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10/09/98 12:49 PM 57-00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
LANDMARK TITLE
REC BY: R JORDAN DEPUTY - WI

7115549

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Rouse-Fashion Place, LLC
c/o The Rouse Company
10275 Little Patuxent Parkway
Columbia, Maryland 21044-3456
Attention: General Counsel

(Space Above For Recorder's Use)

ASSIGNMENT OF REA

ASSIGNMENT OF REA (this "Assignment") dated as of October 7, 1998 between FASHION PLACE ASSOCIATES, LTD., a Utah limited partnership having an address at 4350 La Jolla Village Drive, Suite 400, San Diego, California 92122-1233 ("Assignor"), and ROUSE-FASHION PLACE, LLC, a Maryland limited liability company having an address at c/o The Rouse Company, 10275 Little Patuxent Parkway, Columbia, Maryland 21044-3456 ("Assignee").

KNOW ALL MEN BY THESE PRESENTS, that Assignor, for Ten Dollars (\$10) and other good and valuable consideration in hand paid, the receipt and sufficiency of which is hereby acknowledged, and pursuant to the Asset Purchase Agreement dated as of April 6, 1998 between TrizecHahn Centers, Inc. and Westfield America, Inc. and The Rouse Company, as amended (the "Asset Purchase Agreement"), hereby assigns to Assignee, its successors and assigns, all of Assignor's right, title and interest as a "Party" in, to and under the agreements described in Schedule 1 hereto (collectively, the "REA") covering the land described in Exhibit A hereto;

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns, from the date hereof for the remainder of the term of the REA, subject to the terms and conditions of the REA.

ASSIGNEE HEREBY ACCEPTS the foregoing assignment and assumes and agrees to perform and observe all of the covenants, conditions and provisions in the REA to be performed and observed by Assignor from and after the date hereof.

This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

Except as specified in the Asset Purchase Agreement, this Assignment is made without any covenant, warranty or representation by, or recourse against, Assignor of any kind whatsoever.

NYDCC/8814/09141

BK8121R2097

LTC 20013

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On October 10, 1998, before me, Lisa Tevere,
a Notary Public in and for said state, personally appeared Neil Jacob, personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to
the within instrument and acknowledged to me that he/she executed the same in his/her
authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon
behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

Lisa Tevere
Notary Public in and for said State

LISA TEVERE
Notary Public, State of New York
No. 0178007920
Qualified in Bronx County
Commission Expires May 26, 2002

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On October 6, 1998, before me, Lisa Tevere, a
Notary Public in and for said state, personally appeared Richard E. Galen, personally known to
me (or proved to me on the basis of satisfactory evidence) to be the person whose name is
subscribed to the within instrument and acknowledged to me that he/she executed the same in
his/her authorized capacity, and that by his/her signature on the instrument, the person, or the
entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

Lisa Tevere
Notary Public in and for said State

LISA TEVERE
Notary Public, State of New York
No. 0178007920
Qualified in Bronx County
Commission Expires May 26, 2002

Schedule I

Description of the REA

1. Construction, Operation and Reciprocal Easement Agreement, dated June 14, 1971, by and between Assignor, Sears, Roebuck and Co. ("Sears") and Auerbach Company ("Auerbach"), recorded on June 14, 1971 as Entry No. 2391096 in Book 2968 at Page 446 of the Official Records of the County of Salt Lake, State of Utah ("Official Records"); as amended by (i) that certain Amendment #1 To Construction, Operation And Reciprocal Easement Agreement, dated April 19, 1973, by and between Assignor, Sears, Auerbach, and Broadway-Hale Stores, Inc., ("Broadway"), recorded on May 15, 1973 as Entry No. 2539860 in Book 3326 at Page 150 of the Official Records and (ii) that certain Amendment #2 to Construction, Operation and Reciprocal Easement Agreement dated February 8, 1998 by and among Assignor, Carter Hawley Hale Stores, Inc. ("Carter"), Sears and Nordstrom, recorded on February 9, 1988 as Entry No. 4584396 in Book 6002 at Page 2737 of the Official Records.
2. Agreement dated June 16, 1971, by and among Valley Bank Investment Co., Assignor, Sears, and Auerbach, recorded on June 24, 1971 as Entry No. 2393319 in Book 2972 at Page 244 of the Official Records.
3. Encroachment Agreement dated February 23, 1972 by and among Ernest W. Hahn, Inc. ("Hahn"), Sears and Auerbach, recorded March 29, 1972 as Entry No. 2446043 in Book 3056, at Page 179.
4. Supplement to Construction, Operation and Reciprocal Easement Agreement dated February 8, 1988 by and between Assignor and Nordstrom.
5. REA Assignment and Assumption Agreement dated March 16, 1993 by Carter in favor of Dillard Department Stores, Inc. ("Dillard").
6. Supplemental Agreement dated March 16, 1993 by and between Assignor and Dillard.

