

After Recording Return To:

Tammy Zokan, Esq.
WinCo Foods LLC
P.O. Box 5756
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RICHARD T. MAUGHAN
DAVIS COUNTY, UTAH RECORDER
7/9/2010 4:07:00 PM
FEE \$24.00 Pgs: 6
DEP eCASH REC'D FOR FIRST AMERICAN TITLE-NCS

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APN: 11-061-0205 (formerly 11-0610151),
11-061-0079, 11-061-0080, 11-061-0082,
11-061-0083

DAVIS COUNTY, UTAH

MEMORANDUM OF SITE DEVELOPMENT AGREEMENT

NOTICE IS HEREBY GIVEN that a Site Development Agreement (the "Agreement") has been entered into as of July 9, 20¹⁰, by and between **FORT LANE VILLAGE, LC**, a Utah limited liability company ("Fort Lane"), and **WINCO FOODS, LLC**, a Delaware limited liability company ("WinCo").

The Agreement affects property described therein located in the City of Layton, County of Davis, State of Utah (the "Property"), and more particularly described in **Exhibit A** hereto; and by this reference made a part thereof. All the terms, conditions and covenants of the Agreement are incorporated herein by this reference and may be inspected at the offices of the parties.

This memorandum may be executed by the parties hereto in separate counterparts, each of which shall be deemed to be an original when executed, but which counterparts together shall constitute one and the same instrument.

[Signature pages follow immediately]

IN WITNESS WHEREOF, the above-named parties have executed this Memorandum of Site Development Agreement as of the day and year set forth above.

FORT LANE VILLAGE, LC,
a Utah limited liability company

By: [Signature]
Its: [Signature]

in California
STATE OF ~~UTAH~~)
County of Orange)ss.

On this 1st day of July, 2010, before me, a Notary Public, personally appeared Kevin S. Garn, known or proved to me to be the managing member of FORT LANE VILLAGE, LC, a Utah limited liability company, the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
Notary Public
Residing at Irvine, CA
Comm. Expires Oct. 16, 2013

[Signatures continued on following page]



WINCO FOODS, LLC,
a Delaware limited liability company

By: David M Butler
Its: VP Finance & CFO

STATE OF IDAHO)
)ss.
County of Ada)

On this 7th day of July, 2010, before me, a Notary Public, personally appeared DAVID M BUTLER, known or proved to me to be the VP Finance & CFO of WINCO FOODS, LLC, a Delaware limited liability company, the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Andrea Doe
Notary Public
Residing at Bowl, ID
Comm. Expires May 16, 2013

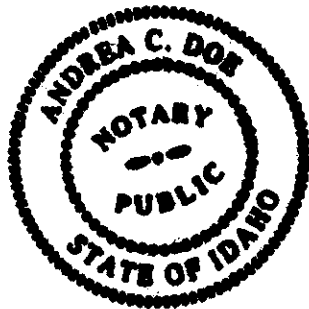


EXHIBIT A**LEGAL DESCRIPTION OF WINCO PARCEL**

A PARCEL OF LAND LOCATED IN THE NORTH HALF OR SECTION 28, TOWNSHIP 4 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, LAYTON CITY, DAVIS COUNTY, UTAH, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT 177.35 FEET SOUTH 89°27'20" EAST AND 392.34 FEET SOUTH 00°47'13" WEST FROM THE DAVIS COUNTY SURVEY MONUMENT FOUND MARKING THE NORTH QUARTER CORNER OF SAID SECTION 28 (THE BASIS OF BEARINGS IS SOUTH 89°27'20" EAST 2637.52 FEET MEASURED BETWEEN THE DAVIS COUNTY SURVEY MONUMENTS FOUND MARKING THE NORTHWEST CORNER AND NORTH QUARTER CORNER OF SAID SECTION 28), AND RUNNING THENCE SOUTH 00°47'13" WEST 326.04 FEET; THENCE NORTH 89°11'07" WEST 79.88 FEET; THENCE SOUTH 00°47'13" WEST 252.16 FEET; THENCE SOUTH 89°20'20" EAST 84.77 FEET; THENCE SOUTH 20°58'32" WEST 165.27 FEET; THENCE NORTH 89°12'47" WEST 378.03 FEET TO THE EASTERLY BOUNDARY OF INTERSTATE 15, PROJ. NO. S-15-8(211)332 (PARCEL NO. 15-8:68:A, WARRANTY DEED, ENTRY NO. 2497004); THENCE NORTH 16°36'49" WEST 296.99 FEET ALONG SAID LINE TO A POINT OF CURVATURE WITH A 1100.00 FOOT RADIUS CURVE TO THE LEFT; THENCE NORTHWESTERLY 367.73 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 19°09'14" (CHORD BEARS NORTH 26°11'26" WEST 366.02 FEET); THENCE NORTH 46°52'45" EAST 200.83 TO A POINT ON A 165.00 FOOT RADIUS CURVE TO THE LEFT; THENCE EASTERLY 72.75 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 25°15'42" (CHORD BEARS SOUTH 76°34'56" EAST 72.16 FEET); THENCE SOUTH 89°12'47" EAST 469.93 FEET TO THE POINT OF BEGINNING.

