

**SECOND AMENDMENT TO CROSS EASEMENT AGREEMENT**

(Center and State Street Site)

(Orem, Utah)

This Second Amendment to Cross Easement Agreement is made and entered into this 29 day of August, 1995, by and between SHOPKO STORES, INC. d/b/a UVALKO SHOPKO STORES, INC., a Minnesota corporation ("ShopKo"), SMITH'S FOOD & DRUG CENTERS, INC., a Delaware corporation, successor in interest to SMITH'S FOOD KING PROPERTIES, INC. ("Smith's") and BOYER OREM ASSOCIATES, a Utah limited partnership ("Boyer").

\* By its general partner,  
The Boyer Company, L.C.

**WITNESSETH**

ENT 69315 BK 3790 PG 187  
RANDALL A. COVINGTON  
UTAH COUNTY RECORDER  
1995 OCT 12 4:00 PM FEE 33.00 BY MB  
RECORDED FOR FIRST AMERICAN TITLE CO

**WHEREAS**, ShopKo, Smith's and Boyer entered into that certain Cross-Easement Agreement dated August 31, 1989, as recorded in the Utah County Recorder's Office on February 15, 1990 in Book 2665, page 869, as Entry 4760, concerning the operation of a shopping center located at the Southeast corner of Main Street and Center Street, Orem Utah ("Cross Easement Agreement");

**WHEREAS**, Smith's and Stanco, Inc. entered into that certain Addendum to the Cross-Easement Agreement dated September 6, 1989, as recorded in the Utah County Recorder's Office on September 8, 1989 in Book 2626, page 184 as Entry 2657 ("Addendum");

**WHEREAS**, ShopKo, Smith's and Boyer entered into that certain First Amendment to the Cross-Easement Agreement dated January 29, 1991, as recorded in the Utah County Recorder's Office on in Book 2764, page 50, as Entry 6165 ("First Amendment");

**WHEREAS**, the parties desire now to modify the Site Plan, notice provisions and building ground cover restrictions set forth in the Cross-Easement Agreement;

**NOW THEREFORE**, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt, value and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The Site Plan attached as Exhibit "5" to the Cross Easement Agreement is hereby amended, modified and replaced by the Site Plan attached hereto as Exhibit "A".

2. The Building Ground Cover Restriction for Outlot 2 set forth in Section 6.06 of the Cross-Easement Agreement is hereby modified to be 3,000 square feet instead of 10,000 square feet.

3. The addresses for all notices to be sent for the parties are as follows:

A. If to ShopKo:

ShopKo Stores, Inc.  
700 Pilgrim Way  
P.O. Box 19060  
Green Bay, Wisconsin 54307-9060  
Attn: Director of Real Estate

B. If to Smith's:

Smith's Food & Drug Centers, Inc.  
1550 South Redwood Road  
Salt Lake City, Utah 84104  
Attn: Legal Department

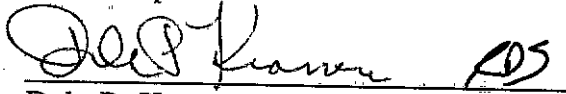
C. If to Boyer:

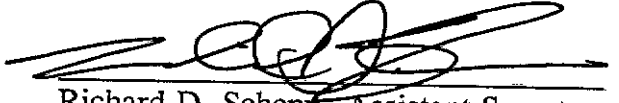
Boyer Orem Associates  
127 South 500 East, Suite 310  
Salt Lake City, Utah 84102

4. Except for the modifications to the Cross Easement specifically set forth herein, the Cross Easement Agreement, Addendum and First Amendment shall remain unaltered and in full force and effect.

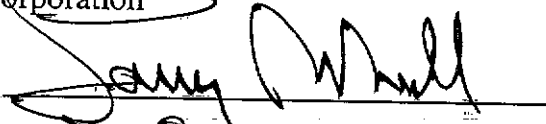
IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment To Cross Easement Agreement to be executed as of the date first set forth above.

**SHOPKO STORES, INC.,** d/b/a  
**UVALKO SHOPKO STORES, INC.**  
a Minnesota corporation

By:   
Dale P. Kramer, President

Attest:   
Richard D. Schepp, Assistant Secretary


**SMITH'S FOOD & DRUG CENTERS, INC.,** a Delaware corporation, a successor in interest to Smith's Food King Properties, Inc., a Utah corporation

By:   
Its: Vice President

Attest: \_\_\_\_\_  
Its: \_\_\_\_\_

\* by its general partner,  
The Boyer Company, L.L.C.

