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8199882

RECORDING REQUESTED BY

Ross Stores, Inc.

AND WHEN RECORDED MAIL TO:

Bartko, Zankel, Tarrant & Miller  
900 Front Street, Suite 300  
San Francisco, CA 94111  
Attn: Theani C. Louskos, Esq.

8199882  
04/09/2002 03:24 PM 27.00  
Book - 8585 Pg - 8316-8324  
GARY W. OTT  
RECORDER, SALT LAKE COUNTY, UTAH  
BARTKO ZANKEL TARRANT MILLER  
900 FRONT ST STE 300  
SAN FRANCISCO CA 94111  
BY: RDJ, DEPUTY - MA 9 P.

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

MEMORANDUM OF LEASE

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1. This Memorandum of Lease is effective upon recordation and is entered into by and between HERMES ASSOCIATES, LTD., a Utah limited partnership ("Landlord"), having its principal place of business at 3300 Enterprise Parkway, Beachwood, Ohio 44122, and ROSS STORES, INC., a Delaware corporation ("Tenant"), having its principal place of business at 8333 Central Avenue, Newark, CA 94560, who agree as follows:

2. By written lease (the "Lease"), Landlord leases to Tenant and Tenant hires from Landlord a portion of the real property located in the City of Taylorsville, County of Salt Lake, State of Utah, described in Exhibit A hereto, for a term of approximately ten (10) years which term is subject to extension by Tenant for four (4) additional periods of five (5) years each. The Exhibit A lands are sometimes herein referred to as the "Shopping Center."

3. Landlord has granted Tenant and its authorized representatives and invitees the nonexclusive right to use the Shopping Center common area with others who are entitled to use those areas subject to Landlord's rights as set forth in the Lease.

4. The provisions of the Lease are incorporated into this Memorandum of Lease by reference. The Lease contains the following section(s):

3.2.1. Retail Use. "Tenant has entered into this Lease in reliance upon representations by Landlord that the Shopping Center is and shall remain retail in character, and, further, except as stated in Section 3.2.2 below, no part of the Shopping Center shall be used for office or residential purposes or as an auditorium, meeting hall, school, church or other place of public assembly, "flea

The Family Center at Midvalley  
Taylorsville, UT  
Project No. P403204  
6061.346/228331.1

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1 market," gymnasium, health club, dance hall, billiard or pool hall, massage parlor,  
2 video game arcade, bowling alley, skating rink, car wash, facility for the sale,  
3 display, leasing or repair of motor vehicles, night club or adult book or adult  
4 audio/video products (which are defined as stores in which at least ten percent  
5 (10%) of the inventory is not available for sale or rental to children under  
6 seventeen (17) years old because such inventory explicitly deals with or depicts  
7 human sexuality). No sit down or full service restaurant, theater or other "high  
8 intensity parking user" (as hereinafter defined) shall be permitted in the Shopping  
9 Center within five hundred (500) feet of the front and side perimeter walls of the  
10 Store. No buffet type restaurant shall be permitted in the Shopping Center located  
11 to the South of Family Center Drive, as depicted on the Site Plan. For purposes of  
12 this Section 3.2.1, a "high intensity parking user" shall mean any user which  
13 requires more than five (5) parking spaces per one thousand (1,000) square feet of  
14 Leasable Floor Area in accordance with customary shopping center standards or  
15 governmental requirements."

16

17 15.3 Protection. "Without the prior written consent of Tenant, Landlord  
18 shall not lease space in the Shopping Center to T.J. Maxx, Marshall's, Burlington  
19 Coat, Steinmart, Filene's Basement, or to any other similar retailers engaged in an  
20 Off-Price Use (as hereinafter defined). Further, except for Tenant, no tenant or  
21 occupant of the Shopping Center may use, and Landlord, if it has the capacity to  
22 do so, shall not permit any other tenant or occupant to use twelve thousand five  
23 hundred (12,500) square feet of Leasable Floor Area or more of its premises for  
24 an Off-Price Use."

