

WHEN RECORDED, PLEASE RETURN TO:

Victor A. Taylor, Esq.
Kimball, Parr, Waddoups, Brown & Gee
185 South State Street, Suite 1300
Salt Lake City, Utah 84111

ENT 6165 BK 2764 PG 50
NINA B REID UTAH CO RECORDER BY MB
1991 FEB 14 3:57 PM FEE 25.00
RECORDED FOR KIMBALL PARR WADDOUPS BROWN

FIRST AMENDMENT TO
CROSS-EASEMENT AGREEMENT

THIS AMENDMENT (this "Amendment") is entered into as of the 21st day of February, 1991, among SHOPKO STORES, INC., d/b/a UVALKO SHOPKO STORES, INC., a Minnesota corporation ("Shopko"), whose address is P.O. Box 19060, Green Bay, Wisconsin 54307-9060, SMITH'S FOOD & DRUG CENTERS, INC., a Delaware corporation, successor by merger to the interests of Smith's Food King Properties, Inc. ("Smith's"), whose address is 1550 South Redwood Road, Salt Lake City, Utah 84104, and BOYER OREM ASSOCIATES, a Utah limited partnership ("Boyer"), whose address is 127 South 500 East, Suite 310, Salt Lake City, Utah 84102.

FOR THE SUM OF TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties agree as follows:

1. Definitions. Each of the following terms shall have the indicated meaning:

"Cross-Easement Agreement" means the Cross-Easement Agreement, dated August 31, 1989, entered into among Shopko, Smith's and Boyer, and recorded September 8, 1989 as Entry No. 26572 in Book 2626 at Page 123 of the official records of the Utah County Recorder, Utah.

"Entire Parcel" or "Site" means, collectively, those parcels of real property located in Utah County, Utah, more particularly described on the attached Exhibit "1", Exhibit "2" and Exhibit "3", which exhibits are also attached to the Cross-Easement Agreement, and similarly denominated.

"Out Parcel" means, collectively, those parcels of real property located in Utah County, Utah, more particularly described on the attached Exhibit "4", which exhibit is also attached to the Cross-Easement Agreement, and similarly denominated.

2. Amendment. The Cross-Easement Agreement covers or affects the Entire Parcel and the Out Parcel. The definitions of the "Entire Parcel" and the "Site" set forth in the Cross-Easement Agreement are amended to except from the real property described as Lot 2 on the attached Exhibit "3" (and on Exhibit "3" attached to the Cross-Easement Agreement) certain real property located in

Utah County, Utah, more particularly described on the attached Exhibit "5".

3. General Provisions. Except as set forth in this Amendment, the Cross-Easement Agreement is ratified and affirmed in its entirety. This Amendment shall inure to the benefit of, and be binding on, the parties and their respective successors and assigns. This Amendment shall be governed by, and construed and interpreted in accordance with, the laws (excluding the choice of laws rules) of the State of Utah. This Amendment may be executed in any number of duplicate originals or counterparts, each of which when so executed shall constitute in the aggregate but one and the same document. Each of the Exhibits referred to in this Amendment and attached to this Amendment is an integral part of this Amendment and is incorporated in this Amendment by this reference. Each individual executing this Amendment represents and warrants that such individual has been duly authorized to execute and deliver this Amendment in the capacity and for the entity set forth where he signs.

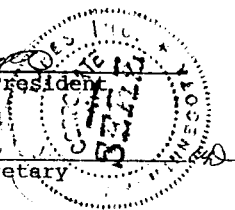
THE PARTIES have executed this Amendment on the respective dates set forth below, to be effective as of the date first set forth above.

SHOPKO STORES, INC., d/b/a UVALKO SHOPKO STORES, INC., a Minnesota corporation, has executed this Agreement on the date set forth below, to be effective as of the date first set forth above.

