 foot radius curve to the left (bearing to the center of curve bears North $55^{\circ} 02' 51''$ East); thence Southeasterly along the arc of said curve 201.412 feet to a point of tangency; thence South $38^{\circ} 49' 46''$ East 361.890 feet to a point of a 297.481 foot radius curve to the left (bearing to center of curve bears North $51^{\circ} 10' 14''$ East); thence Southeasterly along the arc of said curve 164.913 feet to a point of tangency; thence South $70^{\circ} 35' 32''$ East 311.00 feet to a point of a 587.00 foot radius curve to the left (bearing to center of curve bears North $19^{\circ} 24' 28''$ East); thence Northeasterly along the arc of said curve 305.719 feet to a point of tangency; thence North $79^{\circ} 34' 02''$ East 106.622 feet to a point on a 512.00 foot radius curve to the left (bearing to center of curve bears North $10^{\circ} 25' 58''$ West); thence Northeasterly along the arc of said curve 709.808 feet to a point of tangency; thence north $0^{\circ} 08' 08''$ East 324.891 feet to a point of a 203.484 foot radius curve to the left (bearing to center of curve bears North $89^{\circ} 51' 52''$ West); thence Northwesterly along the arc of said curve 267.406 feet to a point of tangency; thence North $75^{\circ} 09' 32''$ West 990.347 feet to the point of beginning.

EXHIBIT "B-II-B-6"

- II. DOMINANT PARCEL
 - B. COMMON ACCESS ROADS
 - 6. Ring Road (CONTINUED)
 - NUMBER 2

Beginning at a point that is South 0° 09' 50" West 807.779 feet from the Center of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian; said point is on the South right-of-way of a proposed road; thence North 75° 09' 32" West 219.279 feet to a point of a 248.764 foot radius curve to the left (bearing to center of curve bears South 14° 50' 28" West); thence Southwesterly along the arc of said curve 370.930 feet to a point of tangency; thence South 19° 24' 28" West 130.768 feet to a point on a 270.118 foot radius curve to the left (bearing to center of curve bears South 70° 35' 32" East); thence Southwesterly along the arc of said curve 256.279 feet to a point of tangency; thence South 34° 57' 09" East 113.733 feet to a point of a 2932.591 foot radius curve to the left (bearing to the center of curve bears North 55° 02' 51" East); thence Southeasterly along the arc of said curve 198.435 feet to a point of tangency; thence South 38° 49' 46" East 361.890 feet to a point of a 253.481 foot radius curve to the left (bearing to center of curve bears North 51° 10' 14" East); thence Southeasterly along the arc of said curve 140.521 feet to a point of tangency; thence South 70° 35' 32" East 311.00 feet to a point of a 543 foot radius curve to the left (bearing to center of curve bears North 19° 24' 28" East); thence Northeasterly along the arc of said curve 282.803 feet to a point of tangency; thence North 79° 34' 02" East 106.622 feet to a point of a 468 foot radius curve to the left (bearing to center of curve bears North 10° 25' 58" West); thence Northeasterly along the arc of said curve 648.809 feet to a point of tangency; thence North 0° 08' 08" East 324.891 feet to a point of a 159.484 foot radius curve to the left (bearing to center of curve bears North 89° 51' 52" West); thence Northwesterly along the arc of said curve 209.584 feet to a point of tangency; thence North 75° 09' 32" West 979.006 feet to a point of beginning.

Layton Hills Mall
1st Amendment to CCRs (#6, continued)

EXHIBIT "B-III-1"