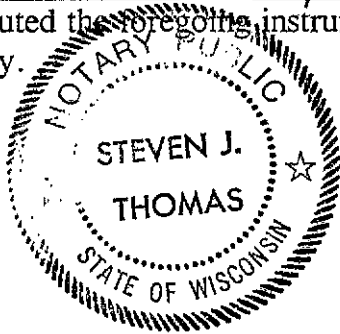
**BOYER OREM ASSOCIATES,** <sup>LLC,\*</sup> a Utah limited liability company

By:   
Ken C. GARDNER  
Its: PRESIDENT AND MANAGER

Attest: \_\_\_\_\_  
Its: \_\_\_\_\_

STATE OF WISCONSIN )  
 ) ss.  
COUNTY OF BROWN )

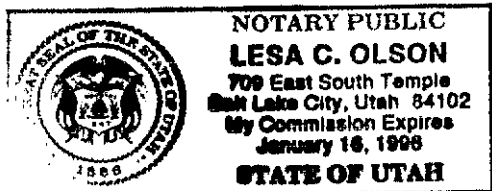
Personally came before me this 26 day of August, 1995, Dale P. Krone and Richard Schupp, respectively of ShopKo Stores, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Minnesota, and to me known to be the persons who executed the foregoing instrument, and to me known to be such President and Asst Secy of said corporation and acknowledged that they executed the foregoing instrument as such officers as the act of said corporation, by its authority.



[Signature]  
Steven J. Thomas  
Notary Public, State of Wisconsin  
My Commission is permanent

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

Personally came before me this 31<sup>st</sup> day of July, 1995, LARRY McNEILL and \_\_\_\_\_, respectively of Smith's Food & Drug Centers, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and to me known to be the persons who executed the foregoing instrument, and to me known to be such Vice President and \_\_\_\_\_ of said corporation and acknowledged that they executed the foregoing instrument as such officers as the act of said corporation, by its authority.



[Signature]  
LESA C. OLSON  
Notary Public, State of UTAH  
My Commission: 1-18-96

STATE OF Utah )  
 )  
COUNTY OF Salt Lake ) SS.

Personally came before me this 15 day of August, 1995, Sam C. Anderson  
~~and~~ \_\_\_\_\_, respectively of Boyer Orem Associates, a Utah limited liability  
company duly organized and existing under and by virtue of the laws of the State of  
Utah, and to me known to be the persons who executed the foregoing instrument, and to  
me known to be such President & Manager and \_\_\_\_\_ said of limited  
liability company and acknowledged that ~~they~~ executed the foregoing instrument as such  
officers as the act of said limited liability company, by its authority.

\* By its general partner,  
The Boyer Company, L.C.

Deniese D. Balli

Notary Public, State of Utah  
My Commission: 4-28-97

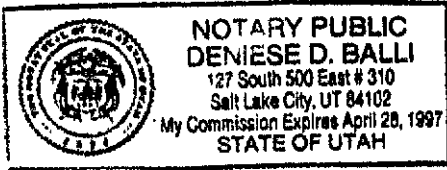


EXHIBIT "A"

