

Exhibit "A"
For M Ogden Mall, L.L.C.

PARCEL 3-A (Lamonts Parcel):

Part of Lots 1, 9 and 10, Block 39, Plat A, Ogden City Survey, in Ogden City, Weber County, Utah, described as follows: Beginning at a point on the West line of Washington Blvd. 84.14 feet South 0°58' West along said West line from the Northeast corner of said Lot 9, said point of beginning also being 398.63 feet South 0°58' West (398.40 feet South 0°58' West per Ogden City Survey Plat "A"), and 56.00 feet North 89°02' West of the Ogden City Monument located 10 feet West of the intersection of 22nd Street and Washington Blvd. in Ogden City; running thence South 0°58' West 234.64 feet along said West line; thence North 89°09'56" West 113.10 feet; thence South 0°46'57" West, 31.34 feet; thence North 89°09'56" West 0.07 feet; thence North 0°46'57" East 0.22 feet; thence North 89°08'19" West 80.53 feet; thence North 0°49'58" East 101.61 feet; thence North 89°10'02" West 1.00 feet; thence North 0°49'58" East 110.00 feet; thence South 89°10'02" East 1.00 feet; thence North 0°49'58" East 45.24 feet; thence North 89°10'02" West 6.15 feet; thence North 0°49'58" East 8.87 feet; thence South 89°09'56" East 200.37 feet to the point of beginning.

PARCEL 4-A (Mall Shops):

A part of Blocks 32 and 39, and a part of the vacated portion of 23rd Street and Kiesel Avenue abutting said blocks, all in Plat "A", Ogden City Survey, in Ogden City, Weber County, Utah, described as follows: Beginning at the Northeast corner of Lot 7 of said Block 39, said point being 56.00 feet North 89°02' West along the centerline of 22nd Street, and South 0°58' West 49.50 feet of the Ogden City Monument located 10 feet West of the intersection of 22nd Street and Washington Boulevard in Ogden City, running thence South 0°58' West 349.13 feet along the West line of Washington Boulevard; thence North 89°09'56" West 200.37 feet; thence South 0°49'58" West 8.87 feet; thence South 89°10'02" East 6.15 feet; thence South 0°49'58" West 45.24 feet; thence North 89°10'02" West 1.00 feet; thence South 0°49'58" West 110.00 feet; thence South 89°10'02" East 1.00 feet; thence South 0°49'58" West 101.61 feet; thence South 89°08'19" East 80.53 feet; thence South 0°46'57" West 51.98 feet; thence South 89°09'56" East 2.76 feet; thence South 0°58' West 0.85 feet; thence South 89°02' East 110.14 feet to a point of the West line of Washington Boulevard; thence South 0°58' West 320.84 feet along said West line to a point that is 38.15 feet North 0°58' East of the Southeast corner of Lot 8 of said Block 32; thence North 89°02' West 140.00 feet; thence North 0°58' East 30.00 feet; thence North 89°02' West 41.50 feet; thence South 0°58' West 120.00 feet; thence North 89°02' West 42.00 feet; thence South 0°58' West 103.00 feet; thence South 89°02' East 42.00 feet; thence South 0°58' West 58.50 feet; thence South 89°02' East 181.50 feet to a point on the West line of Washington Boulevard; thence South 0°58' West 28.09 feet along said West line to a point that is 24.04 feet North 0°58' East of the Southeast corner of Lot 10 of said Block 32; thence North 89°02' West 201.69 feet; thence South 0°58' West 6.52 feet; thence North 89°02' West 37.48 feet; thence South 0°58' East 7.25 feet; thence North 89°02' West 61.66 feet; thence North 0°58' East 26.84 feet; thence North 89°02' West 108.67 feet; thence South 0°58' West 170.68 feet to a point on the North line of 24th Street; thence North 89°09' West 46.28 feet along said North line; thence North 0°58' East 455.85 feet; thence North 89°02' West 93.45 feet; thence North 0°58' East 706.08 feet; thence South 89°02' East 513.51 feet; thence North 0°58' East 264.18 feet to a point on the South line of 22nd Street; thence South 89°02' East 35.72 feet to the point of beginning.

