Prepared By:

Klehr, Harrison, Harvey, Branzburg & Ellers LLP 260 South Broad Street - 4th Floor Philadelphia, PA 19102

Attention: Matthew H. Werthman, Esq.

**Upon Recordation Return to:** 

First American Title Insurance Company National Commercial Services Two Penn Center Plaza, Suite 1910 Philadelphia, Pennsylvania 19102 Attn: Adam B. Cutler, Esq.

MEMORANDUM OF LEASE

ENT 21754:2007 PG 1 of 7
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2007 Feb 12 12:44 pm FEE 26.00 BY SW
RECORDED FOR FIRST AMERICAN TITLE - PROV

ELECTRONICALLY RECORDED

THIS MEMORANDUM OF LEASE ("Memorandum") made as of the 29th day of January 2007, by and between SHOPKO STORES OPERATING CO., LLC, a Delaware limited liability company ("Tenant"), and SOVEREIGN SK LLC, a Delaware limited liability company ("Landlord").

# WITNESSETH:

- Premises. Landlord and Tenant have entered into a lease ("Lease") dated January 29, 2007, for that certain real property lying, being and situate in the County of Utah, City of Orem. State of Utah, more particularly described on EXHIBIT A attached hereto and made a part hereof, together with the buildings and improvements located thereon (the "Premises").
- Term and Renewal Options. The Lease has an initial term of twenty (20) years, subject to extension (at Tenant's option) as provided therein for four (4) successive additional periods of five (5) years each.
- Incorporation of Lease. This Memorandum is for informational purposes only and nothing contained herein shall be deemed to in any way modify or otherwise affect any of the terms and conditions of the Lease, the terms of which are incorporated herein by reference. This instrument is merely a memorandum of the Lease and is subject to all of the terms, provisions and conditions of the Lease. In the event of any inconsistency between the terms of the Lease and this instrument, the terms of the Lease shall prevail.
- Binding Effect. The rights and obligations set forth herein shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, personal representatives, successors and assigns.

[Signatures follow on next page]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first above written.

### LANDLORD:

SOVEREIGN SK LLC, a
Delaware limited liability company

By: Sovereign Investment Company, a California corporation, its sole member and manager

By: Robert Brikel

Title: Date:

Name: Manti William
Title: Ass. Months

Date:

### TENANT:

SHOPKO STORES OPERATING CO., LLC, a Delaware limited liability company

By: Name: Peter G. Vandenhouten

Title: Secretary

Date:

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first above written.

## **LANDLORD**:

SOVEREIGN SK LLC, a
Delaware limited liability company

By: Sovereign Investment Company, a California corporation, its sole member and manager

Ву:	
Name:	
Title:	
Date:	

## **TENANT**:

SHOPKO STORES OPERATING CO., LLC, a Delaware limited liability company

Name: Peter G. Vandenhouten

Title: Secretary

Date:

STATE OF California)					
COUNTY OF SOM FORMER SS:					
and county named above to take acknowledgment Robert Bicke as Vice Pre Company, a California corporation, and the sole of LLC, a Delaware limited liability company, to me foregoing instrument as such officer and he/she as his/her free act and deed as such officer for the usinstrument is the act and deed of said corporation.  Given under my hand and official seal this EVERETT R. CASTLE III	of Sovereign Investment member and manager of SOVEREIGN SK e known to be the person who signed the cknowledged that the execution thereof was se and purposes therein expressed and that the on behalf of the company.				
STATE OF ) SS:					
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Peter G. Vandenhouten as Secretary of SHOPKO STORES OPERATING CO., LLC, a Delaware limited liability company, to me known to be the person who signed the foregoing instrument as such officer and he/she acknowledged that the execution thereof was his/her free act and deed as such officer for the use and purposes therein expressed and that the instrument is the act and deed of said company.					
Given under my hand and official seal thi	sday of 2007.				
	Notary Public State of				
	State of My Commission expires:				

STATE OF California ?	aa.		
COUNTY OF SINTERNATURE ?	<b>55</b> :		
I HEREBY CERTIFY that on this and county named above to take acknowl DONIC WILLOWS as MSS Company, a California corporation, and tLLC, a Delaware limited liability compar foregoing instrument as such officer and his/her free act and deed as such officer from instrument is the act and deed of said corporation.  Given under my hand and official Commission # 1446519  Notary Public - California San Francisco County My Comm. Expires Oct 21, 2007	he sole ments, to me le he/she ack or the use poration of seal this No.	anber and mana mown to be the nowledged that and purposes the n behalf of the c	of Sovereign Investment ger of SOVEREIGN SK person who signed the the execution thereof was erein expressed and that the ompany.  2007.
STATE OF )	SS:		
COUNTY OF )			
I HEREBY CERTIFY that on this and county named above to take acknowle as Secretary of SHOPKO STORES OPER company, to me known to be the person whe/she acknowledged that the execution to the use and purposes therein expressed an company.	edgments, RATING ( vho signed hereof was	personally appe CO., LLC, a Del- the foregoing in his/her free act	ared Peter G. Vandenhouten aware limited liability astrument as such officer and and deed as such officer for
Given under my hand and official	seal this_	day of	2007.
	Sta	tary Public te of Commission ex	
	M		rbnes.