SHOPKO STORES, INC., d/b/a UVALKO SHOPKO STORES, INC., a Minnesota corporation

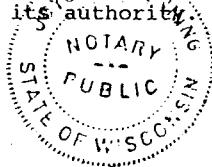
By: [Signature]
William J. Tyrrell, President

By: [Signature]
William C. Hunt, Secretary



STATE OF WISCONSIN)
) ss.
COUNTY OF BROWN)

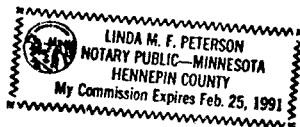
1991 Personally came before me this 24th day of ~~December~~ January, 1990, William J. Tyrrell, President of Shopko Stores, Inc., d/b/a Uvalko Shopko Stores, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Minnesota, and to me known to be such person who executed the foregoing instrument, and to me known to be such President of said corporation and acknowledged that he executed the foregoing instrument as such officer as the act of said corporation, by its authority.



[Signature]
Notary Public, Wisconsin
My Commission expires: 12-18-94

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

1991 Personally came before me this 29th day of ~~December~~ January, 1990, William C. Hunt, Secretary of Shopko Stores, Inc., d/b/a Uvalko Shopko Stores, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Minnesota, and to me known to be such person who executed the foregoing instrument, and to me known to be such Secretary of said corporation and acknowledged that he executed the foregoing instrument as such officer as the act of said corporation, by its authority.



[Signature]
Notary Public, Minnesota
My Commission expires: 2/25/91

SMITH'S FOOD & DRUG CENTERS, INC., a Delaware corporation, successor by merger to the interests of Smith's Food King Properties, Inc., has executed this Amendment on the date set forth below, to be effective as of the date first set forth above.

SMITH'S:

SMITH'S FOOD & DRUG CENTERS, INC., a Delaware corporation, Successor by Merger to the Interests of Smith's Food King Properties, Inc.

By [Signature]
Its SENIOR VICE PRESIDENT
Date 12/14/90

By [Signature]
Its asst. sec.
Date 12/14/90

State of Utah)
County of Salt Lake)) ss.

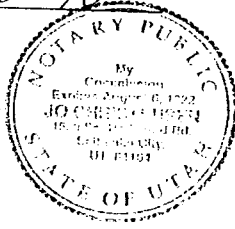
The foregoing instrument was acknowledged before me this 14th day of December, 1990, by Michael C. Frei and Peter H. Barth, the Senior Vice President and Assistant Secretary, respectively, of SMITH'S FOOD & DRUG CENTERS, INC., a Delaware corporation.

(Seal)

My Commission Expires:

8-6-90

[Signature]
Residing at:
Salt Lake City, UTAH



boy-oren/ammd.vat
December 3, 1990

BOYER OREM ASSOCIATES, a Utah limited partnership, has executed this Amendment on the date set forth below, to be effective as of the date first set forth above.

BOYER:

BOYER OREM ASSOCIATES,
a Utah limited partnership,
by its sole general partner:

THE BOYER COMPANY,
a Utah corporation

By [Signature]

Its CHAIRMAN

Date 12-5-90

State of Utah)
County of Salt Lake) ss.

The foregoing instrument was acknowledged before me this 5th day of December, 1990, by N. Roger Boyer, the General Partner Chairman of THE BOYER COMPANY, a Utah corporation, the sole general partner of BOYER OREM ASSOCIATES, a Utah limited partnership.

(Seal)

My Commission Expires:

[Signature]

Residing at:

Salt Lake County

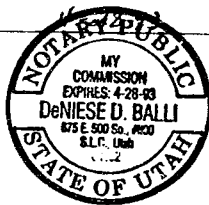


EXHIBIT "1" TO
FIRST AMENDMENT TO
CROSS-EASEMENT AGREEMENT

~~ENT 26572 BK 2626 PG 158~~

ENT 6165 BK 2764 PG 55

LOT 3

A part of the Southwest Quarter of Section 14, Township 6 South,
Range 2 East of the Salt Lake Base and Meridian, U.S. Surveys

