

WHEN RECORDED, PLEASE RETURN TO:

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Kimball, Parr, Waddoups, Brown & Gee
185 South State Street, Suite 1300
Salt Lake City, Utah 84111

E# 1367205 BK 1774 PG2763
DOUG CROFTS, WEBER COUNTY RECORDER
04-OCT-95 4:52 PM FEE \$27.00 DEP MH
REC FOR: FOUNDERS.TITLE

USE RESTRICTION

[Riverdale Shopping Center Associates, Ltd./R. C. Willey Home Furnishings]

THIS INSTRUMENT is entered into as of the 4th day of October, 1995, between RIVERDALE SHOPPING CENTER ASSOCIATES, LTD., a Utah limited partnership ("Riverdale"), whose address is 127 South 500 East, Suite 310, Salt Lake City, Utah 84102, and R. C. WILLEY HOME FURNISHINGS ("Willey"), a Utah corporation, whose address is 2301 South 300 West, Salt Lake City, Utah 84115.

FOR THE SUM OF TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Riverdale and Willey agree as follows:

1. Definitions. As used in this instrument, each of the following terms shall have the meaning indicated:

"Best Products Parcel" means certain real property located in Weber County, Utah, described as follows:

A part of the Northwest quarter of Section 8, Township 5 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey: Beginning at a point on the southerly line of 300 West Street, which is North 51°39' West 191.12 feet and South 38°21' West 80.00 feet from the intersection of the northerly line of 300 West Street and the westerly line of Riverdale Road; said point also being South 89°32'01" East 250.19 feet along the Section line (as newly monumented on the ground), and South 51°39' East 890.22 feet from the Northwest corner of said Section 8; running thence South 30°50'04" West 335.53 feet to the northerly line of Pacific Avenue (400 West Street); thence six (6) courses along the northerly and easterly line as follows: North 73°40'47" West 245.00 feet, northwesterly along the arc of a 94.18 foot radius curve to the right 91.93 feet (long chord bears North 45°42'54" West 88.33 feet), North 17°45' West 256.21 feet, northwesterly along the arc of a 270.50 foot radius curve to the right 98.88 feet (long chord bears North 7°16'40" West 98.33 feet), North 3°11'41" East 98.56 feet and northeasterly along the arc of a 178.96 foot radius curve to the right 133.45 feet (long chord bears North 24°33'28" East 130.38 feet) to the southerly line of 300 West Street; thence southeasterly along the arc of a 396.58 foot radius curve to the left 52.40 feet (long chord bears South 47°51'52" East 52.36 feet); thence South 51°39' East 589.61 feet along said South line to the point of beginning.

"Open for Business" means the operation of the building located on the Willey Parcel

43/boy-riv/restr.vat
October 3, 1995

06-031-0007

2763

RECORD AFTER DECLARATION

LTC # 14346

as a fully inventoried retail showroom for furniture, consumer electronic products, household appliances and other related household furnishings then generally sold in other R.C. Willey stores in the State of Utah, fully staffed by an adequate number of capable employees, and carrying a stock of merchandise of such size, character and quality, as is reasonably designed to maximize the gross sales produced by such operation.

"Retail Parcels" means two certain parcels of real property located in Weber County, Utah, described as follows:

Parcel A:

A part of the Northwest quarter of Section 8 and a part of the Southwest quarter of Section 5, Township 5 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey: Beginning at a point on the West line of Riverdale Road which is South 89°49'00" East 1624.49 feet and South 38°21'00" West 22.86 feet from the relocated Northwest corner of Section 8, Township 5 North, Range 1 West, Salt Lake Base and Meridian, said relocated Northwest corner being South 11°46'55" East 2.1 feet from a point recited in some instruments of record as being the Northwest corner of said Section 8, said point also being North 38°21' East 768.86 feet from the intersection of the northerly line of 300 West Street and the westerly line of Riverdale Road, and running thence North 51°39'00" West 448.00 feet; thence North 21°00'12" East 179.00 feet; thence South 83°03'20" East 572.77 feet to the westerly line of Riverdale Road; thence three (3) courses along said West line as follows: South 38°21'00" West 203.56 feet, South 26°03'34" West 58.78 feet and South 38°21'00" West 208.33 feet to the point of beginning.

05-139-0050
05-139-0088
05-139-0091

Parcel B:

A part of the Northwest quarter of Section 8 and the Southwest quarter of Section 5, Township 5 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey: Beginning at a point on the northerly line of 300 West Street, which is North 51°39' West 229.87 feet from the intersection of said northerly line and the westerly line of Riverdale Road, said point also being South 89°32'01" East 380.47 feet along the Section line (as newly monumented on the ground), and South 51°39' East 748.65 feet from the Northwest corner of Section 8, Township 5 North, Range 1 West, Salt Lake Base and Meridian, and running thence North 51°39' West 448.81 feet along said northerly line of 300 West Street; thence North 38°21' East 217.00 feet; thence northerly along the arc of a 46.56 foot radius curve to the left 37.78 feet (long chord bears North 15°06'10" East 36.75 feet); thence North 8°08'39" West 122.69 feet; thence northerly along the arc of a 46.56 foot radius curve to the right 37.78 feet (long chord bears North 15°06'10" East 36.75 feet); thence North 38°21' East 2.0 feet; thence South 51°39'00" East 348.68 feet; thence South 38°21'00" West 34.00 feet; thence South 51°39'00" East 178.00 feet; thence North 38°21'00" East 34.00 feet; thence South 51°39'00" East 270.00 feet to the westerly line of Riverdale Road; thence South 38°21'00" West 21.02 feet along said line; thence North 51°39'00" West 234.66 feet; thence South 30°50'04" West 166.61 feet; thence North 51°39'00" West 17.00 feet; thence South 38°21'00" West 84.80 feet to the point of beginning.

