

RETURNED

DEC 13 1989

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When Recorded Return to:
David K. Broadbent, Esq.
Prince, Yeates & Geldzahler
City Centre I, Suite 900
175 East 400 South
Salt Lake City, Utah 84111

E# 877657 BK 1327 PG 445
CAROL DEAN PAGE, DAVIS CNTY RECORDER
1989 DEC 13 9:44 AM FEE 26.50 DEP REC
REC'D FOR SECURITY TITLE COMPANY

10-030-0071, 0051, 0050, 0068
0069, 0049, 0054, 0055,
0052,

also

SECURITY TITLE CO.

Order No. 92284

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

10-029-0050, 0051

THIS THIRD AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS dated December 11, 1989, amends that certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, LAYTON HILLS MALL, DAVIS COUNTY, UTAH, dated January 12, 1979, and recorded January 17, 1979, as Entry No. 520506, in Book 749, at Page 347, of the official records of Davis County, Utah, as previously amended by that certain FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, dated November 8, 1979, and recorded December 20, 1979, as Entry No. 553586, in Book 806, at Page 481 of said official records, and by that certain SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, dated February 25, 1981, and recorded April 16, 1981, as Entry No. 590247, in Book 864, at Page 94, of said official records (herein collectively called the "Declaration"), and is made by Layton Hills Mall Associates, a Utah limited partnership, which is the Owner of certain of the parcels covered by the Declaration, by Layton Hills Convenience Center Associates, a Utah limited partnership, which is the owner of the rest of the parcels covered by the Declaration, and by each of the parties which paragraphs 13 and 23 of the Declaration require to execute and acknowledge this Third Amendment. The real property which is the subject of the Declaration and this Third Amendment is more particularly described on Exhibit "1" attached hereto and by this reference made a part hereof.

WITNESSETH:

The Declaration is hereby amended as follows:

1. Exhibit "A-1" entitled "Site Plan (1989 Revision)" attached hereto is hereby substituted for the Exhibit "A-1" heretofore applicable under the Declaration.

2. Exhibit "B-II-B-5" entitled "Dominant Parcel, Common Access Roads, South Entrance Road (1989 Revision)" attached hereto is hereby substituted for Section II-B-5 of Exhibit "B" heretofore applicable under the Declaration.

Provided by Davis County Recorder
This is not an official copy

LAYTON HILLS CONVENIENCE CENTER ASSOCIATES, a Utah limited partnership, owner of certain of the described parcels covered by the Declaration:

By CLARK FINANCIAL CORPORATION, a Utah corporation, general partner

By Spence Clark
Its President

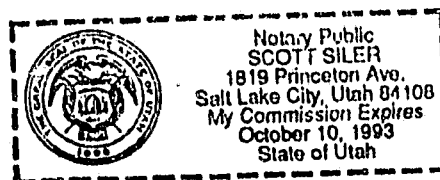
STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

On the 8 day of December 1989, personally appeared before me Spence Clark, who being by me duly sworn, did say that he is the President of Clark Financial Corporation, a corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Bylaws or a resolution of its Board of Directors, and said Spence Clark acknowledged to me that said corporation executed the same in its capacity as general partner in Layton Hills Convenience Center Associates, a Utah limited partnership.

Scott Siler
NOTARY PUBLIC
Residing at: Salt Lake City

My Commission Expires:
October 10, 1993

7663b
100289



THIRD 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 Mortgagee:

By [Signature]
Its Investment Officer

ok -
als

STATE OF ILLINOIS)
 : ss.
COUNTY OF COOK)