LEGAL DESCRIPTION OF FORT LANE PARCEL

A parcel of land located in the North half of Section 28, Township 4 North, Range 1 West, Salt Lake Base and Meridian, Layton City, Davis County, Utah, more particularly described as follows:

BEGINNING at a point on the South boundary line of Gentile Street (SR-109), which is 33.00 feet South 00°32'40" West from the Davis County Survey monument found marking the North Quarter corner of said Section 28 (the Basis of Bearings is South 89°27'20" East 2637.52 feet measured between the Davis County Survey monuments found marking the Northwest corner and North Quarter corner of said Section 28), and running thence South 89°27'20" East 401.21 feet along said street to the West boundary line of Fort Lane; thence South 00°47'13" West 887.78 feet along said street to the northerly boundary line of Elm Street; thence North 89°20'20" West 303.88 feet along said street; thence North 00°47'13" East 202.16 feet; thence South 89°11'07" East 79.88 feet; thence North 00°47'13" East 326.04 feet; thence North 89°12'47" West 469.93 feet to a point of curvature with a 165.00 foot radius curve to the right; thence westerly 72.75 feet along the arc of said curve through a central angle of 25°15'42" (chord bears North 76°34'56" West 72.61 feet); thence South 46°52'45" West 200.82 feet to the easterly boundary of Interstate 15, Proj. No. S-15-8(211)332 and a point on a 1100.00 foot radius curve to the left; thence Northwesterly 77.82 feet along said line and the arc of said curve through a central angle of 04°03'12" (chord bears North 37°47'39" West 77.80 feet); thence North 39°49'16" West 6.25 feet along said line to the original I-15 right-of-way (Project No. I15-7(18)326 and a point on a 2066.15 foot radius curve to the left; thence Northwesterly 144.85 feet along said line and the arc of said curve through a central angle of 4°01'01" (chord bears North 33°26'48" West 144.82 feet); thence North 43°07'15" West 383.01 feet along said line to the Westerly boundary line of said Gentile Street; thence North 85°44'07" East 202.78 feet along said street; thence South 89°27'20" East 12.29 feet; thence South 75°16'51" East 57.17 feet; thence South 89°27'20" East 145.01 feet; thence South 00°47'13" West 177.51 feet to a point of curvature with a 200.00 foot radius curve to the left; thence southerly 30.11 feet along said curve through a central angle of 08°37'37" (chord bears South 03°31'35" East 30.09 feet); thence South 89°12'47" East 219.67 feet; thence North 00°47'13" East 155.00 feet; thence North 37°39'25" East 25.00 feet; thence North 00°47'13" East 33.51 feet; thence South 89°27'20" East 255.02 feet; thence North 00°32'40" East 14.00 feet to said Gentile Street; thence South 89°27'20" East 0.83 feet to the POINT OF BEGINNING.

TOGETHER WITH

A parcel of land located in the North half of Section 28, Township 4 North, Range 1 West, Salt Lake Base and Meridian, Layton City, Davis County, Utah, more particularly described as follows:

BEGINNING at a point 120.44 feet South 89°27'20" East and 1125.20 feet South 00°32'40" West from the Davis County Survey monument found marking the North Quarter corner of said Section 28 (the Basis of Bearings is South 89°27'20" East 2637.52 feet measured between the Davis County Survey monuments found marking the Northwest corner and North Quarter corner of said Section 28), and running thence South 20°58'32" West 54.38 feet; thence South

00°47'13" West 100.01 feet, more or less, to the Northerly boundary line of that certain Utah Department of Transportation property as described in Book 4692 at page 188; thence along said line the following three courses, North 87°17'15" West 78.49 feet; thence North 86°57'22" West 156.49 feet; thence North 86°02'18" West 4.59 feet to the Questar Gas Company Parcel No. 15-8:68 recorded as Entry No. 2497004; thence following said parcel the following two courses, North 16°36'49" West 55.03 feet; thence South 73°23'11" West 71.92 feet to the easterly boundary of Interstate 15, Proj. No. S-15-8(211)332; thence North 16°36'49" West 116.32 feet along said line; thence South 89°12'47" East 378.03 feet to the POINT OF BEGINNING.