(REA ASSIGN)

EXHIBIT A

The land described herein is situated in the City of Murray, County of Salt Lake, State of Utah, and is more particularly described as follows:

PARCEL 1

PARCEL 1A (DEVELOPER'S PARCEL - SHOPPING):

BEGINNING at a point on the Easterly line of State Street, due South 287.93 feet and due East 643.67 feet from the Northwest corner of Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian. Said point of beginning also being South 2°16'10" West 197.88 feet and South 84°43'50" East 80.81 feet from the monument in the intersection of 6100 South and State Streets; thence along said Easterly line South 1°02'50" West 16.22 feet; thence South 83° East 332.20 feet; thence South 5° West 204.83 feet; thence South 85° East 107.20 feet; thence South 2°37'09" East 246.82 feet; thence North 85° West 440.05 feet to the Easterly line of State Street; thence South 1°02'50" West 224.525 feet; thence South 2°16'10" West 304.89 feet; thence South 86° East 434.78 feet; thence South 108.9 feet; thence North 86° West 76.23 feet; thence South 63.04 feet; thence North 86° West 365.33 feet to a point on the Easterly line of State Street; thence along said Easterly line South 2°16'10" West 229.13 feet; thence South 87°43'50" East 278.00 feet; thence North 2°16'10" East 207.50 feet; thence South 87°43'50" East 214.50 feet; thence North 2°16'10" East 104.02 feet; thence South 87°43'50" East 327.50 feet; thence South 2°16'10" West 41.0 feet; thence South 87°43'50" East 463.50 feet; thence North 2°16'10" East 169.14 feet; thence South 87°43'50" East 274.43 feet to a point on the Westerly line of Third East Street and on the arc of an 1816.638 foot radius curve whose center bears South 87°51'45" East; thence Northerly along said curve 149.27 feet to the right through a central angle of 4°42'28"; thence North 87°43'50" West 263.228 feet; thence North 2°16'10" East 260.468 feet; thence North 27°43'43" West 64.004 feet; thence North 2°16'10" East 130.88 feet; thence North 87°43'50" West 140.83 feet; thence South 2°16'10" West 17.00 feet; thence North 87°43'50" West 85.33 feet; thence North 2°16'10" East 17.00 feet; thence North 87°43'50" West 151.178 feet; thence South 24°50'10" West 107.213 feet; thence North 87°43'50" West 112.00 feet; thence North 2°16'10" East 511.98 feet; thence South 87°43'50" East 1.00 feet; thence North 2°16'10" East 133.39 feet to a point on the Southerly line of 6100 South Street; thence along said Southerly line West 738.174 feet to the beginning of a 15 foot radius curve to the left; thence Southwesterly along said curve 33.97 feet; thence South 2°16'10" West 83.05 feet; thence South 1°02'50" West 47.86 feet to the point of BEGINNING.

