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Gary W. Ott
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Kelly T. Barbour
Holland & Hart LLP
P.O. Box 2527
Boise, ID 83701-2527

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MEMORANDUM OF SITE DEVELOPMENT AGREEMENT

NOTICE IS HEREBY GIVEN that a Site Development Agreement (the "Agreement") has been entered into as of August 1st, 2008, by and between WINCO FOODS, LLC, a Delaware limited liability company, and WEST VALLEY PAVILION, LLC, a Delaware limited liability company. The Agreement affects property described therein located in the City of West Valley, County of Salt Lake, State of Utah, and more particularly described in EXHIBIT A attached hereto.

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 Agreement may be executed by parties hereto in separate counterparts, each of which, when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument. Each counterpart may consist of a number of copies hereof, each signed by less than all, but together signed by all, of the parties hereto.

[signature page to follow]

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

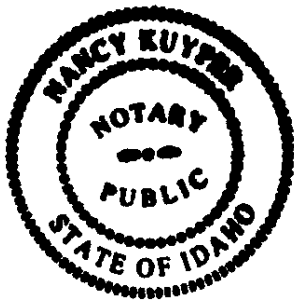
WINCO FOODS, LLC, a Delaware limited liability company

Steven L. Goddard
By: Steven L. Goddard, CEO

STATE OF IDAHO)
 : ss.
County of Ada)

On this 29th day of July, 2008, before me, a Notary Public, personally appeared **Steven L. Goddard**, known or proved to me to be the CEO of WINCO FOODS, LLC, a Delaware limited liability company, the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said company.

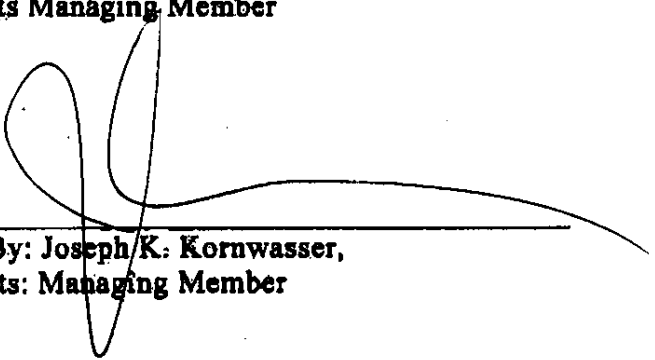
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Nancy Kuyper
Notary Public
Residing at Boise, ID
Comm. Expires July 8, 2014

**WEST VALLEY PAVILION, LLC, a
Delaware limited liability company**

**By: West Valley Pavilion Managing Member,
LLC, a Delaware limited liability company
Its Managing Member**



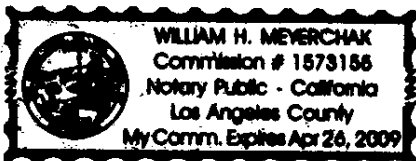
**By: Joseph K. Kornwasser,
Its Managing Member**

STATE OF CALIFORNIA)
: ss.
County of Los Angeles)

On August 05, 2008, before me William H. Meyerchak, Notary Public
personally appeared Joseph K. Kornwasser, who proved to me on the basis of
satisfactory evidence to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same in his authorized
capacity, and that by his signature on the instrument the person, or entity upon behalf of
which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of
California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.




Signature of Notary Public

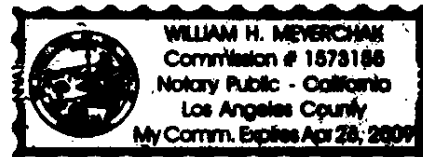


EXHIBIT A-1

LEGAL DESCRIPTION FOR WINCO TRACT

That certain real property situated in the City of West Valley, County of Salt Lake, State of Utah, and more particularly described as follows:

Lot 1, WEST VALLEY PAVILION, according to the official plat thereof, recorded in the office of the Salt Lake County Recorder.

EXHIBIT A-2

LEGAL DESCRIPTION FOR KORNWASSER TRACT

That certain real property situated in the City of West Valley, County of Salt Lake, State of Utah, and more particularly described as follows:

Lots 2, 3, 4, 5, 6 and 7, WEST VALLEY PAVILION, according to the official plat thereof, recorded in the office of the Salt Lake County Recorder.