25

26 5. The provisions of the Lease to be performed by Landlord whether to be performed  
27 at the Tenant's store, or any other portion of the Shopping Center, whether affirmative or  
28 negative in nature, are intended to and shall bind the Landlord, its successors and assigns at any  
29 time and shall inure to the benefit of Tenant, its successors and assigns.

30

31 6. This Memorandum of Lease is prepared for the purpose of constructive notice and  
32 in no way modifies the provisions of the Lease.

33

34 Contents of Memorandum of Lease:



35

36 Paragraphs 1-6  
37 Exhibit A - Legal Description

The Family Center at Midvalley  
Taylorsville, UT  
Project No. P403204  
6061.346/228331.1

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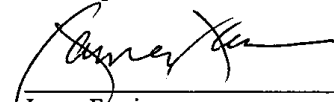
Part I - Landlord's Parcel  
Part II - Remainder of the Shopping Center  
Exhibit B - Site Plan

IN WITNESS WHEREOF, Landlord and Tenant have duly executed this  
Memorandum of Lease on this 11 day of May, 2001.


**LANDLORD:**  
**HERMES ASSOCIATES, LTD.,**  
**a Utah limited partnership**

**TENANT:**  
**ROSS STORES, INC.,**  
**a Delaware corporation**

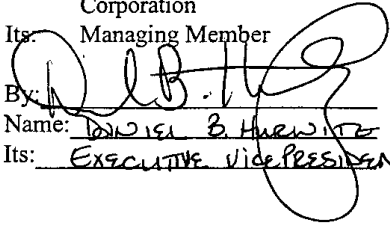
By: DDR Family Centers LP  
Its: General Partner

By:   
James Fassio  
Its: Sr. Vice President

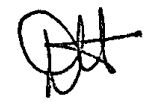
By: DDR DownREIT LLC  
Its: General Partner

By:   
Gregg McGillis  
Its: Vice President, Real Estate

By: Developers Diversified Realty  
Corporation  
Its: Managing Member

By:   
Name: DENISE B. HEWITT  
Its: EXECUTIVE VICE PRESIDENT

8



1 State of California )  
2 ) ss.  
3 County of Alameda )  
4

5 On 5/11/01 before me, Shelly Greene,  
6 a Notary Public, personally appeared James Fassio and Gregg McGillis, personally known to me  
7 or proved to me, on the basis of satisfactory evidence, to be the person(s) whose name(s) ~~is/are~~  
8 subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same  
9 in ~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument  
10 the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

11  
12 WITNESS my hand and official seal.



Shelly Greene  
Notary Public

18

19

20 State of Ohio )  
21 ) ss.  
22 County of Cuyahoga )

23  
24 On 1/10/02 before me, Sheronda Johnson, a Notary  
25 Public, personally appeared Daniel B. Hewitt,  
26 personally known to me or proved to me, on the basis of satisfactory evidence, to be the  
27 person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that  
28 he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their  
29 signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s)  
30 acted, executed the instrument.

31  
32 WITNESS my hand and official seal.

33

34

35

36

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38

Sheronda Johnson  
Notary Public My Commission Expires May 14, 2005



DH

John

EXHIBIT A  
LEGAL DESCRIPTIONS  
PART I - LANDLORD'S PARCEL

ID Number: 21-15176-020

Property description:

FAMILY CENTER @ MIDVALLEY - (South Phase)

