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W1816813

WHEN RECORDED, MAIL TO:

Ogden City Redevelopment Agency
2549 Wash Blvd Suite 840
Ogden, UT 84401
 Escrow No. 00090409

E# 1816813 BK2197 PG778
 DOUG CROFTS, WEBER COUNTY RECORDER
 26-DEC-01 4:35 PM FEE \$52.00 DEP MAX
 REC FOR: FIRST..AMERICAN.TITLE

Space Above This Line for Recorder's Use

QUIT CLAIM DEED

M Ogden Mall, L.L.C., a Utah limited liability company; Z Ogden Mall, L.L.C., a Utah limited liability company; and P Ogden Mall, L.L.C., a Utah limited liability company, as Grantors, of Raleigh, County of _____, State of North Carolina, hereby QUIT CLAIMS to

Ogden City Redevelopment Agency, a body politic and political subdivision of the State of Utah, as Grantee, of Ogden City, County of Weber, State of Utah for the sum of ONE DOLLAR and other good and valuable consideration, the following described tract of land in Weber County, State of Utah, to-wit:

See attached Exhibit "A" attached hereto.
 Tax ID Numbers: 01-028-0001; 01-028-0068; 01-033-0001; 01-028-0066; 01-033-0049; and 01-033-0005

SUBJECT to Exhibit "B" permitted exceptions.

WITNESS the hand of said grantor, this ^{20th} day of December, 2001.

M Ogden Mall, L.L.C., a
 Utah limited liability company
 BY Angela T. Whichard
 Its Manager Member

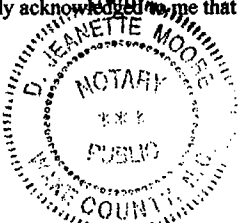
Z Ogden Mall, L.L.C., a
 Utah limited liability company
 BY Angela T. Whichard
 Its Manager Member

P Ogden Mall, L.L.C., a
 Utah limited liability company
 BY Angela T. Whichard
 Its Manager Member

STATE OF NORTH CAROLINA)
)
 COUNTY OF WAKE)
 ss.

On the 20th day of December, 2001, personally appeared before me Angela T Whichard who being by me duly sworn did say, for ~~himself~~ ^{herself}, that she is the manager of M Ogden Mall, L.L.C., a Utah limited liability company, and that the within and foregoing instrument was signed on behalf of said limited company by authority of its Articles of Organization and duly acknowledged to me that said limited company executed the same.

Jeanette Moore
 Notary Public



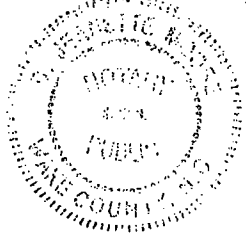
778

STATE OF NORTH CAROLINA)
) SS.
COUNTY OF Wake)

On the 24th day of December, 2001, personally appeared before me *Angela T. Woodard*
who being by me duly sworn did say, for himself, that she is the manager of Z Ogden
Mall, L.L.C., a Utah limited liability company, and that the within and foregoing instrument was signed on behalf of said
limited company by authority of its Articles of Organization and duly acknowledged to me that said limited company
executed the same.

Jeanette Moore

Notary Public

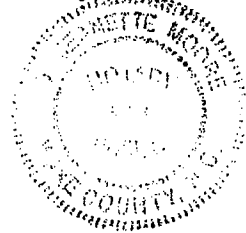


STATE OF NORTH CAROLINA)
) SS.
COUNTY OF Wake)

On the 24th day of December, 2001, personally appeared before me *Angela T. Woodard*
who being by me duly sworn did say, for himself, that she is the manager of P Ogden Mall,
L.L.C., a Utah limited liability company, and that the within and foregoing instrument was signed on behalf of said limited
company by authority of its Articles of Organization and duly acknowledged to me that said limited company executed the
same.

Jeanette Moore

Notary Public



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Exhibit "A"

PARCEL 1-A (Woodbury Building):

A part of Block 32, Plat "A", Ogden City Survey in Ogden City, Weber County, Utah, described as follows: Commencing at the Ogden City Survey Monument at the intersection of the center lines of 22nd Street and Grant Avenue, thence South 89°02'01" East 779.04 feet along said center line to the center line of Washington Boulevard; thence South 0°58'53" West 1474.57 feet along said center line to a point South 89°07'52" East from the true point of beginning; thence North 89°07'52" West 66.00 feet to the true point of beginning (which point is also the Southeast corner of said Block 32) and running thence North 89°07'52" West along the Northerly side of 24th Street 201.69 feet; thence North 0°58'56" East 156.78 feet; thence South 89°06'57" East 201.69 feet to the Westerly line of Washington Boulevard; thence South 0°58'53" West 156.73 feet to the point of beginning.