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BR8121R52101

(REA ASSIGN)

PARCEL 1 (continued)
- DESCRIPTION OF PREMISES (PER)

EXCEPTING THEREFROM the following described property:

BEGINNING at a point on the Easterly line of State Street, due South 756.05 feet and due East 634.57 feet from the Northwest corner of Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian, said point of beginning also being South 2°16'10" West 698.94 feet and South 87°43'50" East 61.14 feet from the monument in the intersection of 6100 South Street and State Street; thence South 87°43'50" East 164.02 feet; thence South 2°16'10" West 81.12 feet; thence South 87°39'36" East 121.72 feet; thence South 2°16'10" West 250.16 feet; thence North 87°43'50" West 30.30 feet; thence South 2°16'10" West 47.27 feet; thence South 87°43'50" East 206.42 feet; thence South 2°16'10" West 219.56 feet; thence North 87°43'50" West 168.00 feet; thence North 2°16'10" East 74.42 feet; thence North 86°00'00" West 488.72 feet to the Easterly line of said State Street; thence along said Easterly line North 2°16'10" East 304.89 feet to an angle point therein; thence continuing along said Easterly line North 1°02'50" East 204.41 feet to the point of **BEGINNING**.

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BR8121R21U2

(NEA ASSIGN)

**PARCEL 1 (continued)
- DESCRIPTION OF PREMISES (FEE)**

PARCEL 1B (DEVELOPERS PARCEL - PARKING):
BEGINNING at a point on the Easterly line of State Street due North 555.200 feet and due East 674.755 feet from the Southwest corner of Section 18, Township 2 South, Range 1 East, Salt Lake Base and Meridian, said point of beginning also being North 2°15'30" East 613.91 feet and East 49.54 feet from the monument in the intersection of 6100 South and State Streets; thence along said Easterly line South 2°15'30" West 26.0 feet; thence East 135.75 feet; thence South 2°15'30" West 216.03 feet; thence South 89°30' East 309.07 feet; thence South 60° East 163.03 feet; thence South 4°37' West 262.79 feet to a point on the Northerly line of 6100 South Street and on the P.C. of a 2752.68 foot radius curve whose center bears South; thence Easterly along said curve 31.03 feet to the right through a central angle of 0°18'42", which point is the southwest corner of the land conveyed to AMERICAN SAVINGS AND LOAN ASSOCIATION in that certain Warranty Deed recorded March 8, 1979 as Entry No. 3245193 in Book 4823 at Page 431 of the Official Records of the Salt Lake County Recorder; thence along the Westerly line of said AMERICAN SAVINGS AND LOAN ASSOCIATION property and the extension thereof, North 4°17' East 409.78 feet, to a point on a Northerly line of FASHION SQUARE SUBDIVISION, according to the official plat thereof filed in Book "95-87" of Plats at Page 189 of the Official Records of the Salt Lake County Recorder; thence along said Northerly line East 75 feet to a point on a Westerly line of said FASHION SQUARE SUBDIVISION; thence along said Westerly line North 2°15'30" East 334.921 feet to the Northwest corner of said FASHION SQUARE SUBDIVISION; thence North 79°19'11" West 253.08 feet, which point is on the Southerly line of Lot 1, STATE PLACE, a Commercial Subdivision, according to the official plat thereof recorded in Book "93-5" of Plats at Page 96 of the Official Records of the Salt Lake County Recorder; thence along said Southerly line West 129.77 feet to the Northeast corner of Lot 2 of said STATE PLACE; thence along the Easterly line of said Lot 2 South 20° West 214.585 feet, more or less, to the Southeast corner of said Lot 2; thence along the Southerly line of said Lot 2 and the extension thereof West 455.894 feet to the point of BEGINNING.

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K8121R2103

(REA ASSIGN)