Beginning at a point on the Easterly line of State Street being
335.26 feet South 88°53'35" East along the Quarter Section line and
309.04 feet South from the West Quarter corner of said Section 14; and
running thence South 88°49'28" East 401.32 feet; thence South 1°10'32"
West 90.00 feet; thence South 88°49'28" East 294.38 feet; thence
South 1°10'32" West 407.71 feet; thence North 89°46'33" East
20.00 feet; thence South 0°14'27" East 116.70; thence North 89°46'33"
East 100.00 feet; thence North 0°14'27" West 212.97 feet; thence North
89°46'33" East 53.43 feet to a point on the West boundary of Royal Oaks
Subdivision, Plat E. in Orem City, Utah County, Utah, thence South
0°18'10" East 63.79 feet along said Subdivision boundary to a point on
an existing boundary line fence; thence South 0°14'27" East 383.76 feet
along said boundary line fence; thence North 88°34'06" West 139.04
feet; thence Southwesterly along the arc of an 80.00 foot radius curve
to the left a distance of 40.17 feet (Delta equals 28°46'13" and Long
Chord bears South 77°02'52" West 39.75 feet) to a point of reverse
curvature; thence Southwesterly along the arc of an 80.00 foot radius
curve to the right a distance of 40.17 feet (Delta equals 28°46'13" and
Long Chord bears South 77°02'52" West 39.75 feet); thence
North 88°34'06" West 50.10 feet; thence South 0°33' East 8.00 feet;
thence North 89°10' West 227.45 feet; thence North 0°14'27" West 274.18
feet; thence North 88°47'06" West 59.15 feet; thence North 0°14'27"
West 88.84 feet; thence North 88°47'06" West 135.73 feet to the
Easterly line of State Street; thence North 18°29'04" West 231.18 feet
along said Easterly line; thence South 88°54' East 93.90 feet; thence
South 0°06' West 8.20 feet; thence South 88°49'08" East 136.00 feet;
thence North 1°10'32" East 140.26 feet; thence North 88°54' West 277.38
feet to the Easterly line of said State Street; thence
North 18°29'04" West 166.70 feet along said Easterly line of State
Street to the point of beginning.

Contains 420,355 Square feet
Or 0.650 Acre

EXCEPTING the following two parcels:

EXHIBIT "1"
(Cont'd)

Parcel 1

A part of the Southwest Quarter of Section 14, Township 6 South, Range 2 East of the Salt Lake Base and Meridian, U.S. Survey;

Commencing at a point located South 88 deg. 59' East along the one-quarter section line 873.18 feet and South 402.00 feet and South 0 deg. 46'10" East 100 feet from the West one-quarter corner of Section 14, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence South 88 deg. 59' East 104.82 feet to the Westerly boundary of 150 East Street; thence South 0 deg. 15'43" East 87.06 feet; thence along the arc of a 10.22 foot radius curve to the right 16.30 feet (chord bears South 45 deg. 25'09" West 14.62 feet); thence North 88 deg. 53'59" West along the North boundary of 100 South Street 96.33 feet; thence North 01 deg. 01' East 90.54 feet; thence North 0 deg. 46'10" West 6.83 feet to the point of beginning.

Tax Serial No. 17-65-71

AND

Parcel 2

A part of the Southwest Quarter of Section 14, Township 6 South, Range 2 East of the Salt Lake Base and Meridian, U.S. Survey; Beginning at a point in the Easterly line of U.S. Highway No. 91, which point is 232.60 feet East along the quarter section line and 685.70 feet South 18 deg. 30' East along the Easterly line of said Highway from the West one-quarter corner of Section 14, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence East 125 feet; thence South 10 deg. 39' East 173.70 feet; thence West 100 feet to a point in the Easterly line of said highway; thence North 18 deg. 30' West 180 feet to the point of beginning.

Tax Serial No. 17-65-12

EXHIBIT "2" TO
FIRST AMENDMENT TO
CROSS-EASEMENT AGREEMENT
(Center & State Street Site)
(Orem, Utah)

Smith's Site

ENT 6165 BK 2764 PG 57

LOT 1

A part of the Southwest Quarter of Section 14, Township 6 South,
Range 2 East of the Salt Lake Base and Meridian, U.S. Survey;

