

4-1-NMC
39 NMC

686747

**SECOND AMENDMENT TO
DECLARATION OF RESTRICTIONS AND
GRANT OF EASEMENTS AND DEVELOPMENT AGREEMENT**

THIS SECOND AMENDMENT TO DECLARATION OF RESTRICTIONS AND
GRANT OF EASEMENTS AND DEVELOPMENT AGREEMENT ("Second Amendment")

is made as of the 8th day of May, 1984, by and between GFI
Ltd. II, a Utah limited partnership ("First Party") and Albertson's, Inc., a
Delaware corporation ("Albertson's").

RECITALS:

A. On July 19, 1983 the parties hereto entered into a Declaration of
Restrictions and Grant of Easements ("Declaration") covering Parcels 2, 3 and 4
as shown on Exhibit "A" and more particularly described in Schedule I attached
hereto and incorporated herein by this reference ("Subject Property"). The
Declaration was recorded on July 21, 1983 as Entry Number 646452 in Book 951,
Page 475, Records of Davis County, Utah.

B. On July 19, 1983 the parties hereto entered into a Development
Agreement covering the Subject Property, which Development Agreement was
recorded on July 21, 1983 as Entry Number 646455 in Book 951, Page 524,
Records of Davis County, Utah.

C. On December 22, 1983 the parties hereto entered into a First
Amendment to Declaration of Restrictions and Grant of Easements and
Development Agreement ("First Amendment") amending certain provisions of the
Declaration and Development Agreement. The First Amendment was recorded on
March 19, 1984 as Entry Number 666904 in Book 982, Page 477, Records of
Davis County, Utah.

D. The parties hereto desire to further amend the Declaration and
Development to make certain changes in the Site Plan attached thereto as
Exhibit "A" and in the legal description of the "Permanent Access Easement"
attached as Schedule II to the Declaration.

AGREEMENTS:

1. The Site Plan dated March 9, 1984 attached hereto as Exhibit "A" is
hereby substituted for the Site Plan dated December 19, 1983 attached as
Exhibit "A" to the Declaration and Development Agreement pursuant to the
provisions of the First Amendment.

2. The legal description of the "Permanent Access Easement" attached
hereto as Schedule II is hereby substituted for the legal description attached as
Schedule II to the Declaration.

Recorded in front of Albertson's, Inc. ...
Date NOV 3 1984 ...
By [Signature] ...

Abstracted
 Indexed
 Entered
 Platted
 Compared

240 Park Center Bldg.
P.O. Box 20
Royal, Idaho 83726

3. All other terms and provisions of the Declaration and Development Agreement, as amended by the First Amendment, are hereby confirmed and ratified in full except to the extent inconsistent herewith.

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the day, month and year first above written.

Albertson's, Inc.,
a Delaware corporation

FIRST PARTY:
GFI Ltd. II,
a Utah limited partnership

BY: Thomas L. Sald
Senior Vice President

BY: [Signature]
General Partner

BY: [Signature]
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 11th day of May, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas R. Saldin and Minnie O. Armstrong, to me known to be the Senior Vice President and the Secretary, respectively, of Albertson's, Inc., the corporation that executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

12/30/84

Wanda A. Macklin
Notary Public in and for the
State of Idaho.
Residing at Boise, Idaho.

STATE OF UTAH)
) ss.
County of SALT LAKE)

On this 26th day of June, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared G. WALTER CASSER to me known to be a General Partner of GFI Ltd. II, a Utah limited partnership, the limited partnership that executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said partnership, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

11/09/87

James S. Seltzer
Notary Public in and for the
State of UTAH
Residing at SALT LAKE CITY

500 SOUTH STREET

BUILDING ENVELOPE LINES

EXISTING TRAFFIC SIGNAL

ADJOINING PAVILION SIGN

PAINTED MEDIAN

5' SETBACK (TOP)