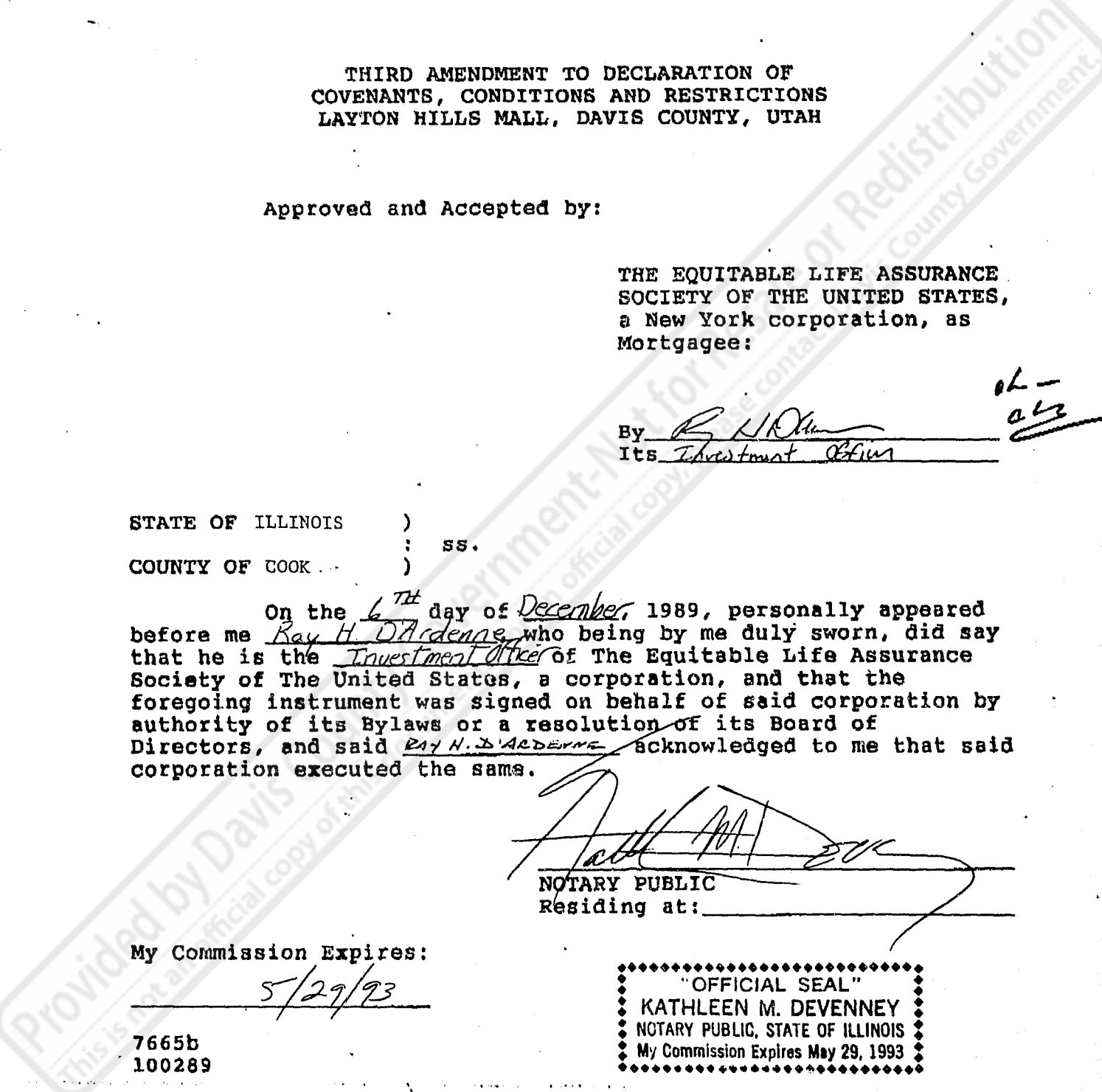
On the 6TH day of December, 1989, personally appeared before me Ray H. D'Ardenne, who being by me duly sworn, did say that he is the Investment Officer of The Equitable Life Assurance Society of The United States, a corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Bylaws or a resolution of its Board of Directors, and said RAY H. D'ARDENNE acknowledged to me that said corporation executed the same.

[Signature]
NOTARY PUBLIC
Residing at: _____

My Commission Expires:
5/29/93

7665b
100289

.....
"OFFICIAL SEAL"
KATHLEEN M. DEVENNEY
NOTARY PUBLIC, STATE OF ILLINOIS
My Commission Expires May 29, 1993
.....