010280001 ✓

PARCEL 2-A (ZCMI PARCEL)

A portion of Lots 8, 9 and 10 of Block 32, Plat "A", Ogden City, Weber County, Utah, described as follows:

Beginning at a point on a Westerly line of Washington Boulevard, said point of beginning being 1038.31 feet South 00°58' West (1037.81 feet South 00°58' West per Ogden City Survey Plat "A") and 56.00 feet North 89°02' West of the Ogden City Monument, located 10.00 feet Westerly of the centerline intersection of 22nd Street and Washington boulevard in Ogden City, running thence South 00°58' West 251.50 feet along said Westerly line of Washington Boulevard, thence North 89°02' West 181.50 feet; thence North 00°58' East 58.50 feet; thence North 89°02' West 42.00 feet; thence North 0°58' East 103.00 feet; thence South 89°02' East 42.00 feet; thence North 0°58' East 120.00 feet; thence South 89°02' East 41.50 feet; thence South 00°58' West 30.00 feet; thence South 89°02' East 140.00 feet to the point of beginning.

010280008 ✓

PARCEL 2-B

Together with the beneficial rights, and privileges accruing to Parcel 2A 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.

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.

01053 0001

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.

01028 0066

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.

TOGETHER WITH all appurtenant easements and rights-of-way and all other appurtenances in any way appertaining to such land, including, without limitation, all right, title and interest of Seller under the COREA (including the position of "Operator Nominee" of the Ogden City Mall, as that term is defined in the COREA) and in and to any land lying in the bed of any street, road, avenue or alley, whether open, closed or proposed, and any strips and gores in front of or adjoining such land, and in and to any award for damages to such land by reason of the change of any street or a condemnation or taking for public use.

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. 01 033 0047

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

PARCEL 5-B

The easement rights set forth in that certain Construction, Operation and Reciprocal Easement Agreement, Recorded October 28, 1980, as Entry No. 823085, in Book 1369 at page 964 and Amendment No. 1 to Construction, Operation and Reciprocal Easement Agreement, recorded January 26, 1982, as Entry No. 850968 in Book 1396 at page 1258 and Amendment to Agreement, recorded January 26, 1982 as Entry No. 850969 in Book 1396 at Page 1308 and Second Amendment to Construction, Operation and Reciprocal Easement Agreement, recorded February 1, 1989, as Entry No. 1069429, in Book 1554 at Page 2543 of the official records.

PARCEL 6 (Parking Structure):

A part of Blocks 32 and 39, and a part of the vacated portion of 23rd Street, Kiesel Avenue and Grant Avenue abutting said blocks, all in Plat "A", Ogden City Survey, in Ogden City, Weber County, Utah, described as follows: Beginning at a point on the South line of 22nd Street, 35.72 feet North 89°02' West of the Northeast corner of Lot 7, of said Block 39, said point also being 91.72 feet North 89°02' West along the centerline of 22nd Street and 49.50 feet South 0°58' West 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 264.18 feet; thence North 89°02' West 513.51 feet; thence South 0°58' West 706.08 feet; thence South 89°02' East 93.45 feet; thence South 0°58' West 455.85 feet to a point on the North line of 24th Street; thence North 89°09' West 113.49 feet along said North line; thence North 0°58' East 132.97 feet to a point on the North line of Lot 2 in said Block 32; thence North 89°07'36" West 110.70 feet along said North lot line to a point on the East line of Grant Avenue as vacated November 1, 1978, said point also being 16.67 feet North 89°07'36" West of the Northwest corner of Lot 2, of said Block 32; thence North 0°58' East 1293.55 feet along said East line to a point 16.67 feet North 89°02' West of the Northwest corner of Lot 6 of said Block 39; thence South 89°02' East 644.25 feet to the point of beginning.

01 033 0005

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Exhibit "B"
for QCD

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)
 - Tax ID No. 01-028-0002 (Parcel 6)
 - Tax ID No. 01-028-0068 (Parcel 2)
 - Tax ID No. 01-033-0001 (Parcel 3)
 - Tax ID No. 01-028-0066 (Parcel 4)
 - Tax ID No. 01-033-0049 (Parcel 5)
 - 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.
10. This exception has been deleted.
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)
16. Short Form Lease dated September 23, 1980, executed by Ogden City Mall Company, a Utah Limited Partnership, Lessor, and J.C. Penney Company, Inc., a Delaware Corporation, Lessee, for a term of 25 years from the first month immediately following the date that tenant opens for public business, upon the terms, conditions and covenants therein provided, as disclosed by a Short Form Lease recorded October 28, 1980 as Entry No. 823084 in Book 1369, Page 845, Records of Weber County, Utah, as amended by Amendment dated January 15, 1982.