PARCEL 2 - DESCRIPTION OF LEASEHOLD

That certain Lease Agreement dated as of May 9, 1973, executed by and between Teachers Insurance and Annuity Association of America, a New York corporation, as Lessor, and Fashion Place Associates, a Limited Partnership, as Lessee, recorded May 18, 1973 as Entry No. 2539868 in Book 3326 at Page 380 of the Official Records of Salt Lake County, Utah (the "Official Records"), as modified by that certain (a) First Amendment to Lease Agreement dated May 24, 1976 and recorded June 1, 1976 as Entry No. 2819557 in Book 4216 at Page 379 of the Official Records, (b) Second Amendment to Lease Agreement dated January 1, 1982 (recorded as an Exhibit "A" to the Fourth Amendment to Lease Agreement referenced below), (c) Third Amendment to Lease Agreement dated February 8, 1988 and recorded February 9, 1988 as Entry No. 4584399 in Book 6002 at Page 3867 of the Official Records, (d) Fourth Amendment to Lease Agreement dated December 15, 1988 and recorded December 15, 1988 as Entry No. 4714881 in Book 6089 at Page 1479 of the Official Records, and as assigned by that certain (e) Assignment and Assumption of Lease dated December 4, 1995, executed by TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a New York corporation, as assignor, and FASHION PLACE ASSOCIATES, a Utah limited partnership, as assignee, recorded on December 7, 1995 as Entry No. 6230529 in Book 7285 at Page 3831 of the Official Records, in and to the land situated in the City of Murray, County of Salt Lake, State of Utah, and described as follows:

PARCEL 2A (DEVELOPERS PARCEL - SHOPPING):
BEGINNING at a point on the Easterly line of State Street, due South 257.93 feet and due East 643.67 feet from the Northwest corner of Section 19, Township 3 South, Range 1 East, Salt Lake Base and Meridian. Said point of beginning also being South 2°16'10" West

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BR8121PC2104

(REASSIGN)

PARCEL 2 (continued)
 - DESCRIPTION OF LEASEHOLD

197.85 feet and South 84°43'50" East 50.51 feet from the monument in the intersection of 6100 South and State Streets; thence along said Easterly line South 1°02'50" West 16.23 feet; thence South 83° East 132.20 feet; thence South 5° West 204.83 feet; thence South 85° East 107.20 feet; thence South 7°37'09" East 246.52 feet; thence North 85° West 440.05 feet to the Easterly line of State Street; thence South 1°02'50" West 224.525 feet; thence South 2°16'10" West 304.89 feet; thence South 86° East 424.75 feet; thence South 108.9 feet; thence North 86° West 76.23 feet; thence South 83.04 feet; thence North 86° West 365.33 feet to a point on the Easterly line of State Street; thence along said Easterly line South 2°16'10" West 229.13 feet; thence South 87°43'50" East 275.00 feet; thence North 2°16'10" East 207.50 feet; thence South 87°43'50" East 214.50 feet; thence North 2°16'10" East 104.02 feet; thence South 87°43'50" East 227.50 feet; thence South 2°16'10" West 41.0 feet; thence South 87°43'50" East 463.20 feet; thence North 2°16'10" East 169.14 feet; thence South 87°43'50" East 274.43 feet to a point on the Westerly line of Third East Street and on the arc of an 1816.638 foot radius curve whose center bears South 87°51'45" East; thence Northerly along said curve 149.27 feet to the right through a central angle of 4°42'28"; thence North 87°43'50" West 263.225 feet; thence North 2°16'10" East 260.468 feet; thence North 27°43'43" West 84.004 feet; thence North 2°16'10" East 130.85 feet; thence North 87°43'50" West 140.63 feet; thence South 2°16'10" West 17.00 feet; thence North 87°43'50" West 85.33 feet; thence North 2°16'10" East 17.00 feet; thence North 87°43'50" West 151.178 feet; thence South 24°50'30" West 107.211 feet; thence North 87°43'50" West 112.00 feet; thence North 2°16'10" East 511.98 feet; thence South 87°43'50" East 1.00 foot; thence North 2°16'10" East 133.39 feet to a point on the Southerly line of 6100 South Street; thence along said Southerly line West 738.174 feet to the beginning of a 15 feet radius curve to the left; thence Southwesterly along said curve 22.97 feet; thence South 2°16'10" West 82.05 feet; thence South 1°02'50" West 47.56 feet to the point of BEGINNING.