Excluding therefrom an irregular parcel described as follows:

A part of Lots 6 & 7, and a part of the vacated portions of Kiesel Avenue and 23rd Street abutting said Lots in Block 32, and a part of Lots 1, 2, 3, 4 and 10, and a part of the vacated portions of Kiesel Avenue and 23rd Street in Block 39, Plat "A", Ogden City Survey, in Ogden City, Weber County, Utah, described as follows: Beginning at a point 35.31 feet North 0°58' East along the West line of said Lot 3, of Block 39, and 139.40 feet South 89°02' East from the Southwest corner of said Lot 3, said point of beginning also being 768.80 feet North 89°02' West along the centerline of 22nd Street to the intersection of 22nd Street and Grant Avenue and 544.16 feet South 0°58' West along the centerline of Grant Avenue, and South 89°02' East

188.90 feet from the Ogden City Monument, located 10 feet West of the intersection of 22nd Street and Washington Boulevard in Ogden City; thence South 89°02' East 80.57 feet; thence North 45°56'36" East 23.87 feet; thence North 44°00'08" West 74.94 feet; thence North 45°56'36" East 54.04 feet; thence South 44°00'08" East 198.56 feet; thence South 0°58' West 329.11 feet; thence North 89°02' West 72.00 feet; thence South 0°58' West 20.01 feet; thence North 89°02' West 151.00 feet; thence North 0°58' East 381.47 feet to the point of beginning.

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Together with the beneficial rights, and privileges accruing to Parcel 3A AND 4A as contained in the following instruments:

Construction Operation and Reciprocal Easement Agreement dated September 23 1980 by and between Ogden City Mall Company, a Limited Partnership in which Ernest W. Hahn, Inc., a California corporation, is the sole general partner, Downtown Properties, Inc., a Utah corporation, J.C. Penney Company, Inc. a Delaware Corporation, Carter Hawley Hale Stores, Inc., a California Corporation; Allied Stores Corporation, a Delaware Corporation; Nordstroms Inc., a Washington Corporation; The Ogden Neighborhood Development Agency, a public body, corporate and politic, formed, organized and existing under the provisions of Chapter 2 of the Utah Neighborhood Development Act (Utah Code Annotated 1953, Chapter 19), recorded October 28, 1980 as Entry No. 823085 in Book 1369 at Page 964 of Official Records.

Amendment No. 1 to Construction, Operation and Reciprocal Easement Agreement, dated January 15, 1982 and recorded January 26, 1982 as Entry No. 850968 in Book 1396 at Page 1258.

Second Amendment to Construction, Operation and Reciprocal Easement Agreement, dated January 11, 1989 and recorded February 1, 1989 As Entry No. 1069429 in Book 1554 at page 2543 of the official records.

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For M Ogden Mall, L.L.C.

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.
3. Easements, claims of easements or encumbrances which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
5. Unpatented mining claims, reservations or exceptions in patents or in Acts authorizing the issuance thereof, water rights, claims or title to water.
6. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.
7. Deleted.
8. General property taxes for the year 2001 are as follows:

Tax ID No. 01-028-0001 (Parcel 1-A)
Tax ID No. 01-028-0002 (Parcel 6)
Tax ID No. 01-028-0068 (Parcel 2-A)
Tax ID No. 01-033-0001 (Parcel 3-A)
Tax ID No. 01-028-0066 (Parcel 4-A)
Tax ID No. 01-033-0049 (Parcel 5-A)
Tax ID No. 01-033-0005 (Parcel 6)