The Amendments to this lease as contained in the Lease Amendment Agreement No. 1, dated January 15, 1982, and recorded January 26, 1982 as Entry No. 850967 in Book 1396 of Records, Page 1251, and re-recorded March 1, 1982 as Entry No. 852959 in Book 1398 of Records, Page 1203, Records of Weber County, Utah.

Said Short Form Lease was assigned to P Ogden Mall, L.L.C., a Utah limited liability company by an unrecorded Assignment of Lease.

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)

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 Stores) 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)
23. (Affects Parcel 1-A)
A Deed of Trust given to secure the amount of \$4,000,000.00 and any other amounts payable under the terms thereof, dated December 1, 1983 and recorded December 30, 1983 as Entry No. 898449 in Book 1438 at page 1291 of Official Records,
TRUSTOR : Downtown Properties, a Utah General Partnership,
TRUSTEE : Zions First National Bank,
BENEFICIARY : Zions First National Bank, as Trustee under an Indenture of Trust and Pledge dated as of December 1, 1983 executed in connection with issuance of the \$4,000,000.00 Ogden City, Utah Industrial Development Revenue Bonds.

A Loan Assumption Agreement dated October 20, 1994 and recorded October 21, 1994 as Entry No. 1317769 in Book 1735 at Page 707.

A Request for Notice recorded November 1, 1994 as Entry No. 1319307 in Book 1736 at page 1326 of Official Records, wherein Notice of any Default or Sale under the Deed of Trust referred to herein be mailed to: J. Randall Call, Esq. Prince, Yeates & Geldzahler 175 East 400 South, Suite 900 Salt Lake City, Utah 84111 and Michael C. Pruter of Allen, Matkins, Leck, Gamble & Mallory 4370 La Jolla Village Drive, Suite 300 San Diego, California 92122.

24. This exception has been deleted.

25. This exception has been deleted.

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.

27. A Memorandum of Lease and Option to Purchase dated October 1, 1994 and recorded October 21, 1994 as Entry No. 1317771 in Book 1735 at Page 722. (Affects Parcel 1-A, and the Easement rights granted in No. 17 above.)

Memorandum of Sublease dated June 17, 1994, by and between Ogden City Mall Company, a Utah Limited Partnership and Zions Cooperative Mercantile Institution, a Utah Corporation; recorded March 13, 1995 as Entry No. 1336217 in Book 1749 at Page 1808 of Official Records.

Notice of Assignment of Lease and Option wherein Ogden City Mall Company assigns to Connecticut General Life Insurance Company recorded January 2, 1997 as Entry No. 1448040 in Book 1842 at Page 82 of Official Records.

Assignment of Lease and Option to Purchase and other rights (Woodbury Bldg.) wherein Connecticut General Life Insurance Company, a Connecticut corporation assigns to M Ogden Mall, L.L.C., a Utah limited liability

company recorded December 16, 1999 as Entry No. 1679831 in Book 2049 at page 887 of Official Records.

28. A UCC-1 Financing Statement recorded June 19, 1998 as Entry No. 1553874 in Book 1936, at page 876 of Official Records, and executed by Downtown Properties, as Debtor, in favor of Zions First National Bank, as Secured Party. (Affects Parcel 1-A)
29. A UCC-1 Financing Statement recorded July 1, 1998 as Entry No. 1557007 in Book 1939, at page 311 of Official Records, and executed by Downtown Properties, as Debtor, in favor of Zions First National Bank, Trustee, as Secured Party. (Affects Parcel 1-A and the Easement rights granted in No, 17 above)
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)
33. A Financing Statement disclosing a security interest and recorded January 18, 1995 as Entry No. 1329069 in Book 1744 at page 487 of official Records executed by Zions Cooperative Mercantile Institution dba ZCMI in favor of Zions Credit Corporation
34. Deleted
35. Deleted
36. Memorandum of Lease dated June 17, 1994, by and between Ogden City Mall Company, a Utah Limited Partnership and Zion's Cooperative Mercantile Institution, a Utah Corporation, recorded March 13, 1995 as Entry No. 1336215 in Book 1749 at Page 1793 of Official Records. (Affects Parcel 2)

Lessors interest was assigned to Z Ogden Mall LLC by virtue of an unrecorded Assignment of Lease.

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37. Rights of tenants and/or parties in possession, as tenants only, by virtue of unrecorded written leases.
38. Deleted
39. Deleted
40. Deleted
41. Deleted
42. Deleted

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