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818121R2105

(REA ASSIGN)

PARCEL 2 (continued)
- DESCRIPTION OF LEASEHOLD

EXCEPTING THEREFROM the following described property:

BEGINNING at a point on the Easterly line of State Street, due South 786.05 feet and due East 634.57 feet from the Northwest corner of Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian, said point of beginning also being South 2°16'10" West 493.94 feet and South 87°43'50" East 61.14 feet from the monument in the intersection of 6100 South Street and State Street; thence South 87°43'50" East 364.02 feet; thence South 2°16'10" West 81.12 feet; thence South 87°39'36" East 121.72 feet; thence South 2°16'10" West 250.36 feet; thence North 87°43'50" West 30.30 feet; thence South 2°16'10" West 47.27 feet; thence South 87°43'50" East 206.42 feet; thence South 2°16'10" West 319.56 feet; thence North 87°43'50" West 168.00 feet; thence North 2°16'10" East 74.43 feet; thence North 86°00'00" West 489.72 feet to the Easterly line of said State Street; thence along said Easterly line North 2°16'10" East 304.89 feet to an angle point therein; thence continuing along said Easterly line North 1°02'50" East 204.41 feet to the point of BEGINNING.

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BR8121P62106

PARCEL 2 (continued)
- DESCRIPTION OF LEASEHOLD

PARCEL 2B (DEVELOPERS PARCEL - PARKING):
BEGINNING at a point on the Easterly line of State Street due North 555.200 feet and due East 674.755 feet from the Southwest corner of Section 18, Township 2 South, Range 1 East, Salt Lake Base and Meridian, said point of beginning also being North 2°15'30" East 413.91 feet and East 49.54 feet from the monument in the intersection of 6100 South and State Streets; thence along said Easterly line South 2°15'30" West 26.0 feet; thence East 135.75 feet; thence South 2°15'30" West 218.03 feet; thence South 89°50' East 109.07 feet; thence South 60° East 153.03 feet; thence South 4°37' West 262.79 feet to a point on the Northerly line of 6100 South Street and on the P.C. of a 2752.68 foot radius curve whose center bears South; thence Easterly along said curve 31.03 feet to the right through a central angle of 0°38'45", which point is the Southwest corner of the land conveyed to AMERICAN SAVINGS AND LOAN ASSOCIATION in that certain Warranty Deed recorded March 5, 1979 as Entry No. 3265193 in Book 4823 at Page 431 of the Official Records of the Salt Lake County Recorder; thence along the Westerly line of said AMERICAN SAVINGS AND LOAN ASSOCIATION property and the extension thereof, North 4°37' East 409.78 feet, to a point on a Northerly line of FASHION SQUARE SUBDIVISION, according to the official plat thereof filed in Book "95-89" of Plats at Page 189 of the Official Records of the Salt Lake County Recorder; thence along said Northerly line East 75 feet to a point on a Westerly line of said FASHION SQUARE SUBDIVISION; thence along said Westerly line North 2°15'30" East 334.231 feet to the Northwest corner of said FASHION SQUARE SUBDIVISION; thence North 79°19'11" West 253.08 feet, which point is on the Southerly line of Lot 1, STATE PLACE, a Commercial Subdivision, according to the official plat thereof recorded in Book "93-8" of Plats at Page 96 of the Official Records of the Salt Lake County Recorder; thence along said Southerly line West 129.77 feet to the Northeast corner of Lot 2 of said STATE PLACE; thence along the Easterly line of said Lot 2 South 20° West 214.883 feet, more or less, to the Southeast corner of said Lot 2; thence along the Southerly line of said Lot 2 and the extension thereof West 455.894 feet to the point of BEGINNING.

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BR121R2107

(REA ASSIGN)