9. Any charges and or assessments that may be levied by the Weber Basin Water Conservancy District, Central Business District Mall Development Plan, Utah Central Business Improvement District No. 1 and the Central Weber Sewer Improvement District.
11. The terms, covenants and conditions set forth in an unrecorded Disposition and Development Agreement dated November 12, 1976 and Implementation Agreement for Disposition and Development Agreement dated October 31, 1977, by and between Ernest W. Hahn, Inc., and Ogden City Neighborhood Development Agency, which survive the filing of the Certificate of Completion. Said Agreements were disclosed by An Agreement for Lease, Operation and Maintenance of Parking Facility, recorded October 16, 1978, as Entry no. 755280 in Book 1268, at Page 378, Records of Weber County, Utah, as amended by Amendment dated January 15, 1982.
12. An Agreement for Lease, Operation and Maintenance of Parking Facility being dated October 12, 1978, executed by the Ogden City Neighborhood Development Agency as Lessor and Ernest W. Hahn, Inc., as Lessee, recorded October 16, 1978, as Entry no. 755280 in Book 1268, at Page 378, Records of Weber County, Utah, as amended by Amendment dated January 15, 1982, said Lease having a term of 40 years from the completion of the facility and an issuance of the Certificate of Occupancy, upon the terms, covenants, and conditions therein provided.

The interest of Ernest W. Hahn, Inc., was assigned to Ogden City Mall Company, a Utah Limited Partnership, by an Assignment, Ratification and Assumption Agreement dated January 18, 1979 and recorded June 13, 1979 as Entry No. 779886 in Book 1307, at Page 576, Records of Weber County, Utah.

Consent to Assignment and Sublease and Agreement by the Ogden City Neighborhood Development Agency, to Connecticut General Life Insurance Company, a Connecticut corporation, recorded January 26, 1982 as Entry No. 850975 in Book 1396 at Page 1414 of Official Records. (Affects Parcel 6)

Assignment of Rights in Parking Lease between Ogden City Mall Company, a Utah limited partnership and Connecticut General Life Insurance Company, a Connecticut corporation recorded January 2, 1997 as Entry No. 1448041 in Book 1842 at Page 84 of Official Records. (Affects Parcel 6)

Assignment of Rights in Parking Lease to M. Ogden Mall recorded December 16, 1999 as Entry No. 1679830 in Book 2049 at page 883 of Official Records.

13. An Easement from Ogden City Neighborhood Development Agency and Ogden City Mall Company to the City of Ogden for a perpetual Easement and Right of Way for the construction of a sanitary sewer and appurtenant structures on land situated in Weber County, Utah, recorded June 12, 1979 as Entry No. 779837 in Book 1307 at Page 494 of Official Records. (Affects Parcels 4-A and 6)
14. A Right of Way and Easement Grant executed by Ogden City Mall Company, a Limited Partnership with Ernest W. Hahn, Inc., General Partner for Mountain Fuel Supply Company, a Corporation of the State of Utah, a Right of Way and Easement 12.0 feet in width to lay, maintain, operate, repair, inspect, protect, remove and replace pipelines, valves, valve boxes, and other gas transmission and distribution facilities, situated in Weber County, Utah, recorded September 26, 1979 as Entry No. 790717 in Book 1324 at Page 868 of Official Records. (Affects Parcels 1-A, 3-A, 4-A and other property)
15. A Right of Way and Easement Grant executed by Ernest W. Hahn, Inc., for The Mountain States Telephone and Telegraph Company, a Colorado Corporation, for the right to construct, operate, maintain and remove such communication and other facilities from time to time, as said Grantee may require, recorded February 22, 1980 as Entry No. 803845 in Book 1345 at Page 246 of Official Records. (Affects Parcels 3-A and 4-A)
17. Terms and Conditions contained in A Construction, Operation and Reciprocal Easement Agreement, recorded October 28, 1980 as Entry No. 823085 in Book 1369 at Page 964. (Affects all Parcels)

A Subordination Agreement dated September 24, 1980 and recorded October 28, 1980 as Entry No. 823088 in Book 1369 at Page 1443. (Affects Parcel 2-A)

