

FIRST AMENDMENT TO THE DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS

This First Amendment to the Declaration of Restrictions and Grant of Easements ("First Amendment") is entered into effective this 14th day of October, 1994, and is the first amendment to that Declaration of Restrictions and Grant of Easements ("Declaration"), dated November 16, 1993, recorded on May 20, 1994, with the Utah County, Utah, Recorder, as Entry No. 42740, Book 3449, Page 351, by and between Albertson's, Inc., a Delaware corporation ("Albertson's") and CPI/American Fork Limited Partnership, an Idaho limited partnership ("First Party") for Shopping Center.

The purpose of this First Amendment is to increase the maximum Building Area permitted on Parcel 1 with respect to the shopping center more particularly described on Schedule I attached hereto ("Shopping Center").


In consideration of the mutual benefits to be received by the parties hereto and other good and valuable consideration, the amount and receipt of which are hereby acknowledged by the parties, the parties agree with each other as follows:

1. The Site Plan attached as Exhibit A to the Declaration shall be replaced and substituted with the revised site plan which is attached to this First Amendment as Exhibit A and made a part hereof. All references to the Site Plan and/or Exhibit A in the Declaration shall refer to the revised site plan as Exhibit A attached hereto.
2. The parties hereto are all the owners of the parcels of property which make up the Shopping Center and they desire to amend the Declaration as indicated herein.
3. No other terms and conditions of the Declaration are hereby changed by this First Amendment and the changes take effect upon the date of the First Amendment indicated above. Capitalized terms used in this First Amendment and not defined herein shall have the meanings as set forth in the Declaration.

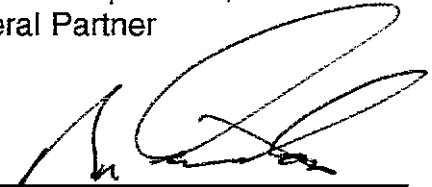
EXECUTED as of the day and year first written above.

ALBERTSON'S, INC., *wlt*
a Delaware corporation

**CPI/AMERICAN FORK LIMITED
PARTNERSHIP, an Idaho limited
partnership**

By: 
William H. Arnold
Vice President, Real Estate Law

By: Cantlon Properties, Inc.,
an Idaho corporation,
General Partner

By: 
Roger D. Cantlon, President

STATE OF IDAHO)
) ss.
County of Ada)

On this 25th, day of October, in the year 1994, before me, a Notary Public in and for the State of Idaho, personally appeared William H. Arnold, known or identified to me to be the Vice President, Real Estate Law, of Albertson's, Inc., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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



Linda Tschirg
Notary Public for Idaho
Residing at: Meridian, Idaho
My commission expires: 5-1-00

STATE OF IDAHO)
) ss.
County of Ada)

On this 20th, day of September, in the year 1994, before me, a Notary Public in and for the State of Idaho, personally appeared Roger D. Cantlon, known or identified to me to be President of Cantlon Properties, Inc., one of the partners of the partnership and partner who subscribed said partnership name to the foregoing instrument, and acknowledged to me that he executed the same in said partnership name.

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



Arlene W. Whinn
Notary Public for Idaho
Residing at: Boise, ID
My commission expires: 10/31/97