PARCEL 3 - DESCRIPTION OF SUBLEASEHOLD

That certain Lease Agreement dated as of May 9, 1973, executed by and between Teachers Insurance and Annuity Association of America, a New York corporation, as Lessor, and Fashion Place Associates, a Limited Partnership, as Lessee, recorded May 18, 1973 as Entry No. 2539868 in Book 3326 at Page 380 of the Official Records of Salt Lake County, Utah (the "Official Records"), as modified by that certain (a) First Amendment to Lease Agreement dated May 24, 1976 and recorded June 1, 1976 as Entry No. 2819557 in Book 4216 at Page 379 of the Official Records, (b) Second Amendment to Lease Agreement dated January 1, 1982 (recorded as an Exhibit "A" to the Fourth Amendment to Lease Agreement referenced below), (c) Third Amendment to Lease Agreement dated February 9, 1988 and recorded February 9, 1988 as Entry No. 4584399 in Book 6002 at Page 2867 of the Official Records, (d) Fourth Amendment to Lease Agreement dated December 15, 1988 and recorded December 15, 1988 as Entry No. 4714581 in Book 6089 at Page 1479 of the Official Records, and as assigned by that certain (e) Assignment and Assumption of Lease dated December 4, 1995, executed by TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a New York corporation, as assignor, and FASHION PLACE ASSOCIATES, a Utah limited partnership, as assignee, recorded on December 7, 1995 as Entry No. 6230529 in Book 7285 at Page 2531 of the Official Records, in and to the land situated in the City of Murray, County of Salt Lake, State of Utah, and described as follows:

PARCEL 3A (O.A.A. TRUST PARCEL):
 BEGINNING at a point on the Westerly line of Third East Street, said point being due South 261.74 feet and due East 3260.31 feet from the Northwest corner of Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian, said point also being due South 203.51 feet
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BK812170100

(REA ASSIGN)

PARCEL 3 (continued)
- DESCRIPTION OF SUBLEASEHOLD

and due East 1699.28 feet from a monument in the intersection of State and 6100 South Streets; and running thence North $89^{\circ}10'14''$ West 242.70 feet; thence South 518.32 feet; thence East 231.75 feet to a point on the westerly line of Third East Street; said point being on the arc of a 1600.00 foot radius curve the center of which bears North $83^{\circ}18'07''$ West; thence Northerly along said curve 187.04 feet to the left through a central angle of $6^{\circ}41'52''$; thence continuing along said westerly line North 325.19 feet to the point of BEGINNING.

PARCEL 3B (VALLEY BANK PARCEL):

BEGINNING at a point which is 1282.002 feet South and 860.772 feet East from the Northwest corner of Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian, said point also being 1223.765 feet South and 259.765 feet East from a monument in the intersection of State and 6100 South Streets; and running thence South 86° East 192.14 feet; thence South 108.90 feet; thence North 86° West 76.23 feet; thence South 63.04 feet; thence North 86° West 122.72 feet; thence North $2^{\circ}16'10''$ East 171.60 feet to the point of BEGINNING.

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BR8121P2109

(REA ASSIGN)

PARCEL 3 (continued)
- DESCRIPTION OF SUBLEASEHOLD

PARCEL 3C (MAURICE L. WATTS PARCEL):

BEGINNING at a point 252.87 feet West and 551.22 feet North from the Southeast corner of Lot 1, Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian; said point of beginning being due South 716.06 feet and due East 472.28 feet from a monument in the intersection of State and 6100 South Streets; and running thence North 85° West 113.21 feet; thence North 2°16'10" East parallel with the centerline of State Street 220.50 feet; thence North 85° West 331.55 feet to a point on the Easterly line of State Street; thence along said Easterly line North 1°02'50" East 241.09 feet; thence South 83° East 132.20 feet; thence South 5° West 204.83 feet; thence South 85° East 107.2 feet; thence South 2°37'09" East 246.52 feet to the point of **BEGINNING**.

PARCEL 3D (DENEIL E. WATTS PARCEL):

BEGINNING at a point 335.26 feet (8.11 chains) North and North 85° West 370.26 feet from the Southeast corner of Lot 1, Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian; said point of beginning being due South 706.19 feet and due East 359.90 feet from a monument in the intersection of State and 6100 South Streets; and running thence North 85° West 324.84 feet to a point on the Easterly line of State Street; thence along said Easterly line North 1°02'50" East 220.775 feet; thence South 85° East 131.55 feet; thence South 2°16'10" West parallel with the centerline of State Street 220.50 feet to the point of **BEGINNING**.