Terms and Conditions contained in Amendment to Easement Agreement dated January 15, 1982 and recorded January 26, 1982 as Entry No. 850968 in Book 1396 at Page 1258. (Affects all Parcels)

Terms and Conditions contained in Amendment to Agreement recorded January 26, 1982 as Entry No. 850969 in Book 1396 at Page 1308 of Official Records. (Affects all Parcels)

Terms and Conditions contained in Amendment to Agreement recorded February 1, 1989 as Entry No. 1069429 in Book 1554 at Page 2543. (Affects all Parcels)

Assignment and Assumption of Operating Agreement dated February 4, 1992 between Allied Stores General Real Estate Company, a Delaware corporation and BFC Real Estate Company, a Delaware Corporation, recorded March 3, 1992 as Entry No. 1169096 in Book 1620 at Page 274 of Official Records. (Affects Parcel 3-A)
18. A Pedestrian Bridge Agreement, dated October 2, 1980, by and between Ogden City Mall Company, a Limited Partnership, and Zions Cooperative Mercantile Institution, for the mutual covenants with respect to the connection of the ZCMI Store into the second level of the enclosed Mall, and the construction, operation, and maintenance of the ZCMI Bridge, recorded October 28, 1980 as Entry No. 823086 in Book 1369 of Records, Page 1384, Records of Weber County, Utah, as amended by Amendment thereto dated January 15, 1982. (Affects Parcel 4-A and other property)

An Amendment to Agreement between Ogden City Mall Company, a limited partnership and Zion's Cooperative Mercantile Institution, a Utah corporation recorded January 26, 1982 as Entry No. 850970 in Book 1396 at Page 1321 of Official Records. (Affects Parcel 4-A and other property)
19. A Right of Way and Easement 10 feet in width, 5 feet each side of said centerline for the construction, operation and continued maintenance, repair, alteration, inspection, relocation and replacement of the underground electric transmission and distribution circuits of the Grantee, with the necessary transformers, transformer pads, pull boxes, service pedestals and other facilities related thereto, as created in favor of Utah Power & Light Company by instrument recorded February 9, 1981 as Entry No. 829701 in Book 1376 of Records, Page 184, records of Weber County, Utah. (Affects Parcel 6 and other property)
20. An Easement executed by Ogden City Mall Company, Grantor, to Utah Power & Light Company, a Corporation, its successors and assigns, Grantee, recorded December 7, 1981 in Book 1394 at Page 182 and re-recorded June 17, 1982 in Book 1404 of Records, Page 1107, Records of Weber County, Utah, which grants a perpetual easement and right of way for the construction, operation and continued maintenance, repair, alteration, inspection, relocation and replacement of the underground electric transmission and distribution circuits of the Grantee, with the necessary transformers, transformer pads, pull boxes, service pedestals and other facilities related thereto. (Affects Parcels 4-A, 6 and other property)

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21. A Ground Lease dated January 15, 1982, executed by Connecticut General Life Insurance Company, a Connecticut Corporation, as Lessor, and by Ogden City Mall Company, a Utah Limited Partnership, as Lessee, for a term of 60 years from January 26, 1982 upon the terms, conditions and covenants therein provided, as disclosed by Ground Lease recorded January 26, 1982 as Entry No. 850974 in Book 1396 of Records, Page 1406, and re-recorded February 17, 1982 as Entry No. 852077 in Book 1397 of Records, Page 1437, Records of Weber County, Utah. (Affects Parcel 4-A, other property, the Easement rights granted in No. 17 above, and the Lease rights granted in No. 12)

Memorandum of Sublease (Shop Storcs) dated June 17, 1994, executed by Ogden City Mall Company, a Utah Limited Partnership, Landlord, and Zions Cooperative Mercantile Institution, a Utah Corporation, Tenants, which provides for an initial lease term of 10 years, with eight 5 year renewal options, subject to provisions contained in the lease and Master Lease, recorded March 13, 1995, in Book 1749, at Page 1797, Records of Weber County, Utah. (Affects Parcels 4-A, other property, the Easement rights granted in No. 17 above, and the Lease rights granted in No. 12)