05-139-0050
06-031-0025
06-031-0028
06-031-0029

"Willey Parcel" means certain real property located in Weber County, Utah, described as follows:

A part of the Northwest quarter of Section 8 and a part of the Southwest quarter of Section 5, Township 5 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey: Beginning at a point on the West line of Riverdale Road which is South 89°49'00" East 1624.49 feet and South 38°21'00" West 22.86 feet from the relocated Northwest corner of Section 8, Township 5 North, Range 1 West, Salt Lake Base and Meridian, said relocated Northwest corner being South 11°46'55" East 2.1 feet from a point recited in some instruments of record as being the Northwest corner of said Section 8, said point also being North 38°21' East 768.86 feet from the intersection of the northerly line of 300 West Street and the westerly line of Riverdale Road, and running thence South 38°21'00" West 375.00 feet along the West line of Riverdale Road; thence North 51°39'00" West 270.00 feet; thence South 38°21'00" West 34.00 feet; thence North 51°39'00" West 178.00 feet; thence North 38°21'00" East 34.00 feet; thence North 51°39'00" West 348.68 feet; thence North 38°21'00" East 365.56 feet; thence South 83°03'20" East 346.00 feet; thence South 21°00'12" West 179.00 feet; thence South 51°39'00" East 448.00 feet to the point of beginning.

05-139-0050
05-139-0089

2. Purpose. Riverdale is the sole owner of the Retail Parcels and the Best Products Parcel, and has agreed with Willey, the sole owner of the Willey Parcel, to place a use restriction on the Retail Parcels and the Best Products Parcel, as set forth in this instrument.

3. Use Restriction. For so long as, but only for so long as, Willey or its successors or assigns is Open for Business on the Willey Parcel, the following shall apply:

(a) no business that occupies more than thirty thousand (30,000) square feet of retail space on the Retail Parcels shall use more than sixty percent (60%) of its retail space for the sale of furniture, consumer electronics products and household appliances; and

(b) no business that occupies more than thirty thousand (30,000) square feet of retail space on the Best Products Parcel shall use more than sixty percent (60%) of its retail space for the sale of furniture,

unless such business is approved in advance in writing by Willey, such approval not to be unreasonably withheld. Current uses by existing tenants and current rights under existing leases are exempt from the foregoing restrictions. The foregoing restrictions shall be enforceable only by the record owner of fee simple title to the Willey Parcel.

4. General Provisions. This instrument shall be governed by, and construed and interpreted in accordance with, the laws (excluding the choice of laws rules) of the State of Utah. This instrument may be executed in any number of duplicate originals or counterparts, each of which when so executed shall constitute in the aggregate but one and the same document. Each individual executing this instrument represents and warrants that such individual has been duly authorized to execute and deliver this instrument in the capacity and for the entity set forth where such individual signs.

RIVERDALE AND WILLEY have executed this instrument on the respective dates set forth below, to be effective as of the date first set forth above.

RIVERDALE:

RIVERDALE SHOPPING CENTER ASSOCIATES,
LTD., by its sole general partner:

THE BOYER COMPANY, L.C.,
a Utah limited liability company

By *Kem C. Gardner*
Kem C. Gardner
President and Manager

Date *10-4-95*

WILLEY:

R. C. WILLEY HOME FURNISHINGS

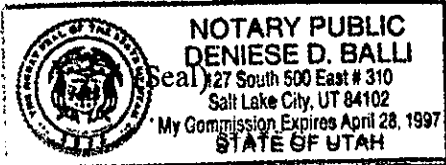
By *Richard P. Lantieri*

Its *V.P. Finance*

Date *Oct. 4, 1995*

State of Utah)
) ss.
County of Salt Lake)

The foregoing instrument was acknowledged before me this 4 day of October, 1995, by Kem C. Gardner, the President and Manager of The Boyer Company, L.C., the sole general partner of Riverdale Shopping Center Associates, Ltd.



My Commission Expires:

4-28-97

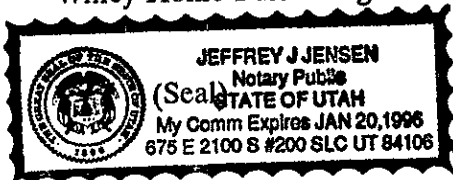
Deniese D. Balli
Notary Public

Residing at:

Salt Lake County

State of Utah)
) ss.
County of Salt Lake)

The foregoing instrument was acknowledged before me this 4th day of October, 1995, by RICHARD R. TURNBOW, the VICE PRESIDENT / FINANCE of R. C. Willey Home Furnishings.



My Commission Expires:

Jeffrey J. Jensen
Notary Public

Residing at: SLC, UTAH