SCHEDULE I

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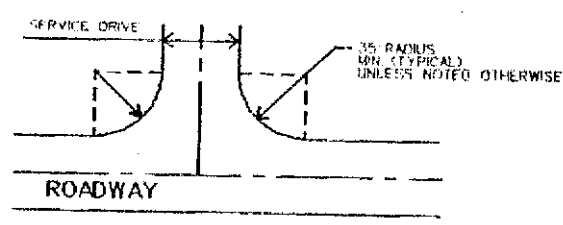
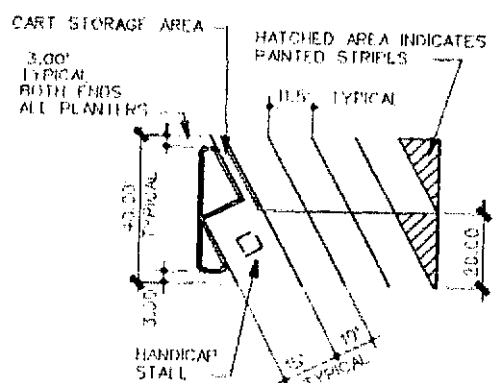
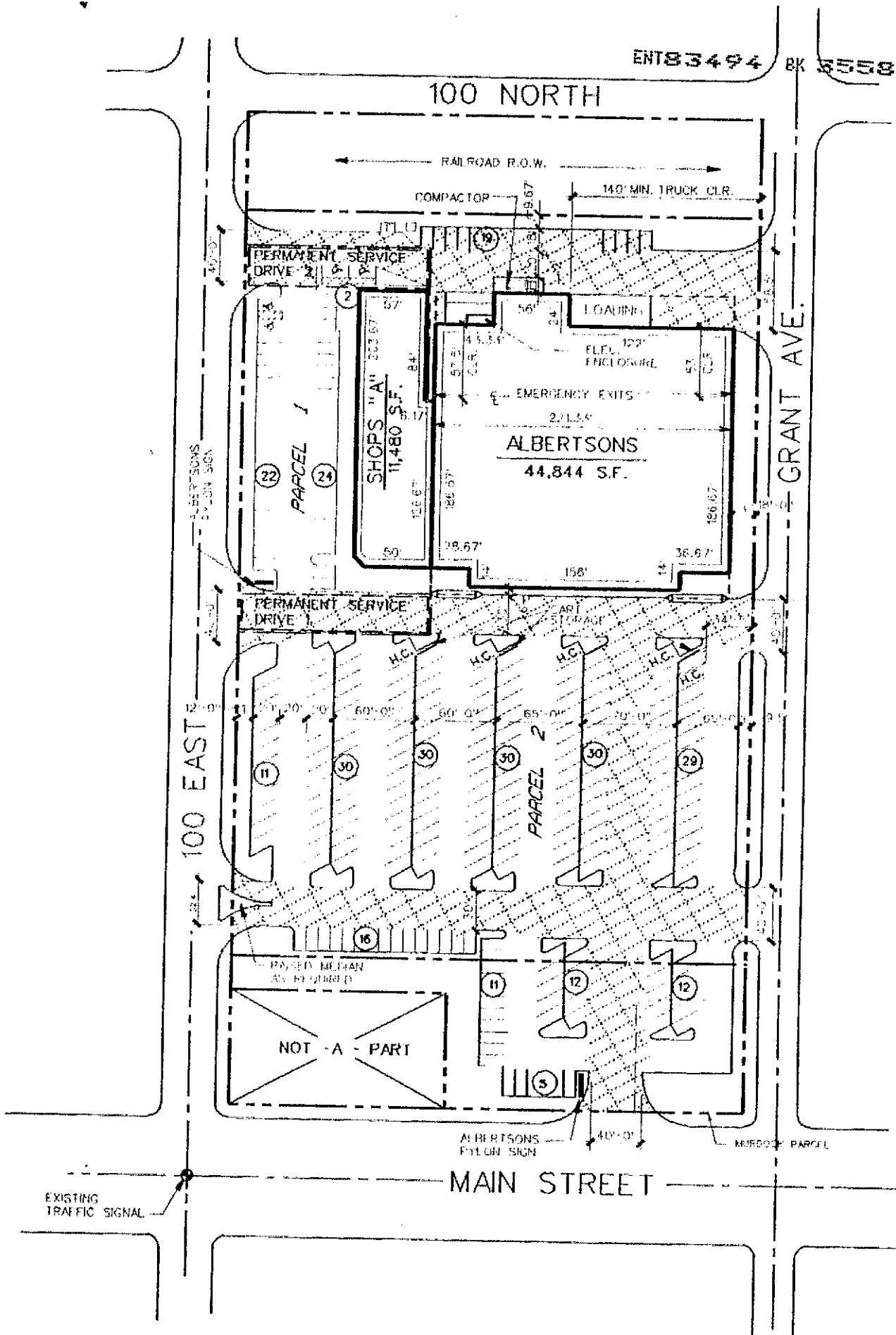
The land referred to in this Schedule is situated in the State of Utah, County of Utah, and is described as follows:

PARCEL 1:

Lot 1, Plat A, ALBERTSONS CENTER NO. 2, American Fork, Utah, according to the official plat thereof on file and of record in the Utah County Recorder's Office.

