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06/18/2002 04:21 PM 14.00
Book - 8610 Pg - 6334-6336
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
BY: EHR, DEPUTY - WI 3 P.

**FIRST AMENDMENT
TO SUPPLEMENTAL DECLARATION
OF COVENANTS, EASEMENTS, AND RESTRICTIONS**

THIS FIRST AMENDMENT TO SUPPLEMENTAL DECLARATION OF COVENANTS, EASEMENTS, AND RESTRICTIONS ("**Declaration**") is made by SMITH'S FOOD & DRUG CENTERS, INC., a Delaware corporation ("**Smith's**"), ZIONS FIRST NATIONAL BANK ("**Zions**"), and RADDON/BELL PROPERTIES, LC, a Utah limited liability company ("**Raddon/Bell**").

RECITALS:

A. The parties hereto entered into that certain Supplemental Declaration of Covenants, Easements, and Restrictions, which was recorded December 18, 2001 as Entry No. 8094890 in Book 8543 at Page 0693 in the Official Records of the Salt Lake County Recorder's Office (the "Supplemental Declaration") pertaining to Lots 1, 6, 7, 8 and 9 of First Amended and Expanded Plat of Town Commons, a Commercial Subdivision, according to the official plat thereof, filed in Book "2001P" of Plats, at Page 313 of the Official Records of the Salt Lake County Recorder

B. Raddon/Bell owns Lots 1, 6 and 8. Zions owns Lot 7. Smith's owns Lot 8.

*27-15-202-046 27-15-202-044 27-15-202-042
27-15-202-043 27-15-202-045*

C. It has become necessary to amend the Supplemental Declaration.

NOW THEREFORE, it is mutually covenanted and agreed as follows:

1. Section 3.1 shall be amended to delete the term "hot dogs" in three places.
2. Section 6.2 shall be amended by deleting the existing language and substituting the following in its place:

Unless sooner terminated pursuant to the agreement of all parties having an interest under this Declaration, this Declaration shall terminate and expire fifty (50) years from the date hereof, unless extended with the written approval of all Parties; provided that the easements created by this Declaration shall not terminate and shall continue in full force and effect unless modified or terminated upon the prior written approval of all Parties. However, notwithstanding the foregoing provisions, the exclusive right restriction provided in Section 3.1 shall terminate and be of no further force and effect on the earlier to occur of: (a) the discontinuance of the sale of restricted items on Lot 6 for one hundred eighty (180) or more consecutive days after the occupant of Lot 6 is no longer using Lot 6 for the exclusive right restriction provided in Section 3.1 above, other than as a result of a casualty or condemnation pending reconstruction, or for normal periods of closure for repairs, alterations or remodeling; or (b) the date of conveyance or leasing of Lot 6 for a business other than for the exclusive right restriction set forth in

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Section 3.1 above. The person or entity holding the benefit of the exclusive right restriction provided in Section 3.1 above shall execute and deliver to any Party demanding the same a release of said restriction in recordable form reasonably satisfactory to such Party promptly after written request for the same from such Party after exclusive right restriction set forth in Section 3.1 has expired pursuant to (a) or (b) in this Section 6.2.

3. The Supplemental Declaration shall continue in full force and effect as amended hereby.

DATED the 20th day of May, 2002.

RADDON/BELL PROPERTIES, LC
a Utah limited liability company

ZIONS FIRST NATIONAL BANK, NA

By *Gregory Bell*
Its *Member*

By *[Signature]*
Its *EXEC Vice Pres.*

SMITH'S FOOD & DRUG CENTERS, INC.
a Delaware corporation

By *Dale S. Wilton*
Its *Sr Vice President*

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

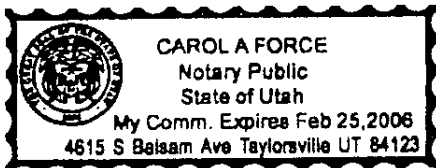
The foregoing instrument was acknowledged before me on the *23rd* day of May, 2002,
by *Wade S. Williams, Sr. V. P., Smith's Food & Drug Centers, Inc.*

(Seal)

My commission expires:

2-25-06

Carol A. Force
Notary Public
Residing at: *Salt Lake County, Utah*



STATE OF UTAH)
 : SS.
COUNTY OF SALT LAKE)

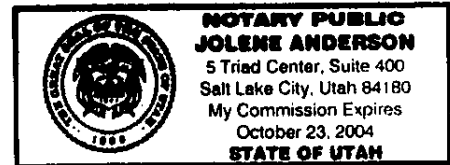
The foregoing instrument was acknowledged before me on the 20th day of May, 2002,
by George B. Hofmann.

(Seal)

My commission expires:

10/23/2004

Jolene Anderson
Notary Public
Residing at: Syracuse, UT



STATE OF UTAH)
 : SS.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me on the 17th day of ~~May~~ June, 2002,
by Gregory Steele.

(Seal)

My commission expires:

May 9, 2006

Patti Weatherton
Notary Public
Residing at: Midvale, UT