THIRD 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 *[Signature]*
Its VICE PRESIDENT

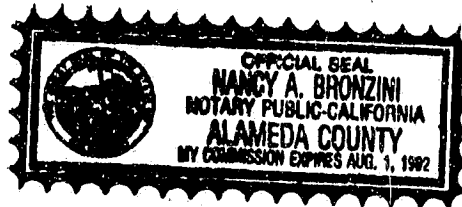
STATE OF CALIFORNIA)
 : ss.
COUNTY OF ALAMEDA)

On the 20th day of November, 1989, personally appeared before me Dennis M. Connors, who being by me duly sworn, did say that he is the VICE PRESIDENT of Mervyn's, a corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Bylaws or a resolution of its Board of Directors, and said he acknowledged to me that said corporation executed the same.

Nancy A. Bronzini
NOTARY PUBLIC
Residing at: Hayward, CA
(Alameda County)

My Commission Expires:
8-1-92

7665b
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THIRD AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS LAYTON HILLS MALL, DAVIS COUNTY, UTAH

Approved and Accepted by:

ALLIED STORES CORPORATION, as a necessary party to any amendment to said Declaration, pursuant to a supplement to Declaration hereto recorded:

By [Signature]
Its Sr. Vice President

STATE OF King C.N.)
Washington) : ss.
COUNTY OF King)

On the 6th day of Nov., 1989, personally appeared before me Wilbur J. Fix, who being by me duly sworn, did say that he is the Sr. Vice President of Allied Stores Corporation, a corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Bylaws or a resolution of its Board of Directors, and said _____ acknowledged to me that said corporation executed the same.



Christine J. Humenuk
NOTARY PUBLIC
Residing at: Seattle, Washington

My Commission Expires 8/1/93

7665b
100289

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

E# 877657 BK 1327 PG 454

Approved and Accepted by:

FIRST SECURITY MORTGAGE
COMPANY, a Utah corporation,
as successor by merger to
First Security Financial, as
Trust Deed Beneficiary:

BY Richard P. Dunlap
Its VICE PRESIDENT

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

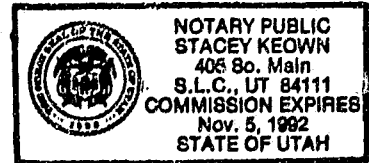
On the 1st day of Dec., 1989, personally appeared
before me Richard P. Dunlap, who being by me duly sworn, did say
that he is the Vice President of First Security Mortgage
Company, a corporation, and that the foregoing instrument was
signed on behalf of said corporation by authority of its Bylaws
or a resolution of its Board of Directors, and said
Richard P. Dunlap acknowledged to me that said corporation
executed the same.

Stacey Keown
NOTARY PUBLIC
Residing at: S.L.C., Utah

My Commission Expires:

11-5-92

7831b
112989



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

Approved and Accepted by:

OGDEN FIRST FEDERAL SAVINGS
AND LOAN ASSOCIATION, as Trust
Deed Beneficiary:

By Steve Rackham
Its Vice President

STATE OF UTAH)
): ss.
COUNTY OF WEBER)

On the 29th day of November, 1989, personally appeared before me Steve L. Rackham, who being by me duly sworn, did say that he is the Vice President of Ogden First Federal Savings and Loan Association, a corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Bylaws or a resolution of its Board of Directors, and said Steve L. Rackham acknowledged to me that said corporation executed the same.



Mary L. Simpson

NOTARY PUBLIC
Residing at: Hooper, Utah

My Commission Expires:
March 2, 1993

7830b
112889

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

Approved and Accepted by:

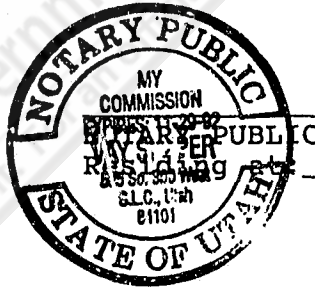
LAYTON P. OTT, as Trust Deed
Beneficiary:

Layton P. Ott

Layton P. Ott

STATE OF Utah)
 : ss.
COUNTY OF Salt Lake)

On this 6th day of December, 1989, personally
appeared before me Layton P. Ott, the signer of the foregoing
instrument, who duly acknowledged to me that he executed the same.