STATE OF	) ) SS:		
COUNTY OF	)		
I HEREBY CERTIFY that on and county named above to take acknown as	owledgment	s, personally appeared of	ed Sovereign Investment
Company, a California corporation, ar LLC, a Delaware limited liability com foregoing instrument as such officer a his/her free act and deed as such office instrument is the act and deed of said	pany, to me nd he/she ac er for the us	known to be the per knowledged that the e and purposes there	son who signed the execution thereof was in expressed and that the
Given under my hand and office	cial seal this	day of	2007.
		Notary Public	
	Ŋ	My Commission exp	ires:
STATE OF WISCONSIN  COUNTY OF Brown  I HEREBY CERTIFY that on and county named above to take acknown as Secretary of SHOPKO STORES Of company, to me known to be the personal the use and purposes therein expressed company.	owledgment PERATING on who sign on thereof w d and that th	ts, personally appear of CO., LLC, a Delaw ed the foregoing inst ras his/her free act ar he instrument is the a	ed Peter G. Vandenhouten vare limited liability trument as such officer and ad deed as such officer for act and deed of said
Given under my hand and offi	Ī S	Satisfay of January Public State of Wiscon Exp	Biolie 10 17 10 10 10 10 10 10 10 10 10 10 10 10 10

#### **EXHIBIT A**

### Legal Description

#### PARCEL NO. 1:

LOT 1, PLAT 'D", BOYER RETAIL SUBDIVISION, ACCORDING TO THE OFFICIAL PLAT THEREOF RECORDED OCTOBER 17, 2002 AS ENTRY NO. 122669:2002 UNDER MAP NO. 9755 OF OFFICIAL RECORDS.

### PARCEL NO. 2:

THOSE RIGHTS APPURTENANT TO PARCEL 1, AS SET FORTH IN THAT CERTAIN DECLARATION OF RESTRICTION EXECUTED BY FAMILY FIRST FEDERAL CREDIT UNION, F.K.A. OREM GENEVA FEDERAL CREDIT UNION, DATED AUGUST 29, 1989 AND RECORDED SEPTEMBER 08, 1989 AS ENTRY NO. 26561 IN BOOK 2626 AT PAGE 66 OF OFFICIAL RECORDS AND THAT CERTAIN CORRECTED DECLARATION OF RESTRICTION RECORDED FEBRUARY 28, 1990 AS ENTRY NO. 6182 IN BOOK 2669 AT PAGE 113 AND RE-RECORDED MARCH 06, 1990 AS ENTRY NO. 6818 IN BOOK 2670 AT PAGE 555 OF OFFICIAL RECORDS.

#### PARCEL NO. 3:

THOSE RIGHTS APPURTENANT TO PARCEL 1, AS SET FORTH IN THAT CERTAIN GRANT OF EASEMENT RECORDED SEPTEMBER 08, 1989 AS ENTRY NO. 26564 IN BOOK 2626 AT PAGE 74 AND RE-RECORDED SEPTEMBER 11, 1989 AS ENTRY NO. 26675 IN BOOK 2626 AT PAGE 385 AND RE-RECORDED FEBRUARY 15, 1990 AS ENTRY NO. 4759 IN BOOK 2665 AT PAGE 860 OF OFFICIAL RECORDS AND ALSO IN THAT CERTAIN AMENDED AND RESTATED GRANT OF EASEMENTS RECORDED APRIL 30, 2001 AS ENTRY NO. 41575:2001 OF OFFICIAL RECORDS.

#### PARCEL NO. 4:

THOSE RIGHTS APPURTENANT TO PARCEL 1, AS SET FORTH IN THAT CERTAIN CROSS-EASEMENT AGREEMENT DATED AUGUST 31, 1989, BY AND BETWEEN SHOPKO STORES, INC., D/B/A UVALKO SHOPKO STORES, INC., A MINNESOTA CORPORATION, SMITH'S FOOD KING PROPERTIES, INC., A UTAH CORPORATION, AND BOYER OREM ASSOCIATES, A UTAH LIMITED PARTNERSHIP, RECORDED SEPTEMBER 08, 1989 AS ENTRY NO. 26572 IN BOOK 2626 AT PAGE 123, RERECORDED FEBRUARY 15, 1990 AS ENTRY NO. 4760 IN BOOK 2665 AT PAGE 869, UTAH COUNTY RECORDER'S OFFICE, FIRST AMENDMENT RECORDED FEBRUARY 14, 1991 AS ENTRY NO. 6165 IN BOOK 2764 AT PAGE 50, SECOND AMENDMENT TO CROSS-EASEMENT AGREEMENT RECORDED OCTOBER 12, 1995 AS ENTRY NO. 69315 IN BOOK 3790 AT PAGE 187, THIRD AMENDMENT TO CROSS-EASEMENT AGREEMENT RECORDED APRIL 11,2001 AS ENTRY NO. 33819:2001 AND FOURTH AMENDMENT TO CROSS-EASEMENT AGREEMENT RECORDED JUNE 01, 2005 AS ENTRY NO. 58459:2005 OF OFFICIAL RECORDS.

TAX I.D. 35-413-0001