Smith's Superstore

Lot 2

Retail Shops

Lot 1

Lot 3

Lot 4

Shops

Lot 5

OUTLET

2

State

Center Street

44368

N 04°58'20" W 55.53'00" S  
N 04°58'20" W 100.18'00" S

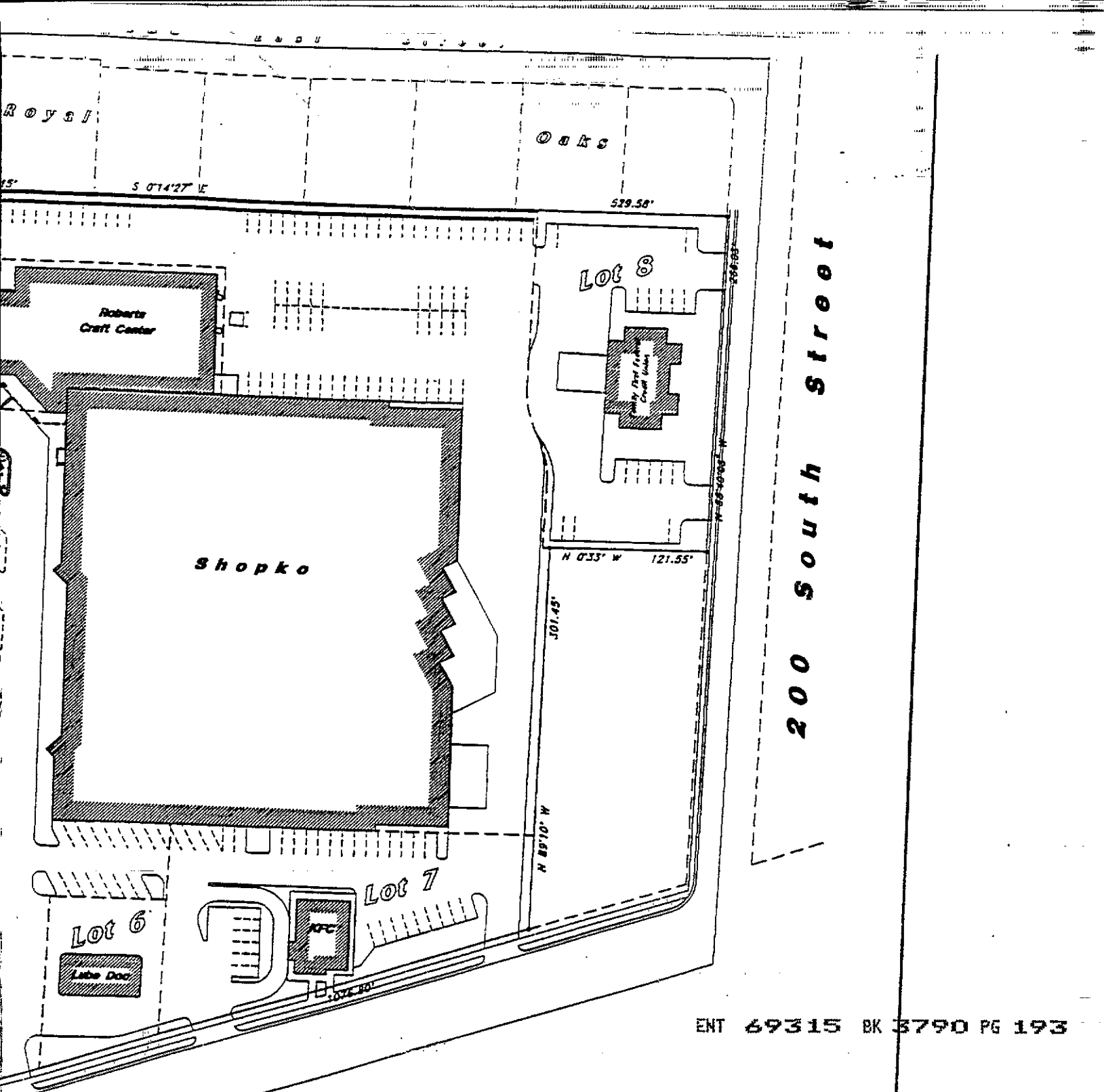
S 07°18'10" E

135

N 77°12' E

588 S

N 17°29'00" E



Scale : 1" = 100'

Street

**Boyer Retail Center**

<p><b>Site Plan</b></p>	<p>The Boyer Company Smiths Superstore # 144</p>
<p>GREAT BASIN ENGINEERING, INC.</p>	<p>SCALE : 1" = 100' DATE : 6 Sep 1994</p>

EXHIBIT B

ENT 69315 BK 3790 PG 194

All of Lots 1 \*, 3, 4, 5, and 6 of Boyer Retail Center, Plat "A", according to the official plat on file and of record in the office of the Utah County Recorder's Office.

\*Lot 1, Plat "A", now known as: All of Lots 1 and 2 of Boyer Retail Center, Plat "C", according to the official plat on file and of record in the office of the Utah County Recorder's Office.

All of Lot 2, of boyer Retail Center, Plat "B", according to the official plat on file and of record in the office of the Utah County Recorder's Office.

Stanco Inc.

Beginning at a point in the East line of U.S. Highway 91, which point is South 88°59' East along the quarter section line 232.55 feet and South 18°30' East 51.83 feet from the West quarter corner of Section 14, Township 6 South, Range 2 East, Salt Lake Base and Meridian and running thence South 18°30' East along the East line of said Highway 122.50 feet; thence South 88°59' East 102.39 feet; thence North 1°01' East 134.31 feet to the South line of Center Street; thence North 88°59' West along said South line of street, 130.00 feet; thence along the arc of a 14.13 foot radius curve to the left 27.01 feet. (The chord of said curve bears South 36°15'30" West for a distance of 23.08 feet) to the point of beginning.