BEGINNING AT A POINT ON THE WEST RIGHT-OF-WAY LINE OF REDWOOD ROAD, SAID POINT BEING NORTH 00°02'55" WEST 247.50 FEET ALONG CENTER OF SECTION LINE AND SOUTH 89°56'25" WEST 53.00 FEET FROM THE CENTER OF SECTION 15, TOWNSHIP 2 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE NORTH 00°02'55" WEST 995.739 FEET ALONG SAID WEST RIGHT-OF-WAY LINE OF REDWOOD ROAD; THENCE SOUTH 89°55'04" WEST 1123.00 FEET ALONG THE SOUTH RIGHT-OF-WAY LINE OF 5600 SOUTH STREET; THENCE SOUTH 00°02'55" EAST 474.57 FEET ALONG THE EAST RIGHT-OF-WAY LINE OF 1900 WEST STREET; THENCE SOUTH 89°57'05" WEST 45.00 FEET; THENCE SOUTH 00°02'55" EAST 338.236 FEET; THENCE SOUTH 89°56'25" WEST 477.25 FEET; THENCE SOUTH 00°02'55" EAST 430.00 FEET TO THE CENTER OF SECTION LINE OF SAID SECTION 15; THENCE SOUTH 89°56'25" WEST 40.82 FEET ALONG SAID CENTERLINE OF SECTION TO THE NORTHERLY RIGHT-OF-WAY LINE OF THE I-215 FREEWAY; THENCE SOUTH 67°15'40" EAST 138.90 FEET ALONG SAID I-215 RIGHT-OF-WAY LINE; THENCE SOUTH 76°43'15" EAST 375.07 FEET CONTINUING ALONG SAID I-215 RIGHT-OF-WAY LINE; THENCE SOUTHEASTERLY 326.07 FEET CONTINUING ALONG SAID I-215 RIGHT-OF-WAY LINE AND A 1045.92 FOOT RADIUS CURVE TO THE LEFT; THENCE NORTH 84°06'21" EAST 873.31 FEET CONTINUING ALONG SAID I-215 RIGHT-OF-WAY LINE TO SAID WEST RIGHT-OF-WAY LINE OF REDWOOD ROAD; THENCE NORTH 00°02'55" WEST 316.62 FEET TO THE POINT OF BEGINNING.

CONTAINS: 41.8801 ACRES AS DESCRIBED

-POOR COPY-  
CO. RECORDER

*DH*  
*Jer*

8320  
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EXHIBIT A  
LEGAL DESCRIPTIONS  
PART II - REMAINDER OF THE SHOPPING CENTER