EXISTING FENCES

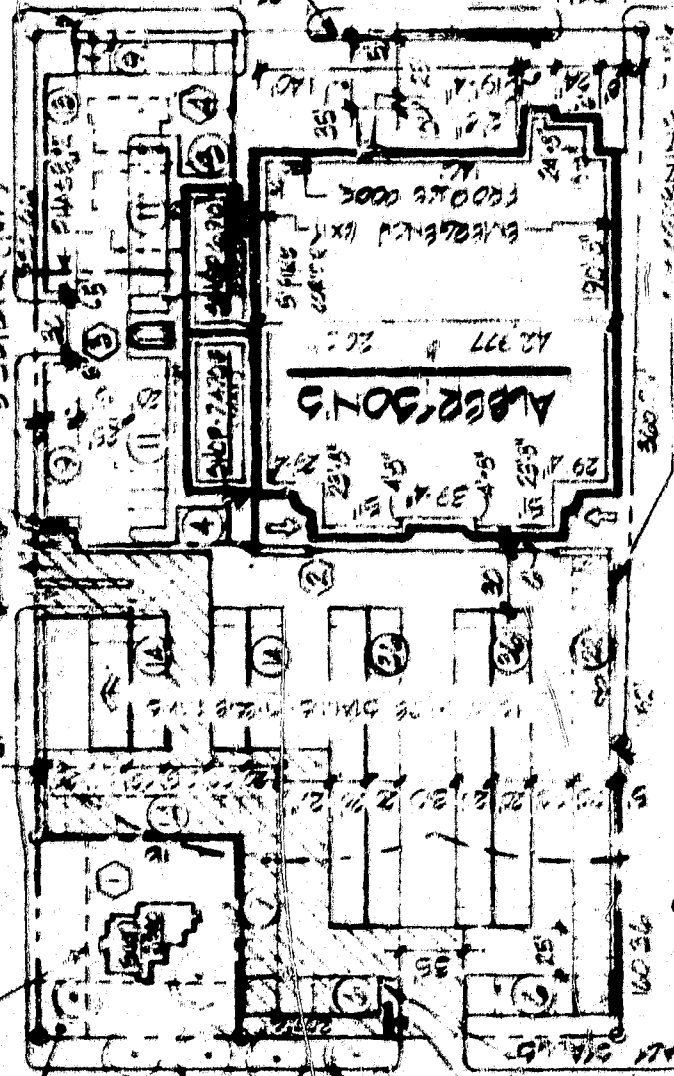
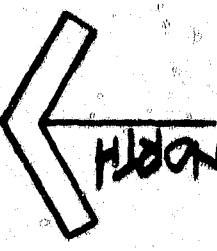


EXHIBIT "A" SITE PLAN

25' AS BLDG SETBACK 50' 507'S
 25' AS BLDG SETBACK 25' 501'S
 30' AS BLDG SETBACK 30' 501'S
 35' AS BLDG SETBACK 35' 501'S



MAIN STREET

GENERAL NOTES:

• DRAWN FROM BENEFIT OF SURVEY

• PARKING REQUIREMENT SHOWN @ 15' SPACING FOR 20% OF NET FLOOR AREA (SEE SPEC)

• BUILDING SETBACKS ARE:

FRONT: 25' SIDE: 25' REAR: 25' ALONGSIDE 10' STREET - SHADING NO SIDE SETBACKS
 A 5' SETBACK IS REQUIRED.

• ALL UNDISCERNING SUBJECT TO DESIGN REVIEW

• FENCE BOUNDARY

• PERMANENT ACCESS EASEMENT

• BUILDING UNIT LINE

• FENCE NUMBER

• FENCE # IS INDICATED

SITE PLAN



PROJECT # 22-000000-000000
 OF 500 SOUTH STREET
 2000000
 MAIN STREET

DATE: 1/1/00
 DRAWN BY: J. J. J. J. J.
 CHECKED BY: J. J. J. J. J.
 SCALE: 1/1000



Schedule I

Parcel No. 1:

4-L-NMC 03-036-0092

Beginning at the Southeast corner of the intersection of Main Street and 500 South Street in Bountiful City, Utah, said point of beginning being South 89°48'05" West 373.89 feet from the Northeast corner of Lot 4, Block "L", North Millcreek Plat, Bountiful Townsite Survey and running thence North 89°48'05" East along the South line of 500 South Street 110.00 feet; thence South 0°11'05" East 110.00 feet; thence South 89°48'05" West 110.00 feet to the East right-of-way line of Main Street; thence North 0°11'05" West along said East line 110.00 feet to the point of beginning. Contains 12,100.00 square feet or 0.278 acres.

Parcel No. 2:

4-L-NMC 03-036-0095

Beginning at a point on the South right-of-way line of 500 South Street, said point being North 89°48'05" East 110.00 feet from the Southeast corner of the intersection of Main Street and 500 South Street in Bountiful City, Utah, and said point of beginning also being South 89°48'05" West 263.89 feet from the Northeast corner of Lot 4, Block "L", Bountiful Townsite Survey and running thence North 89°48'05" East along said South line 158.52 feet; thence South 0°10'30" East 121.04 feet; thence North 89°49'30" East 178.36 feet; thence North 0°10'30" West 9.30 feet; thence North 89°48'05" East 81.525 feet to the West right-of-way line of 100 East Street; thence South 0°10'30" East along said West right-of-way line 222.52 feet to an extension of the North line of Millstream Garden Apartments; thence North 87°52'35" West along said extension and North line of said Millstream Garden Apartments 368.28 feet to the Northwest corner of said apartments; thence North 0°43'18" East 1.52 feet to that certain old fence line described in Decree No. 61341, recorded in Book "F" of Decrees, Page 136 in the Davis County Recorders Office; thence West along said fence line 160.36 feet to the East line of Main Street; thence North 0°11'05" West along said East line 207.32 feet; thence North 89°48'05" East 110.00 feet; thence North 0°11'05" West 110.00 feet to the point of beginning. Contains 128,404.36 square feet or 2.948 acres.