(Continued)

BR8121P2110

(REA ASSIGN)

PARCEL 4 - DESCRIPTION OF LEASEHOLD INTERESTS

(a) O.A.A. TRUST PARCEL:

That certain Lease dated as of October 20, 1971, by and between O.A.A. TRUST, a Family Trust, as landlord, and FASHION PLACE ASSOCIATES, a limited partnership, as tenant, the existence of which is disclosed by that certain Notice of Lease recorded on October 29, 1971, as Entry No. 2418198 in Book 3011 at Page 503 of the Official Records, as the same may have been assigned, amended and/or supplemented by (i) that certain First Amendment to Ground Lease recorded May 15, 1973 as Entry No. 2519863 in Book 3326 at Page 334 of the Official Records; (ii) that certain Assignment of Leases dated May 9, 1973, and recorded May 15, 1973 as Entry No. 2519867 in Book 3326 at Page 377 of the Official Records; (iii) that certain Assignment and Assumption of Master Leases dated December 4, 1995, executed by TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a New York corporation, as assignor, and FASHION PLACE ASSOCIATES, a Utah limited partnership, as assignee, recorded on December 7, 1995 as Entry No. 6230928 in Book 7285 at Page 2524 of the Official Records, in and to the land situated in the City of Murray, County of Salt Lake, State of Utah, and described as follows:

BEGINNING at a point on the Westerly line of Third East Street; said point being due South 261.74 feet and due East 2260.31 feet from the Northwest corner of Section 19, Township 3 South, Range 1 East, Salt Lake Base and Meridian; said point also being due South 203.51 feet and due East 1559.28 feet from a monument in the intersection of State and 6100 South Streets, and running thence North 89°10'14" West 242.70 feet; thence South 518.32 feet; thence East 231.75 feet to a point on the Westerly line of Third East Street; said point being on the arc of a 1600.00 foot radius curve the center of which bears North 83°18'07" West; thence Northerly along said curve 187.04 feet to the left through a central angle of 6°41'53"; thence continuing along said Westerly line North 325.19 feet to the point of **BEGINNING**.

(Continued)

EX 812162111

(REASSIGN)

PARCEL 4 (continued)
- DESCRIPTION OF LEASEHOLD INTERESTS

(b) VALLEY BANK PARCEL:

That certain Lease dated as of April 26, 1971 by and between VALLEY BANK INVESTMENT CO., as landlord, and FASHION PLACE ASSOCIATES, a limited partnership, as tenant, the existence of which is disclosed by that certain Notice of Lease recorded June 14, 1971 as Entry No. 2391098 in Book 1968 at Page 592 of the Official Records, as the same may have been assigned, amended and/or supplemented by (i) that certain First Amendment to Ground Lease dated April 23, 1973, recorded May 15, 1973 as Entry No. 2519864 in Book 1326 at Page 351 of the Official Records; (ii) that certain Assignment of Leases dated May 9, 1973, and recorded May 15, 1973 as Entry No. 2519867 in Book 1326 at Page 377 of the Official Records; (iii) that certain Assignment and Assumption of Master Leases dated December 4, 1995, executed by TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a New York corporation, as assignor, and FASHION PLACE ASSOCIATES, a Utah limited partnership, as assignee, recorded on December 7, 1995 as Entry No. 6210528 in Book 7285 at Page 2524 of the Official Records, in and to the land situated in the City of Murray, County of Salt Lake, State of Utah, and described as follows:

BEGINNING at a point which is 1282.002 feet South and 860.772 feet East from the Northwest corner of Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian, said point also being 1223.765 feet South and 259.765 feet East from a monument in the intersection of State and 6100 South Streets; and running thence South 86° East 192.14 feet; thence South 108.90 feet; thence North 86° West 76.33 feet; thence South 63.04 feet; thence North 86° West 122.72 feet; thence North 2°15'10" East 171.60 feet to the point of **BEGINNING**.

