



\*W2378744\*

After Recording Return To:

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

E# 2378744 PG 1 OF 5  
ERNEST D ROWLEY, WEBER COUNTY RECORDER  
05-DEC-08 3:34 PM FEE \$20.00 DEP KA  
REC FOR: METRO NATIONAL TITLE  
ELECTRONICALLY RECORDED

MNT 10773 + 10774  
DAVIS # 13-051-0046  
WEBER # 09-092-0007 ✓

This Space Reserved for Recording Purposes  
COUNTY OF WEBER, UTAH

**MEMORANDUM OF SITE DEVELOPMENT AGREEMENT**

NOTICE IS HEREBY GIVEN that a Site Development Agreement (the "Agreement") has been entered into as of November 13, 2008, by and between HOMESTEAD PAVILION, LLC, a Delaware limited liability company ("Developer"), and WINCO FOODS, LLC, a Delaware limited liability company ("WinCo").

The Agreement affects property described therein located partially in Roy City, Weber County, Utah and partially in Clinton City, Davis County, Utah (the "Property"), and more particularly described in Exhibit A attached hereto and by this referenced made a part thereof.

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 memorandum may be executed by the parties hereto in separate counterparts, each of which shall be deemed to be an original when executed, but which counterparts together shall constitute one and the same instrument.

**[Signature pages follow immediately]**

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

HOMESTEAD PAVILION, LLC, a Delaware limited liability company

By: Homestead Pavilion Managing Member, LLC, a Delaware limited liability company

By: *Steven Usdan*  
Name: Steven Usdan  
Title: Vice President

STATE OF \_\_\_\_\_ )  
 )ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2008, before me, a Notary Public, personally appeared \_\_\_\_\_, known or proved to me to be the \_\_\_\_\_ of HOMESTEAD PAVILION, 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 corporation.

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

\_\_\_\_\_  
Notary Public  
Residing at \_\_\_\_\_  
Comm. Expires \_\_\_\_\_

[Signatures and notary acknowledgements continue on following pages.]

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

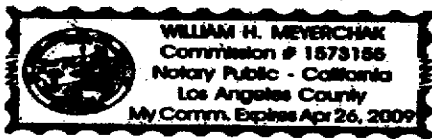
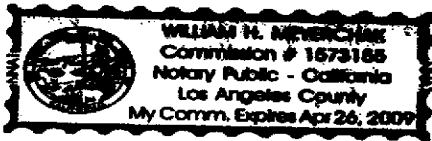
County of Los Angeles

On Nov. 7, 2008

before me, William H. Meyerchak, Notary Public

personally appeared Steven Usdan

Name(s) of Signer(s)



Place Notary Seal Above

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) 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 [Handwritten Signature]

Signature of Notary Public

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: Memorandum of Site Development

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

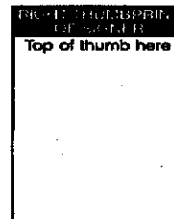
- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

WINCO FOODS, LLC, a Delaware limited liability company

By: *[Signature]*  
Gary R. Piva, CFO

STATE OF IDAHO )  
                          )ss.  
County of Ada     )

On this 6<sup>th</sup> day of November, 2008, before me, a Notary Public, personally appeared Gary R. Piva, known or proved to me to be the CFO 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.

*Chris Pfeifer*  
Notary Public  
Residing at *Caldwell ID*  
Comm. Expires *8-4-12*

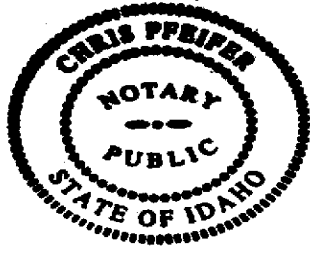


EXHIBIT A

ALL THAT LAND LOCATED IN WEBER COUNTY AND DAVIS COUNTY, UTAH, BEING A PART OF THE SOUTHWEST QUARTER OF SECTION 22, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF 6000 SOUTH STREET AND THE EAST LINE OF 3500 WEST (ROY CITY), STREET, SAID POINT BEING S89°43'33"E ALONG THE QUARTER SECTION LINE 33.00 FEET AND S00°20'59"W 33.00 FEET FROM THE NORTHWEST CORNER OF THE SOUTHWEST QUARTER OF SAID SECTION 22; THENCE ALONG SAID SOUTH LINE S89°43'33"E 19.82 FEET; THENCE S00°20'58"W 15.02 FEET; THENCE N59°17'18"E 29.18 FEET, TO THE SOUTH LINE OF 6000 SOUTH STREET; THENCE S89°43'33"E ALONG SAID SOUTH LINE 896.08 FEET, TO THE WEST LINE OF THE ROY 10TH & 30TH WARD SUBDIVISION RECORDED MARCH 1, 2000 AS ENTRY NO. 1692487, IN BOOK 51, AT PAGE 63, WEBER COUNTY RECORDER OFFICIAL RECORDS; THENCE ALONG SAID LINE AND THE EXTENSION THEREOF S00°16'27"W 581.03 FEET TO THE SOUTH LINE OF WEBER COUNTY AS ESTABLISHED IN THE DECLARATION OF COUNTY LINE COMMON TO WEBER COUNTY AND DAVIS COUNTY, UTAH, AND SHOWN ON RECORD OF SURVEY NO. 2993, RECORDED AS ENTRY NO. 1885948, BOOK 56, PAGES 88-92, WEBER COUNTY RECORDER OFFICIAL RECORDS; THENCE ALONG SAID LINE N89°35'08"W 941.67 FEET TO THE EAST LINE OF 3500 WEST STREET; THENCE ALONG SAID EAST LINE N00°20'59"E 578.72 FEET TO THE POINT OF BEGINNING.

TOGETHER WITH:

BEGINNING AT A POINT ON THE NORTH LINE OF DAVIS COUNTY AS ESTABLISHED IN THE DECLARATION OF COUNTY LINE COMMON TO WEBER COUNTY AND DAVIS COUNTY, UTAH, AND SHOWN ON RECORD OF SURVEY NO. 2993, RECORDED AS ENTRY NO. 1885948, BOOK 56, PAGES 88-92, WEBER COUNTY RECORDER OFFICIAL RECORDS, AND THE EAST LINE OF SR-108 (2000 WEST STREET), SAID POINT BEING S89°43'33"E ALONG THE QUARTER SECTION LINE 33.00 FEET AND S00°20'59"W 611.72 FEET FROM THE NORTHWEST CORNER OF THE SOUTHWEST QUARTER OF SAID SECTION 22; THENCE ALONG SAID COUNTY LINE S89°35'08"E 941.67 FEET TO A POINT AT THE EXTENSION OF THE WEST LINE OF THE ROY 10TH & 30TH WARD SUBDIVISION RECORDED MARCH 1, 2000 AS ENTRY NO. 1692487, IN BOOK 51, AT PAGE 63, WEBER COUNTY RECORDER OFFICIAL RECORDS; THENCE ALONG SAID EXTENSION LINE S00°16'27"W 333.93 FEET; THENCE N89°39'01"W 942.11 FEET, TO THE EAST LINE OF SR-108 (2000 WEST STREET); THENCE ALONG SAID EAST LINE N00°20'59"E 334.99 FEET TO THE POINT OF BEGINNING

CONTAINS 19.76 ACRES MORE OR LESS.