together with the following described real property:

39-NMC 03-036-0095

Beginning at a point on the West right-of-way line of 100 East Street, said point being South 0°10'30" East 111.80 feet from the Southwest corner of the intersection of 500 South Street and 100 East Street in Bountiful City, Utah, said point of beginning also being North 89°48'05" East 154.515 feet and South 0°10'30" East 111.80 feet from the Northeast corner of Lot 4, Block "L", North Millcreek Plat, Bountiful Townsite Survey, and running thence North 89°48'05" East 19.30 feet to a point 1.0 foot West of a concrete sidewalk; thence South 0°10'30" East parallel with and 1.0 foot perpendicularly distant Westerly from said sidewalk for a distance of 223.30 feet to an extension of the North line of Millstream Garden Apartments; thence North 87°52'35" West along said extension 19.32 feet to the West right-of-way line of said 100 East Street; thence North 0°10'30" West along said West right-of-way line 222.52 feet to the point of beginning. Contains 4303.1 square feet or 0.099 acre.

Parcel No. 3:

4-L-NMC ✓
39-NMC

Beginning at a point on the South right-of-way line of 500 South Street, said point being North 89°48'05" East 268.52 feet from the Southeast corner of the intersection of Main Street and 500 South Street in Bountiful City, Utah, and said point of beginning also being South 89°48'05" West 105.37 feet from the Northeast corner of Lot 4, Block "L", Bountiful Townsite Survey, and running thence North 89°48'05" East along said South Line 149.36 feet; thence South 0°10'30" East 111.80 feet; thence North 89°48'05" East 29.00 feet; thence South 0°10'30" East 9.30 feet; thence South 89°49'30" West 178.36 feet; thence North 0°10'30" West 121.04 feet to the point of beginning. Contains 18,353.93 square feet or 0.421 acres.

Parcel No. 4:

39 NMC
4-NMC

Beginning at a point on the South right-of-way line of 500 South Street, said point being North 89°48'05" East 417.88 feet from the Southeast corner of the intersection of Main Street and 500 South Street, in Bountiful City, Utah, and said point of beginning also being North 89°48'05" East 43.99 feet from the Northeast corner of Lot 4, Block "L", Bountiful Townsite Survey, and running thence North 89°48'05" East along said South Line 110.525 feet to the Southwest corner of the intersection of 500 South Street and 100 East Street; thence South 0°10'30" East along the West right-of-way line of said 100 East Street 111.80 feet; thence South 89°49'30" West 110.525 feet; thence North 0°10'30" West 111.80 feet to the point of beginning. Contains 12,356.695 square feet or 0.284 acres.

03-036-0094

and the following described real property:

31-NMC

Beginning at the Southwest corner of the intersection of 500 South Street and 100 East Street in Bountiful City, Utah, said point of beginning also being North 89°48'05" East 154.515 feet from the Northeast corner of Lot 4, Block "L", North Millcreek Plat, Bountiful Townsite Survey, and running thence North 89°48'05" East 19.30 feet to a point 1.0 foot West of a concrete sidewalk; thence South 0°10'30" East parallel with and 1.0 foot perpendicularly distant Westerly from said sidewalk for a distance of 111.80 feet; thence South 89°48'05" West 19.30 feet to the West right-of-way line of said 100 East Street; thence North 0°10'30" West along said West right-of-way line 111.80 feet to the point of beginning. Contains 2157.7 square feet or 0.050 acres.

31-NMC (start)

SCHEDULE II

1096

4-L-NMC

Beginning at a point on the South right-of-way line of 500 South Street, said point being North 89° 48' 05" East 110.00 feet from the Southeast corner of the intersection of Main Street and 500 South Street in Bountiful City, Utah, said point of beginning also being South 89° 48' 05" West 263.89 feet from the Northeast corner of Lot 4, Block "L", Bountiful Townsite Survey, and running thence North 89° 48' 05" East 46.83 feet along the South right-of-way line of 500 South Street; thence South 0° 10' 30" East 69.47 feet; thence North 89° 49' 30" East 71.67 feet; thence North 0° 10' 30" West 69.50 feet to said South right-of-way line of 500 South Street; thence North 89° 48' 05" East 45.00 feet along said right-of-way line; thence South 0° 10' 30" East 22.52 feet; thence South 89° 49' 30" West 9.00 feet; thence South 0° 10' 30" East 72.00 feet; thence South 89° 49' 30" West 107.67 feet; thence South 0° 10' 30" East 64.91 feet; thence South 89° 49' 30" West 108.79 feet; thence South 0° 10' 30" East 72.50 feet; thence South 89° 49' 30" West 48.00 feet to the East right-of-way line of Main Street; thence North 0° 11' 05" West 121.82 feet along said East right-of-way line of Main Street; thence North 89° 48' 05" East 110.00 feet; thence North 0° 11' 05" West 110.00 feet to the point of beginning. Contains 21,766.1 square feet or 0.500 acre.

pt. 03-036-0095