



W1944878

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Recordation Requested by
and
After recordation return to:

Fred Meyer Stores, Inc.
PO Box 42121
Portland, Oregon 97242
Attn: M. Flanagan 04002/23C

**AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS
RESTRICTIONS AND EASEMENTS
(Ogden, Utah)**

This AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS (the "Amendment") is made and entered into as of the 22nd day of May, 2003, by FRED MEYER STORES, INC., successor in interest to Grand Central, Inc., a Utah corporation ("Fred Meyer"), SALT LAKE EXCHANGE ACCOMMODATIONS 43, L.L.C., a Utah limited liability company, and CARL KARCHER ENTERPRISES, INC., a California corporation, all as Owners with respect to that certain Declaration Of Covenants, Conditions, Restrictions and Easements dated April 5, 1995, and recorded on April 14, 1995 in the Official Records of the County of Weber, State of Utah at Book 1753, Page 1004, Entry#1340858 (the "Declaration"), covering certain real property in Ogden, Utah, which is more specifically described on the Exhibit 1 as it is attached to the Declaration as recorded.

#104881

NOW, THEREFORE, for value received, the parties agree to the following:

1. Incorporation of and into Declaration; Definitions.

The Declaration is hereby incorporated into this Amendment by this reference in its entirety, and this Amendment is hereby incorporated into and made part of the Declaration. All capitalized terms not otherwise defined herein shall have the meaning stated in the Declaration.

2. Amendment to Declaration Legal Description.

The Declaration is hereby amended to change the legal description of the property upon which the Declaration is binding as follows: (a) the legal description which was attached to the Declaration at the time it was originally recorded is deleted in its entirety and the attached Exhibit A is hereby substituted as the legal description upon which the Declaration applies; and (b) the Site Plan/Drawing which was attached to the Declaration at the time it was originally recorded is hereby deleted in its entirety and replaced by that Site Plan/Drawing as shown on the attached Exhibit B. The new legal description and site plan drawing are pursuant to that resubdivision of Ogden Fred Meyer Subdivision recorded at Book 57, Page 8 and Entry #1890941 of the official records of Weber County, Utah.

ES 1944878 BK2380 PG2028
BOUG CROFTS, WEBER COUNTY RECORDER
03-JUN-03 9:16 AM FEE \$31.00 DEP JPM
REC FOR: FIRST.AMERICAN.TITLE

3. **General Provisions.**

3.1 Affirmation of Declaration. Subject to the change in legal description as stated in this Amendment, all of the terms and provisions of the Declaration are hereby ratified and reaffirmed.

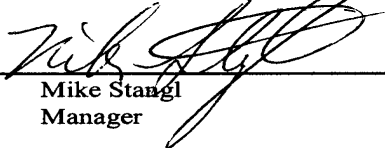
3.2 Full Force and Effect. The Declaration (as modified by this Amendment) is in full force and effect and nothing contained in this Amendment shall be construed as modifying such Declaration, except as specifically provided pursuant to this Amendment.

3.3 Effective Date. Notwithstanding the date of this Amendment or the date on which it was executed, this Amendment shall take effect as of the date of recordation.

[NO MORE TEXT ON THIS PAGE]

IN WITNESS WHEREOF, the undersigned, as an Owner as defined in the Declaration, hereby consents to this Amendment to Declaration of Covenants, Conditions, Restrictions and Easements and has duly executed this instrument to be effective as of the day and year first written above.


**SALT LAKE EXCHANGE ACCOMMODATIONS 43,
L.L.C., a Utah limited liability company**


By: Mike Stangl
Its: Manager

STATE OF UTAH)
 Salt Lake) ss.
County of ~~Weber~~)

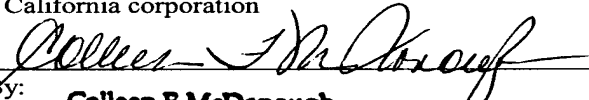
This instrument was acknowledged before me on May 29, 2003
by Mike Stangl as Manager of SALT LAKE EXCHANGE
ACCOMMODATIONS 43, L.L.C., a Utah limited liability company, on behalf of the
limited liability company.




Notary Public for Utah
Residing at: Taylorsville
My commission expires: 1-23-05

IN WITNESS WHEREOF, the undersigned, as an Owner as defined in the Declaration, hereby consents to this Amendment to Declaration of Covenants, Conditions, Restrictions and Easements and has duly executed this instrument to be effective as of the day and year first written above.

CARL KARCHER ENTERPRISES, INC.
a California corporation


By: **Colleen R. McDonough**
Its: **Vice President, Real Estate Mgmt.**

STATE OF CALIFORNIA)
) ss.
County of)

This instrument was acknowledged before me on _____, 2003
by _____ as _____ of **Carl Karcher Enterprises, Inc., a California corporation** on behalf of the corporation.

See attached

Notary Public for California
Residing at: _____
My commission expires: _____

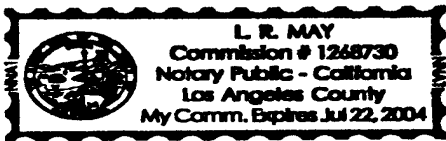
CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF CALIFORNIA)

SS:

COUNTY OF ORANGE)

On May 22, 2003 before me, L. R. May, Notary Public personally appeared Colleen Ford McDonough, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

L R May

EXHIBIT A

Legal Description

(Parcels 1 through 4, OGDEN FRED MEYER SUBDIVISION, AMENDED PARCEL 1, according to the official plat thereof, on record in the office of the Weber County Recorder, recorded in Book 57 of the official records, Page 13, as entry no. 1894728.

All of Parcel 5 of Ogden Fred Meyer Subdivision, a subdivision being a part of the North ½ of Section 20, Township 6 North, Range 1 West, Salt Lake Base and meridian, Weber County, Utah.

Tax ID Nos.

12-156-0002

12-156-0003-KA

12-193-0001

12-193-0002

EXHIBIT B
Site Plan

E# 1944878 BK2380 PG2035