Vay Singer

Salt Lake County

My Commission Expires:

29 Nov 92

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EXHIBIT "1"

Legal Description of Entire Parcel

Beginning at a point that is South 89°54'50" West 1371.679 feet and North 0°08'08" East 501.129 feet from the Southeast Corner of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian; said point being on the West right-of-way line of the Hillfield Road (400 West); thence North 0°08'08" East 1647.867 feet along said West right-of-way line; thence South 89°54'50" West 2394.474 feet to the Interstate 15 right-of-way fence; thence South 34°57'09" East 1195.886 feet; thence South 38°47'31" East 552.882 feet to a point of a 1085.92 foot radius curve to the left (bearing to center of curve bears North 53°24'29" East); thence Southeasterly along the arc of said curve 264.387 feet; thence South 50°17'28" East 600.130 feet; thence South 34°49'00" East 201.836 feet; thence North 56°17'59" East 470.449 feet to a Department of Transportation right-of-way marker which represents a point of a 420.00 foot radius curve to the left (bearing to center of curve bears North 33°42'01" West); thence Northeasterly 252.481 feet along the arc of said curve; thence North 88°43'02" East 36.619 feet to a point of a 453.901 foot radius curve to the left (bearing to the center of curve bears North 69°57'36" West); thence Northeasterly 54.532 feet along the arc of said curve to the point of beginning.

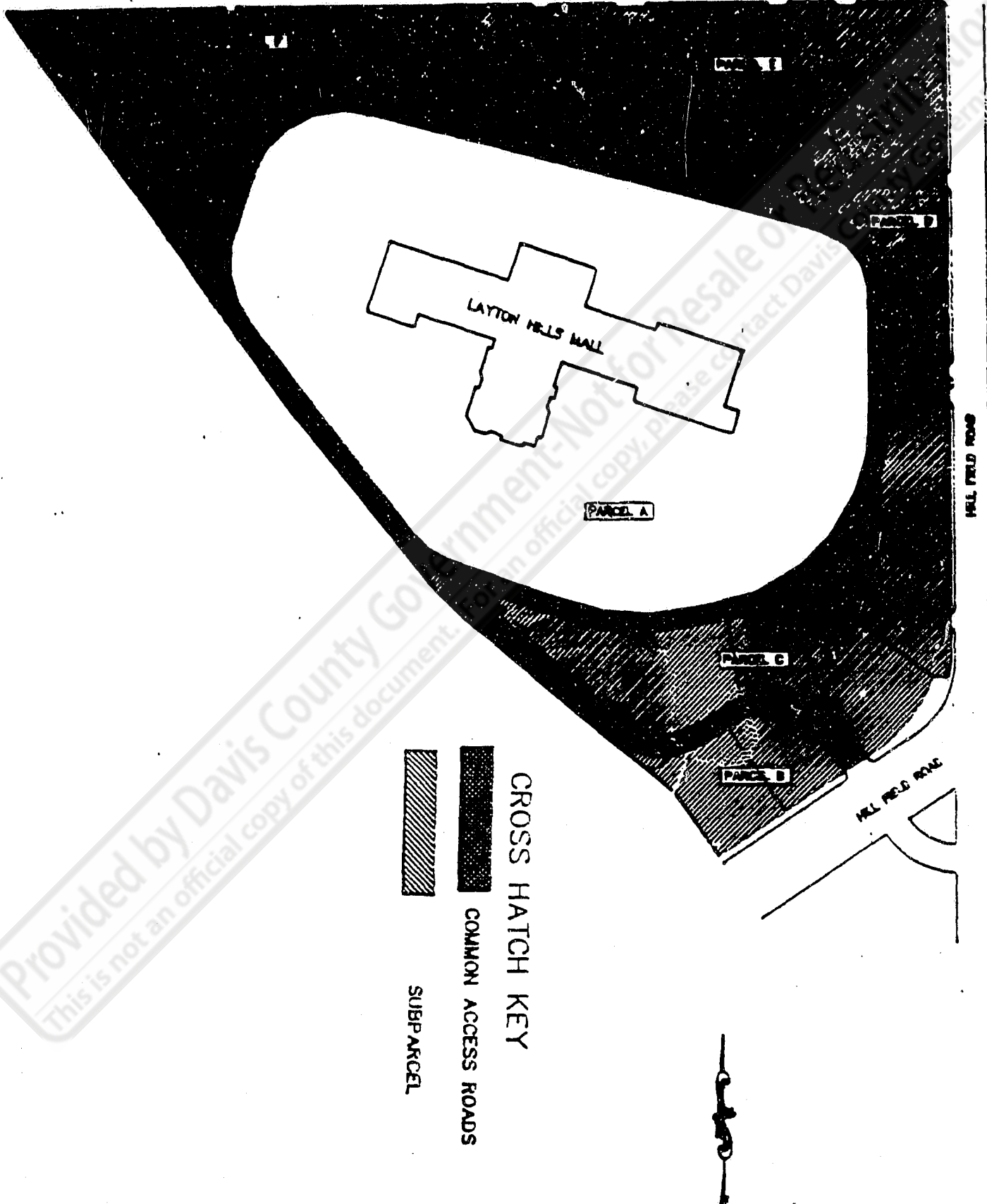
— RECORDER'S MEMO —
 LEGIBILITY OF TYPING OR PRINTING
 UNSATISFACTORY IN THE DOCUMENT
 WHEN RECEIVED