Beginning at a point on the South line of Center Street being
392.64 feet South 88°53'35" East along the Quarter Section line and
30.38 feet South from the West Quarter corner of said Section 14; and
running thence along said South line of Center Street
South 88°49'28" East 943.66 feet to a point on the projection of an
existing boundary line fence; thence South 0°01'43" East 371.22 feet
along said fence to the Northwest corner of Chapel Park, a subdivision
in Orem City, Utah County, Utah; thence South 0°09'39" East 70.46 feet
along said subdivision boundary; thence North 88°49'28" West 118.76
feet; thence North 1°10'32" East 72.91 feet; thence North 88°49'28"
West 484.68 feet; thence North 1°10'32" East 90.00 feet; thence North
88°49'28" West 401.32 feet to the Easterly line of State Street; thence
North 18°29'04" West 152.99 feet along said Easterly line; thence South
88°59' East 103.51 feet; thence North 1°01' East 134.31 feet to the
point of beginning.

Contains 337,593 Square Feet
Or 7.750 Acres

EXHIBIT "3" TO
FIRST AMENDMENT TO
CROSS-EASEMENT AGREEMENT
(Center & State Street Site)
(Orem, Utah)

Developer's Site

ENT 6165 BK 2764 PG 58

LOT 2

A part of the Southwest Quarter of Section 14, Township 6 South,
Range 2 East of the Salt Lake Base and Meridian, U.S. Survey;

Beginning at a point on the West boundary of Chapel Park, a
subdivision in Orem City, Utah County, Utah being located 1336.66 feet
South 88°53'35" East along the Quarter Section line and 473.18 feet
South from the West Quarter corner of said Section 14; and running
thence South 0°09'39" East 86.13 feet along said West Subdivision
Boundary; thence North 88°45'40" West 63.13 feet; thence South 45°00'
West 37.93 feet; thence South 0°09'39" East 62.63 feet to the North
boundary of Royal Oaks Subdivision, Plat E, in Orem City, Utah County,
Utah; thence along said subdivision boundary the following two courses:
North 88°45'40" West 53.15 feet; and South 0°18'10" East 58.34 feet;
thence South 89°45'33" West 53.93 feet; thence South 0°14'27" East
212.97 feet; thence South 89°45'33" West 100.00 feet; thence
North 0°14'27" West 116.70 feet; thence South 89°45'33" West 20.00
feet; thence North 1°10'32" East 407.71 feet; thence South 88°49'28"
East 190.30 feet; thence South 1°10'32" West 72.91 feet; thence South
88°49'28" East 118.76 feet to the point of beginning.

Contains 94,322 Square Feet
Or 2.165 Acres

LOT 4

A part of the Southwest Quarter of Section 14, Township 6 South,
Range 2 East of the Salt Lake Base and Meridian, U.S. Survey;

Beginning at a point 526.64 feet South 88°53'35" East along the
Quarter Section line and 466.10 feet South from the West Quarter corner
of said Section 14; and running thence South 88°54' East 138.63 feet;
thence South 1°10'32" West 140.26 feet; thence North 88°49'08" West
136.00 feet; thence North 0°06' East 140.09 feet to the point of
beginning.

Contains 19,247 Square Feet
Or 0.442 Acre

EXHIBIT "J"
(Cont'd)

ENT 6165 BK 2764 PG 59

Parcel 1

A part of the Southwest Quarter of Section 14, Township 6 South, Range 2 East of the Salt Lake Base and Meridian, U.S. Survey;

Commencing at a point located South 88 deg 59' East along the one quarter Section line 873.18 feet and South 402.00 feet and South 0 deg 46'10" East 100 feet from the West one quarter corner of Section 14, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence South 88 deg 59' East 104.82 feet to the Westerly boundary of 150 East Street; thence South 0 deg 15'43" East 87.06 feet; thence along the arc of a 10.22 foot radius curve to the right 16.30 feet (chord bears South 45 deg 25'09" West 14.62 feet); thence North 88 deg 53'59" West along the North boundary of 100 South Street 96.33 feet; thence North 01 deg 01' East 90.54 feet; thence North 0 deg 46'10" West 6.83 feet to the point of beginning.