(Continued)

R8171704114

(REA ASSIGN)

PARCEL 4 (continued)
- DESCRIPTION OF LEASEHOLD INTERESTS

(c) W. WATTS PARCEL:

That certain Lease dated as of June 25, 1969, executed by and between MAURICE L. WATTS and DONNA C. WATTS, husband and wife and EMERSON C. NEFF and BERYL NEFF, husband and wife, as landlord, and WESTERN STATES TITLE COMPANY, as tenant, the existence of which is disclosed by that certain Short Form of Lease recorded on June 25, 1969 as Entry No. 2291092 in Book 2766 at Page 403 of the Official Records, as the same may have been assigned, amended and/or supplemented by (i) that certain Assignment of Leases dated June 14, 1971, recorded June 14, 1971 as Entry No. 2391092 in Book 2968 at Page 439 of the Official Records; (ii) that certain First Amendment to Ground Lease recorded May 15, 1973 as Entry No. 2539863 in Book 3326 at Page 319 of the Official Records; (iii) that certain Assignment of Lease dated May 9, 1973, and recorded May 15, 1973 as Entry No. 2539867 in Book 3326 at Page 377 of the Official Records; (iv) that certain Assignment and Assumption of Master Leases dated December 4, 1995, executed by TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a New York corporation, as assignor, and FASHION PLACE ASSOCIATES, a Utah limited partnership, as assignee, recorded on December 7, 1995 as Entry No. 6210524 in Book 7288 at Page 2624 of the Official Records, in and to the land situated in the City of Murray, County of Salt Lake, State of Utah, and described as follows:

BEGINNING at a point 252.87 feet West and 531.22 feet North from the Southeast corner of Lot 1, Section 19, Township 3 South, Range 1 East, Salt Lake Base and Meridian; said point of beginning being due South 716.06 feet and due East 472.28 feet from a monument in the intersection of State and 6100 South Streets; and running thence North 85° West 113.21 feet; thence North 2°16'10" East parallel with the centerline of State Street 320.50 feet; thence North 88° West 321.85 feet to a point on the Easterly line of State Street; thence along said Easterly line North 1°02'50" East 241.09 feet; thence South 83° East 332.20 feet; thence South 5° West 204.83 feet; thence South 86° East 107.2 feet; thence South 1°37'09" East 246.62 feet to the point of BEGINNING.

(Continued)

PARCEL 4 (continued)
- DESCRIPTION OF LEASEHOLD INTERESTS

(d) D. WATTS PARCEL:

That certain Ground Lease dated as of July 3, 1969 by and between DENZIL E. WATTS, SR., and IRMA S. WATTS, husband and wife, as landlord, and WESTERN STATES TITLE COMPANY, as tenant, the existence of which is disclosed by that certain Short Form of Lease recorded on July 3, 1969 as Entry No. 2294198 in Book 2769 at Page 525 of the Official Records, as the same may have been assigned, amended and/or supplemented by (i) that certain Assignment of Leases dated June 14, 1971, and recorded June 14, 1971 as Entry No. 2391092 in Book 2968 at Page 429 of the Official Records; (ii) that certain First Amendment to Ground Lease dated April 23, 1973, recorded May 15, 1973 as Entry No. 2539861 in Book 3326 at Page 305 of the Official Records; (iii) that certain Assignment of Lease dated May 9, 1973, and recorded May 15, 1973 as Entry No. 2539867 in Book 3326 at Page 377 of the Official Records; (iv) that certain Assignment and Assumption of Master Leases dated December 4, 1995, executed by TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a New York corporation, as assignor, and FASHION PLACE ASSOCIATES, a Utah limited partnership, as assignee, recorded on December 7, 1995 as Entry No. 6330526 in Book 7265 at Page 2524 of the Official Records, in and to the land situated in the City of Murray, County of Salt Lake, State of Utah, and described as follows:

BEGINNING at a point 535.26 feet (0.11 chains) North and North 85° West 370.26 feet from the Southeast corner of Lot 1, Section 19, Township 2 South, Range 1 East, Salt Lake Base and Meridian; said point of beginning being due South 706.19 feet and due East 359.50 feet from a monument in the intersection of State and 5100 South Streets; and running thence North 85° West 326.84 feet to a point on the Easterly line of State Street; thence along said Easterly line North 1°03'50" East 220.775 feet; thence South 85° East 331.55 feet; thence South 2°16'10" West parallel with the centerline of State Street 220.50 feet to the point of BEGINNING.

RECORDED