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EXHIBIT A-1

SITE PLAN (1989 Revision)

E# 877657 BK 1327 PG 460



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EXHIBIT B-II-B-5

II DOMINANT PARCEL
B. COMMON ACCESS ROADS
5. SOUTH ENTRANCE ROAD
(1989 Revision)

E# 877657 BK 1327 PG 461

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; 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 58.688 feet to a point of curvature on a 132.543 foot radius curve to the left, whose radius point bears South; thence Southwesterly along the arc of said curve 77.959 feet to a point of tangency; thence South 56°17'59" West 104.675 feet to a point of curvature on a 149.989 foot radius curve to the right, whose radius point bears North 33°42'01" West; thence Northwesterly 192.171 feet along the arc of said curve to a point of tangency; thence North 50°17'28" West 509.700 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°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°17'28" East 509.700 feet to a point of curvature; thence Southeasterly 256.233 feet along the arc of a 199.989 foot radius curve to the left; thence North 56°17'59" East 104.675 feet to a point of curvature; thence Northeasterly 48.550 feet along the arc of 82.543 foot radius curve to the right to a point of tangency; thence East 58.688 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°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°17'59" East 70.00 feet to the point of beginning. 1.555 Acres.

Exhibit "B-III-1"

SUBPARCELS, SUBPARCEL B (1989 Revision)

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 being 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 509.700 feet to a point of curvature; thence Southeasterly 256.233 feet along the arc of a 199.989 foot radius curve to the left; thence North 56°17'59" East 104.675 feet to a point of curvature; thence Northeasterly 48.550 feet along the arc of 82.543 foot radius curve to the right to a point of tangency; thence East 58.688 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°42'01" East 124.101 feet to the point of beginning.

EXHIBIT "B-III-2"

SUBPARCELS, SUBPARCEL C (1989 Revision)

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 58.688 feet to a point of curvature on a 132.543 foot radius curve to the right, whose radius point bears South; thence Southwesterly along the arc of said curve 77.959 feet to a point of tangency; thence South 56°17'59" West 104.675 feet to a point of curvature on a 149.989 foot radius curve to the right, whose radius point bears North 33°42'01" West, thence Northwesterly 192.171 feet along the arc of said curve to a point of tangency; thence North 50°17'28" West 509.700 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.

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