PARCEL 2:

Lot 2, Plat A, ALBERTSONS CENTER NO. 2, American Fork, Utah, according to the official plat thereof on file and of record in the Utah County Recorder's Office.



(A) PARKING DETAIL
1" = 50' - 0"

(B) CURB CUT DETAIL
1" = 50' - 0"

REVISIONS	
11-26-91	R.A.C. CHANGED TO EXHIBIT "A"
2-27-92	R.W. FLIP DOCK, REV. SHOPS, R.R. ROW, PARKING, CURB CUT, G.B.A.
3-30-93	R.W. REV. SHOPS, & PARKING, REDUCE CURB CUT R 100 EAST & ADD MEDIAN & PARCELS.
4-22-93	R.W. REVISE PARCEL LINE
9-29-93	R.A.C. ADD PERMANENT SERVICE DRIVE
8-15-94	R.W. REV. SHOPS, "A", PARKING, G.B.A.
2-21-94	R.T.D. REV. G.B.A. & PARKING REQUIREMENTS
1-10-94	R.W. REV. 121 STALLS TO H.C.

MR DRW
MR DRW
MR DRW
MR DRW
MR DRW
MR DRW
MR DRW

GENERAL NOTES

DRAWN WITH OUT BENEFIT OF SURVEY
NO TRUCK WELLS, NATURAL DOCK ONLY

PARKING REQUIREMENTS:
5/ 1,000 S.F. GROSS LEASABLE AREA

BUILDING SETBACK REQUIREMENTS:
0' ALL SIDES

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LANDSCAPE REQUIREMENTS:
BY CITY REVIEW
(PLANNING COMMISSION REVIEW)

ZONING REQUIREMENTS:
EXISTING- COMMERCIAL (CC-1)
REQUIRED- COMMERCIAL (CC-1)

LEGEND


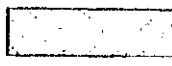
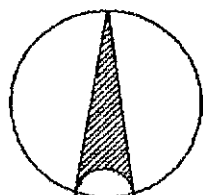
PROPERTY LINE / PARCEL LINE	-----
EXPANSION LIMIT LINE	- - - - -
BUILDING AREA	
HEAVY DUTY ASPHALT	
BUILDING LIMIT LINE	- - - - -

EXHIBIT "A" SITE PLAN

TOTAL GROSS BUILDING AREA	56,324 S.F.
TOTAL CARPARKS REQUIRED	281
TOTAL CARPARKS PROVIDED	283 (+2)
TOTAL CARPARKS W/IN 200' RAD.	157
TOTAL SITE AREA	260,778 S.F. (5.99 AC.)



NORTH

SCALE: 1"=100'-0"

APPROVED BY:		DATE:
CHAIRMAN	SIGNED	11-22-91
PRESIDENT	SIGNED	11-22-91
EXEC. V.P.-S.P.	SIGNED	11-22-91
SR. V.P.-CONSTR.	SIGNED	11-22-91
SR. V.P.-REC.	SIGNED	11-22-91

ALBERTSONS NO. 378
N.E.C. MAIN STREET & 100 EAST STREET
AMERICAN FORK, UT.

250 PARK CENTER BLVD. BOISE, IDAHO 83725



DRAWN R.A.C.	CHECKED R.W.
DATE 11-21-91	

SHEET TITLE
EXHIBIT "A"
SITE PLAN

SHEET
1
OF 1
378.dgn