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Inst #: 20160125-0001221
Fees: \$22.00
N/C Fee: \$25.00
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Receipt #: 2665457
Requestor:
STEWART TITLE OF NEVADA
Recorded By: GLORD Pgs: 6
DEBBIE CONWAY
CLARK COUNTY RECORDER

APN: 161-05-110-003
RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO

Sklar Kirsh LLP
1880 Century Park East, Suite 300
Los Angeles, California 90067
Attention: Albert Valencia, Esq.

(Space Above For Recorder's Use)

**SECOND SUPPLEMENT OF
MEMORANDUM OF SHOPPING CENTER GROUND LEASE**

THIS SECOND SUPPLEMENT OF MEMORANDUM OF SHOPPING CENTER GROUND LEASE is dated effective as of January 22, 2016 (the "Second Supplement"), by and between WESTHILL, INC., a Texas corporation, ("Landlord"), and BODEGA LATINA LAS VEGAS, LLC, a Delaware limited liability company ("Tenant").

A. Whereas Landlord, as successor in interest to Lamb Charleston, LLC, a Delaware limited liability company, successor in interest to 4-G Properties, LTD., and Tenant, as successor in interest to Albertson's, Inc., Simval Associates Limited Partnership, and ABNK Properties, LLC, are parties to that certain Shopping Center Ground Lease, dated March 22, 1982 (the "Original Ground Lease"), memorialized by that certain Memorandum of Shopping Center Ground Lease, dated March 22, 1982, recorded on April 13, 1982, as Instrument No. 1507701, in Book 1548, in the Official Records of Clark County, Nevada (the "Official Records"), and that certain Supplement of Memorandum of Shopping Center Ground Lease, dated as of June 15, 1982, recorded on June 22, 1982 as Instrument No. 1557403, in Book 1598, in the Official Records, and as amended by (i) that certain Letter Agreement, dated April 1, 1982, (ii) that certain Supplement of Memorandum of Shopping Center Ground Lease, dated June 15, 1982, recorded on July 22, 1982, as Instrument No. 1557403, in Book 1598, in the Official Records, (iii) that certain First Amendment to Shopping Center Ground Lease, dated January 10, 1983, (iv) that certain Certificate of Ground Lessor, dated January 24, 1983, recorded January 27, 1983, as Instrument No. 1639378, in Book 1680, in the Official Records, (v) that certain Letter Agreement, dated March 22, 1983, (vi) that certain Assignment recorded January 27, 1983, as Instrument No. 1639380, in Book 1680, in the Official Records, (vii) that certain Assignment and Assumption of Ground Lease, recorded July 5, 2006, as Instrument No. 20060725-0003154, in the Official Records, (viii) that certain Second Amendment to Shopping Center Ground Lease dated as of April 2nd, 2009, (ix) that certain Third Amendment to Shopping Center Ground Lease entered into as of November 8, 2010 (the "Third Amendment"), (x) that certain notice letter dated May 15, 2013 exercising Tenant's first option and (xi) that certain Fourth Amendment to Shopping Center Ground Lease dated as of September 1, 2015 (collectively, as amended, the "Lease").

B. Pursuant to the Lease, Tenant leases from Landlord that certain property (the "Leased Premises") upon which Tenant has constructed certain improvements and having an address of 1255 S. Lamb Boulevard, Las Vegas, Nevada, as more particularly described in the Third Amendment and encumbering the real property described on Exhibit A attached hereto and incorporated herein by this reference. The Leased Premises are located in the Shopping Center commonly known as 4G PLAZA, as more particularly described in the Lease.

C. Landlord and Tenant now desire to record this Second Supplement in the real property records of Clark County, Nevada.

NOW, THEREFORE, for and in consideration of the benefits to the parties hereto, the adequacy of which is hereby acknowledged, the parties agree as follows:

1. The primary term of the Lease has been extended for a period of ten (10) years, commencing on September 1, 2015 and extending to and including August 31, 2025.

2. All notices under the Lease shall be sent to the following addresses, or to such other address as either party may from time to time designate by notice to the other party in accordance with the terms of the Lease:

If to Landlord: Westhill, Inc.
1800 Bering Drive, #945
Houston, Texas 77057
Attn: Alan Shelby

If to Tenant: Bodega Latina Las Vegas, LLC
c/o Latin Real Estate, Inc.
1800 Bering Drive, #945
Houston, Texas 77057
Attn: Alan Shelby

With a copy to: Bodega Latina Corporation
14601B Lakewood Boulevard
Paramount, California 90723
Attention: General Counsel

Notices shall otherwise be sent in accordance with the terms and conditions set forth in Article 20 of the Lease.

3. This Memorandum is for informational purposes. Nothing contained herein shall be deemed to in any way modify or otherwise affect any of the terms and conditions of the Lease, the terms and conditions of which are incorporated herein by reference. In the event of any inconsistency between the terms of the Lease and this Second Supplement, the terms of the Lease shall prevail.

4. This Second Supplement may be executed in counterparts, each of which shall be an original, but all of which, together, shall constitute one and the same instrument.

5. This Second Supplement shall be binding upon and inure to the benefit of the successors, assignees, personal representatives, heirs and legatees of all the respective parties hereto.

[Remainder of Page Intentionally Left Blank]

[Signatures Set Forth on Following Page]

IN WITNESS WHEREOF, the undersigned have executed this Second Supplement as of the date first set forth above.

LANDLORD:

WESTHILL, INC.,
a Texas corporation

By: Alan Shelby
Alan Shelby, President

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Los Angeles

On _____, 2016, before me, _____, Notary Public, personally appeared _____, 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: _____
Signature of Notary Public

(Notary Seal)

[SIGNATURE PAGE TO MEMORANDUM]

TENANT:

BODEGA LATINA LAS VEGAS, LLC,
a Delaware limited liability company

By: Latin Real Estate, Inc.,
a Texas corporation,
its sole member

By: Alan Shelby
Name: Alan Shelby
Its: secretary

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Los Angeles

On _____, 2016, before me, _____, Notary Public, personally appeared _____, 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: _____
Signature of Notary Public

(Notary Seal)

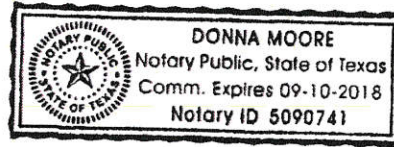
[SIGNATURE PAGE TO MEMORANDUM]

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 22nd day of January, 2016, by Alan Shelby, President of Westhill, Inc., a Texas corporation, on behalf of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 22nd day of January, 2016.

Donna Moore
Notary Public: _____



THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 22nd day of January, 2016, by Alan Shelby, Secretary of Latin Real Estate, Inc., a Texas corporation, on behalf of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 22nd day of January, 2016.

Donna Moore
Notary Public: _____

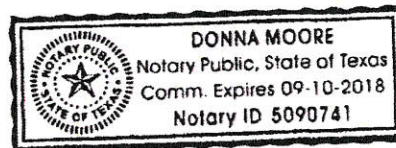


Exhibit A

Description of the Property

Lot F in Block One (1) of 4 G PLAZA – PHASE I, a Commercial Subdivision, as shown by map thereof on file in Book 28 of Plats, Page 28 and as Amended by Certificate of Amendment recorded February 19, 1988 in Book 880219 as Document No. 00742, in the Office of the County Recorder, Clark County, Nevada.

Assessor's Parcel No. 161-05-110-003