An Assignment of Ground Lease assigned to Connecticut General Life Insurance Company, a Connecticut corporation recorded January 2, 1997 as Entry No. 1448038 in Book 1842 at Page 74 of Official Records. (Affects Parcel 4-A, other property, the Easement rights granted in No. 17 above, and the Lease rights granted in No. 12)

An Assignment of Ground Lease assigned to M Ogden Mall, L.L.C., a Utah limited liability company recorded December 16, 1999 as Entry No. 1679829 in Book 2049 at page 877 of Official Records.

22. An Easement dated October 20, 1982, executed by Nordstroms, Inc., as Grantor, to Utah Power & Light Company, a Corporation, its successors and assigns, Grantees, recorded October 26, 1982, in Book 1411 of Records, Page 1163, Records of Weber County, Utah, which grants a perpetual easement and right of way for the construction, operation and continued maintenance, repair, alteration, inspection, relocation and replacement of the underground electric transmission and distribution circuits of the Grantee, with the necessary transformers, transformer pads, pull boxes, service pedestals and other facilities related thereto. (Affects Parcel 4-A)

26. (Affects Parcel 1-A, and the Easement rights granted in No. 17 above.)
A Mortgage given to secure the amount of \$(no amount given) and any other amounts payable under the terms thereof, dated October 18, 1994 and recorded October 21, 1994 as Entry No. 1317770 in Book 1735 at page 715 of Official Records.
MORTGAGOR : Ogden City Redevelopment Agency
MORTGAGEE : Downtown Properties, a Utah general partnership.

30. A Right of Way Easement for ingress and egress granted to J.C. Penney's in and to the following :

A part of the Blocks 32 and 39, and a part of the vacated portion of 23rd Street abutting said Blocks, all in Plat "A", Ogden City Survey, in Ogden City, Weber County, Utah, described as follows: Beginning at a point 35.31 feet North 0°58' East along the West line of said Lot 3, of Block 39, and 139.40 feet South 89°02' East from the Southwest corner of said Lot 3, said point of beginning also being 768.80 feet North 89°02' West along the centerline of 22nd Street to the intersection of 22nd Street and Grant Avenue and 544.16 feet South 0°58' West along the centerline of Grant Avenue and South 89°02' East 188.90 feet from the Ogden City Monument, located 10 feet West of the intersection of 22nd Street and Washington Boulevard, in Ogden City; and running thence South 0°58' West 381.47 feet; thence South 51°40'06" East 124.54 feet; thence South 0°58' West 232.19 feet; thence South 43°40' East 21.95 feet; thence South 0°58' West 226.50 feet to a point on the North line of 24th Street; thence North 89°09' West 46.00 feet along said North line of 24th Street; thence North 0°58' East 459.50 feet; thence North 51°40'06" West 117.52 feet; thence North 0°58' East 455.63 feet; thence South 89°02' East 84.36 feet to a point on the Westerly boundary of an irregular parcel to be identified as the Penney Tract; thence South 44°00'08" East 42.40 feet along said Westerly boundary; thence North 89°02' West 89.33 feet; thence South 0°58' West 25.00 feet to the point of beginning.

And disclosed by A Construction, Operation and Reciprocal Easement Agreement, recorded October 28, 1980 as Entry No. 823085 in Book 1369 at Page 964, and subsequent documents of record. (Affects Parcel 4-A)

31. Notice of Adoption of Redevelopment Plan entitled "CBD Mall Redevelopment Project", and the terms and conditions thereof, recorded August 16, 1985 as Entry No. 944956 in Book 1473 at Page 1276 of Official Records. (Affects all parcels)
32. The effects of that certain Ordinance #94-3 creating the Central Business Improvement District #1 as disclosed in Book 1701 at Page 1316 of Official Records. (Affects all parcels)

37. Rights of tenants and/or parties in possession, as tenants only, by virtue of unrecorded written leases.

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