Tax Serial No. 17-65-71

AND

Parcel 2

A part of the Southwest quarter of Section 14, Township 6 South, Range 2 East of the Salt Lake Base and Meridian, U.S. Survey;

Beginning at a point in the Easterly line of U.S. Highway No. 91, which point is 232.60 feet East along the quarter section line and 685.70 feet South 18 deg 30' East along the Easterly line of said Highway from the West one-quarter corner of Section 14, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence East 125 feet; thence South 10 deg 39' East 173.70 feet; thence West 100 feet to a point in the Easterly line of said highway; thence North 18 deg 30' West 180 feet to the point of beginning.

Tax Serial No. 17-65-12

EXHIBIT "4" TO
FIRST AMENDMENT TO
CROSS-EASEMENT AGREEMENT
(Center & State Street Site)
(Orem, Utah)

Out Parcel

ENT 6165 BK 2764 PG 60

LOT 5

A part of the Southwest Quarter of Section 14, Township 6 South,
Range 2 East of the Salt Lake Base and Meridian, U.S. Survey;

Beginning at a point on the Easterly line of State Street being
388.13 feet South 88°53'35" East along the Quarter Section line and
466.11 feet South from the West Quarter corner of said Section 14; and
running thence South 88°54' East 138.52 feet; thence South 0°06' West
131.89 feet; thence North 88°54' West 93.90 feet to the Easterly line
of said State Street; thence North 18°29'04" West 139.97 feet along
said Easterly line of State Street to the point of beginning.

Contains 15,325 Square Feet
Or 0.352 Acre

LOT 6

A part of the Southwest Quarter of Section 14, Township 6 South,
Range 2 East of the Salt Lake Base and Meridian, U.S. Survey;

Beginning at a point on the Easterly line of State Street being
505.82 feet South 88°53'35" East along the Quarter Section line and
815.84 feet South from the West Quarter corner of said Section 14; and
running thence South 88°47'06" East 135.73 feet; thence South 0°14'27"
East 88.84 feet; thence North 88°47'06" West 106.18 feet to the
Easterly line of said State Street; thence North 18°29'04" West 94.34
feet along said Easterly line of State Street to the point of
beginning.

Contains 10,743 Square Feet
Or 0.247 Acre

EXHIBIT "4" TO
FIRST AMENIMENT TO
CROSS-EASEMENT AGREEMENT
(Center & State Street Site)
(Orem, Utah)

Out Parcel

Continued

ENT 6165 BK 2764 PG 61

STANCO INC.

Beginning at a point in the East line of U.S. Highway 91, which point is South 88°59' East along the quarter section line 232.55 feet and South 18°30' East 51.83 feet from the West quarter corner of Section 14, Township 6 South, Range 2 East, Salt Lake Base and Meridian and running thence South 18°30' East along the East line of said Highway 122.50 feet; thence South 88°59' East 102.39 feet; thence North 1°01' East 134.31 feet to the South line of Center Street; thence North 88°59' West along said South line of street, 130.00 feet; thence along the arc of a 14.13 foot radius curve to the left 27.01 feet. (The chord of said curve bears South 36°15'30" West for a distance of 23.08 feet) to the point of beginning.

EXHIBIT "5" TO
FIRST AMENDMENT TO
CROSS-EASEMENT AGREEMENT
(Center & State Street Site)
(Orem, Utah)

ENT 6165 BK 2764 PG 62

PARCEL WEST OF TURN-A-ROUND FOR
ACCESS TO LOT 1 ROYAL OAKS SUBDIVISION

A part of the Southwest Quarter of Section 14, Township 6 South, Range 2
East of the Salt Lake Base and Meridian, U.S. Survey;

Beginning at a point on the North boundary of Royal Oaks Subdivision, Plat
E, a subdivision in Orem City, Utah County, Utah being 1247.14 feet South
88 deg 53'35" East along the Quarter Section line and 649.12 feet South
from the West Quarter corner of said Section 14; and running thence along
said North boundary of Royal Oaks Subdivision North 88 deg 45'40" West
53.15 feet; thence North 0 deg 18'10" West 50.02 feet; thence North 53 deg
18'28" East 65.07 feet; thence South 88 deg 45'40" East 27.87 feet; thence
South 45 deg 00'00" West 37.93 feet; thence South 0 deg 09'39" East 62.63
feet to the point of beginning.