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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
TALON GROUP
BY: SLR, DEPUTY - WI 5 P.

5
After Recording Return To:

First American Title Insurance Company
National Commercial Services - Chicago
30 North LaSalle Street - Suite 310
Chicago, IL 60602
Attn: James W. McIntosh

ASSIGNMENT AND ASSUMPTION OF LEASE

This ASSIGNMENT AND ASSUMPTION OF LEASE (this "Assignment"), dated as of the 31st day of May 2006, is executed by and between SHOPKO SPE REAL ESTATE, LLC, a Delaware limited liability company ("Assignor"), and RETAINED R/E SPE, LLC, a Delaware limited liability company ("Assignee"). For and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and transfers to Assignee all of Assignor's right, title and interest as lessee in that certain lease described on Exhibit B attached hereto (collectively, the "Lease"), with respect to that certain parcel of real property located at 5800 South Redwood Road, Salt Lake City, Salt Lake County, Utah, more particularly described on Exhibit A attached hereto and described more fully in the Lease (the "Leased Premises") together with all of Assignor's right, title and interest in any and all buildings and other improvements constructed upon the Leased Premises. Assignee hereby accepts such assignment and transfer and agrees to assume and to perform and discharge all obligations and liabilities of Assignor under the Lease that arise after the date hereof and relate to the period after the date hereof. This Assignment may be executed in any one or more counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute but one and the same instrument. This Assignment shall inure to the benefit of and be binding upon and enforceable against Assignor and Assignee and their respective successors and assigns.

101971 VW Store 85

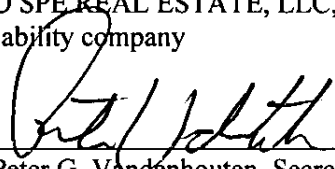
[Signature Page Follows]

IN WITNESS WHEREOF, this Assignment has been executed by Assignee and Assignor as of the date first above written.

ASSIGNOR:

SHOPKO SPE REAL ESTATE, LLC, a Delaware limited liability company

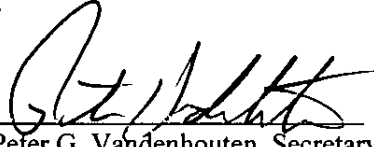
By:


Peter G. Vandenhouten, Secretary

ASSIGNEE:

RETAINED R/E SPE, LLC, a Delaware limited liability company

By:

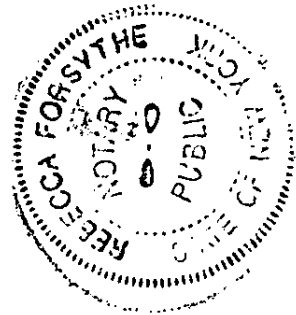

Peter G. Vandenhouten, Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On the 31st day of May, in the year 2006, before me, the undersigned, a notary public in and for said state, personally appeared **Peter G. Vandenhouten**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

REBECCA FORSYTHE
NOTARY PUBLIC, State of New York
No. 01FO8141618
Qualified in Queens County
Commission Expires February 27, 2010

Rebecca Forsythe
Notary Public



STATE OF NEW YORK)
COUNTY OF NEW YORK)

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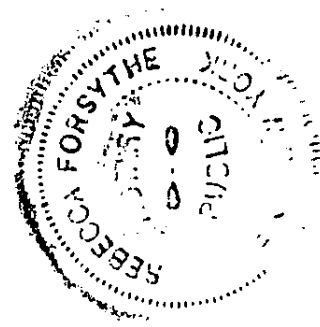


Exhibit A

Legal Description

Beginning at a point on the West line of Redwood Road, said point being South 00°02'55" East 63.704 feet, and South 84°06'21" West 63.277 feet from the center of Section 15, Township 2 South, Range 1 West, Salt Lake Base and Meridian (basis of bearing is center of section monuments to North Quarter corner monument being North 00°02'55" West), and running thence South 84°06'21" West 594.069 feet; thence North 00°02'55" West 211.095 feet; thence North 89°57'05" East 105.667 feet; thence North 00°02'55" West 167.044 feet; thence South 89°57'05" West 29.00 feet; thence North 00°02'55" West 190.00 feet; thence North 89°57'05" East 33.00 feet; thence North 00°02'55" West 84.00 feet; thence North 89°57'05" East 64.33 feet; thence North 00°02'55" West 274.95 feet; thence North 89°57'05" East 287.00 feet; thence South 00°02'55" East 548.45 feet; thence South 89°49'33" East 130.00 feet to said West line of Redwood Road; thence South 00°02'55" East 317.63 feet to the point of beginning

Together with non-exclusive easement rights created by Declaration of Restrictions and Grant of Easements recorded as Entry No. 3580638 in Book 5265 at Page 1688, as modified by Addendum to Declaration of Restrictions and Grant of Easements recorded as Entry No. 3608494 in Book 5296 at Page 434, Amended Declaration of Restrictions and Grant of Easements recorded as Entry No. 4182363 in Book 5722 at Page 924, Amended Declaration of Restrictions and Grant of Easements recorded as Entry No. 4189540 in Book 5727 at Page 2985 and Third Amended Declaration of Restrictions and Grant of Easements recorded as Entry No. 4448700 in Book 5912 at Page 376.

Tax I.D. (21-15-176-023-0000)

EXHIBIT B

Lease

Unsubordinated Ground Lease, dated June 18, 1986, by and between Hermes Associates, a Utah general partnership, as landlord, and ShopKo Stores, Inc. d/b/a Uvalko ShopKo Stores, Inc., a Minnesota corporation, as tenant, a memorandum of which was dated June 23, 1987 and recorded June 25, 1987 in the land records of Salt Lake County, Utah as Entry No. 4481443 in Book 5934, Page 1580; as amended by Amendment No. 1 to Unsubordinated Ground Lease, dated June 8, 1987, by and between Hermes Associates and ShopKo Stores, Inc.; and as further amended by Amendment No. 2 to Unsubordinated Ground Lease, dated November 10, 1995, by and between Hermes Associates and ShopKo Stores, Inc.; as assigned pursuant to that certain Assignment and Assumption of Lease, dated January 27, 2006, by and between ShopKo Stores, Inc., as assignor, and ShopKo SPE Real Estate, LLC, as assignee, recorded February 2, 2006 at Book 9251, Page 2307, as Instrument No. 9627807.