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1/6/2017 2:36:00 PM \$30.00
Book - 10518 Pg - 5608-5613
Gary W. Ott
Recorder, Salt Lake County, UT
MERIDIAN TITLE
BY: eCASH, DEPUTY - EF 6 P.

Record and return to:

Smith's Food & Drug Centers, Inc.
Attention: Director of Real Estate Legal Services
1550 South Redwood Road
Salt Lake City, Utah 84104

Parcel ID Nos.: 20-26-477-001, 20-26-477-002,
20-26-477-003, 20-26-477-004,
20-26-477-005, 20-26-477-006,
20-26-477-007, 20-26-477-008,
20-26-477-009, 20-26-477-010
and 20-26-477-011

**SECOND AMENDMENT TO
RESTRICTIONS AND EASEMENTS AGREEMENT**

THIS SECOND AMENDMENT TO RESTRICTIONS AND EASEMENTS AGREEMENT ("Amendment") is entered into as of the 4th day of January, 2017 by and between SMITH'S FOOD & DRUG CENTERS, INC., an Ohio corporation ("Smith's"), SHOPS AT HIGHLANDS LLC, a Utah limited liability company ("Shops at Highlands"), DOVES LANDING, L.C., a Utah limited liability company ("Doves Landing"), BUNTS & SINGLES LLC, a Utah limited liability company ("Bunts & Singles") and GOLDENWEST FEDERAL CREDIT UNION, a federally chartered credit union ("Goldenwest").

WHEREAS Smith's and Sawtell Properties LLC and Kick Creek, L.L.C., as "Developer" entered into that certain Restrictions and Easements Agreement recorded on February 12, 2014 as Entry No. 11803785 in the Official Records of Salt Lake County, Utah as amended by First Amendment to Restrictions and Easements Agreement recorded on September 27, 2016 as Entry No. 12373692 in the Official Records of Salt Lake County, Utah (collectively, the "REA"); and

WHEREAS the REA encumbers the property described on attached Exhibit "A"; and

WHEREAS the parties desire to amend the REA as set forth herein,

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto constituting the record owner of the Smith's Lots and in excess of fifty percent (50%) of the record owners of the Developer Lots, as required by Section 8(a) of the REA, hereby agree as follows:

1. Capitalized Terms. Capitalized terms used but not defined herein shall have the meanings given them in the REA.

2. Pylon Signs. Section 5 of the REA is hereby amended to include the following:

"The parties acknowledge and agree that two (2) pylon signs have been constructed and are located as shown on the Site Plan attached hereto as "Exhibit "A-1"". Easements, for the purpose of maintaining and repairing the pylon signs, are hereby granted over and across the properties on which the pylon signs are located. Smith's shall be responsible for

illuminating the pylon signs and the cost thereof shall be reimbursed by Developer as set forth in Section 4b(3)C of the REA. Developer shall be responsible for maintaining and repairing the pylon signs. The owner or occupant of a lot in the Shopping Center with one or more sign panels installed on the pylon signs shall reimburse Developer for its pro-rata share of the costs of maintaining, repairing and illuminating the pylon signs. Such pro-rata share shall be determined using the method described in Section 5 of the REA.”

3. Site Plan. The Site Plan attached as Exhibit “A” to the REA is hereby amended to depict the current location of signs as set forth on attached Exhibit “A-1”. All other matters set forth on the Site Plan attached as Exhibit “A” to the REA remain as shown thereon.

4. Remaining Provisions. Except as otherwise expressly set forth herein, the REA is hereby ratified and confirmed and remains in full force and effect.

[Signature Pages Follow]

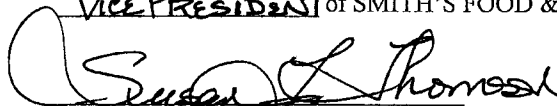
IN WITNESS WHEREOF the parties have executed this Amendment as of the date set forth above.


SMITH'S FOOD & DRUG CENTERS, INC.
an Ohio corporation


By: STEVEN M. SORENSEN
Its: VICE PRESIDENT

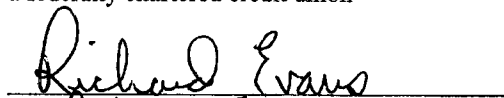
STATE OF UTAH
COUNTY OF SALT LAKE

On the 4th day of JANUARY, 2017 personally appeared before me
STEVEN M. SORENSEN who duly acknowledged to me that he executed the foregoing Amendment as
VICE PRESIDENT of SMITH'S FOOD & DRUG CENTERS, INC.


Notary Public


Notary Public
SUSAN T. THOMSON
Commission #370448
My Commission Expires
August 8, 2018
State of Utah


GOLDENWEST FEDERAL CREDIT UNION
a federally chartered credit union


By: Richard Evans
Its: SVP

STATE OF UTAH
COUNTY OF SALT LAKE

On the 4th day of January, 2017 personally appeared before me
Richard Evans who duly acknowledged to me that he executed the foregoing Amendment as
SVP of GOLDENWEST FEDERAL CREDIT UNION.


Notary Public


CATHY BEUS
Notary Public • State of Utah
Commission # 673331
COMM. EXP. 01-09-2018

SHOPS AT HIGHLANDS LLC
a Utah limited liability company

BUNTS & SINGLES LLC
a Utah limited liability company

RP
By: Barrett Peterson
Its: Manager

RP
By: Barrett Peterson
Its: Manager

DOVES LANDING, L.C.
a Utah limited liability company

RP
By: Doan Peterson
Its: Manager

STATE OF UTAH
COUNTY OF SALT LAKE

On the 4th day of January, 2017 personally appeared before me
Barrett Peterson who duly acknowledged to me that he executed the foregoing Amendment as
Manager of SHOPS AT HIGHLANDS LLC.

Lori Johnstun
Notary Public



STATE OF UTAH
COUNTY OF SALT LAKE

On the 4th day of January, 2017 personally appeared before me
Ryan Peterson who duly acknowledged to me that he executed the foregoing Amendment as
Manager of DOVES LANDING, L.C.

Lori Johnstun
Notary Public



STATE OF UTAH
COUNTY OF SALT LAKE

On the 4th day of January, 2017 personally appeared before me
Barrett Peterson who duly acknowledged to me that he executed the foregoing Amendment as
Manager of BUNTS & SINGLES LLC.

Lori Johnstun
Notary Public



EXHIBIT "A"
Legal Description of Property

LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 of THE HIGHLANDS COMMERCIAL SUBDIVISION, according to the official plat thereof as recorded in the Office of the Salt Lake County Recorder on February 12, 2014 as Entry No. 11803482.

Parcel ID Nos.: 20-26-477-001
20-26-477-002
20-26-477-003
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20-26-477-008
20-26-477-009
20-26-477-010
20-26-477-011

EXHIBIT "A-1"
Site Plan

