

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

PARCEL 5-A (J.C. Penney Parcel)

A part of Lots 6 and 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 and 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 a right of way Easement for ingress and egress over the following described property:

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;

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thence South 0°58' West 25.00 feet to the point of beginning.

PARCEL 5-B

Together with the beneficial rights, and privileges accruing to Parcel 5A as contained in the following instruments:

Construction Operation and Reciprocal Easement Agreement dated September 2, 3 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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