III. SUBPARCELS

1. Subparcel B

Beginning at a point on the Northwesterly right-of-way line of Hill Field Road where it is intersected by the Southwesterly line of the South entrance road into the Layton Hills Mall, said point bears North 78° 02' 29" East 1012.358 feet from the South One Quarter Corner of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian; thence South 56° 17' 59" West 385.449 feet; thence North 34° 49' West 201.836 feet; thence North 50° 17' 28" West 600.130 feet to a point on a 1085.92 foot radius curve to the right whose radius point bears North 39° 27' 30" East; thence Northwesterly along the arc of said curve 264.387 feet; thence North 38° 47' 31" West 552.882 feet; thence North 34° 57' 09" West 1195.886 feet; thence North 89° 54' 50" East 9.750 feet to the Southwesterly right-of-way line of the Northwest entrance road into the Layton Hills Mall; thence South 34° 57' 09" East 718.965 feet to the point of a 124.00 foot radius curve to the left whose radius point bears North 55° 02' 51" East; thence Southeasterly along the arc of said curve 108.908 feet to a point on a 314.118 foot radius curve to the left whose radius point bears North 87° 04' 54" East; thence Southerly along the arc of said curve 175.624 feet; thence South 34° 57' 09" East 113.733 feet to the point of a 2976.591 foot radius curve to the left whose radius point bears North 55° 02' 51" East; thence Southeasterly along the arc of said curve 201.412 feet; thence South 38° 49' 46" East 361.890 feet to the point of a 297.481 foot radius curve to the left whose radius point bears North 51° 10' 14" East; thence Southeasterly along the arc of said curve 142.084 feet to the point of a 102.791 foot radius curve to the left whose radius point bears South 82° 27' 05" East; thence Southerly along the arc of said curve 103.766 feet; thence South 50° 17' 28" East 228.924 feet to the point of a 520.00 foot radius curve to the left whose radius point bears North 39° 42' 32" East; thence Easterly along the arc of said curve 360.386 feet; thence East 314.086 feet to the point of a 107.536 foot radius curve to the right whose radius point bears South; thence Southeasterly along the arc of said curve 105.667 feet; thence South 33° 42' 01" East 124.101 feet to the point of beginning.

III. SUBPARCELS

2. Subparcel C

Beginning at a point that is South 89° 54' 50" West 1591.92 feet along the section line and North 247.03 feet from the Southeast Corner of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian; said point being on the point of intersection of the Northerly right of way line of Hill Field Road and the Easterly right of way line of the South Entrance Road; thence North 33° 42' 01" West 86.722 feet to a point of curvature on a 202.465 foot radius curve to the left, whose radius point bears South 56° 17' 59" West; thence Northwesterly 198.945 feet along the arc of said curve to a point of tangency; thence West 314.086 feet to a point of curvature on a 470.00 foot radius curve to the right, whose radius point bears North; thence Westerly along the arc of said curve 325.734 feet to a point of tangency; thence North 50° 17' 28" West 228.924 feet to a point of curvature on a 52.791 foot radius curve to the right, whose radius point bears North 39° 42' 32" East; thence Northerly along the arc of said curve 41.523 feet to the intersection of the South Entrance Road and the Ring Road; thence South 70° 35' 32" East 281.197 feet to a point of curvature on a 587.00 foot radius curve to the left, whose radius point bears North 19° 24' 28" East; thence Easterly along the arc of said curve 305.719 feet to a point of tangency; thence North 79° 34' 02" East 106.622 feet to a point of curvature on a 512.00 foot radius curve to the left, whose radius point bears North 10° 25' 58" West; thence Northeasterly along the arc of said curve 709.808 feet to a point of tangency; thence North 00° 08' 08" East 46.882 feet to a point of intersection of the Ring Road and the East Entrance Road; thence South 89° 51' 52" East 158.019 feet to a point of intersection of the South line of the East Entrance Road and the West right of way line of Hill Field Road; thence South 00° 08' 08" West 649.393 feet along the right of way line of Hill Field Road to a point of intersection with a 453.901 foot radius right of way curve from the Southwest, whose radius point bears North 76° 50' 37" West; thence Southwesterly along the arc of said curve 54.532 feet; thence South 88° 43' 02" West 36.619 feet to a point of intersection with a 420.00 foot radius right of way curve from the Southwest, whose radius point bears North 68° 42' 41" West; thence 252.481 feet along the arc of said curve to a point of tangency; thence South 56° 17' 59" West 15.002 feet to the point of beginning.