ID Number: 21-15176-010

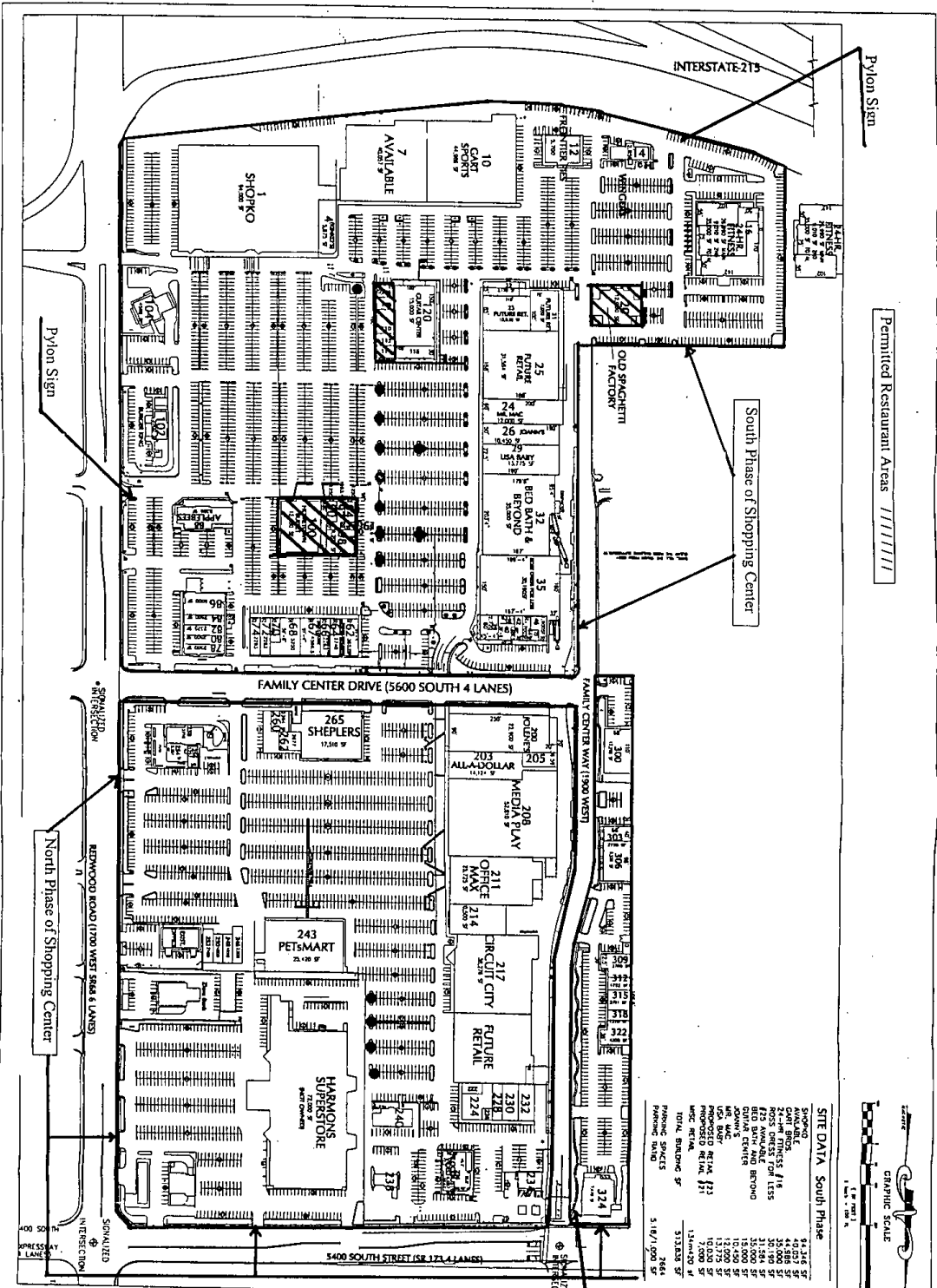
DESCRIPTION: *NORTH (EAST PART)*

BEGINNING AT A POINT ON THE SOUTH LINE OF 5400 SOUTH STREET, SAID POINT BEING SOUTH 89 DEGREES 53' 41" WEST 660.00 FEET AND SOUTH 00 DEGREES 02' 55" EAST 39.017 FEET FROM THE NORTH QUARTER CORNER OF SECTION 15, TOWNSHIP 2 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE SOUTH 00 DEGREES 02' 55" EAST 620.983 FEET; THENCE NORTH 89 DEGREES 53' 41" EAST 406.50 FEET; THENCE SOUTH 00 DEGREES 02' 55" EAST 114.00 FEET; THENCE NORTH 89 DEGREES 53' 41" EAST 200.50 FEET TO THE WEST LINE OF REDWOOD ROAD; THENCE SOUTH 00 DEGREES 02' 55" EAST 553.239 FEET ALONG THE WEST LINE OF REDWOOD ROAD TO THE NORTH LINE OF 5600 SOUTH STREET; THENCE SOUTH 89 DEGREES 55' 04" WEST 1123.00 FEET ALONG THE NORTH LINE OF 5600 SOUTH STREET TO THE EAST LINE OF 1900 WEST STREET; THENCE ALONG THE EAST LINE OF 1900 WEST STREET THE NEXT 6 COURSES AND DISTANCES, NORTH 00 DEGREES 02' 55" WEST 327.38 FEET; THENCE NORTHEASTERLY 163.04 FEET A LONG THE ARC OF A 500.00 FOOT RADIUS CURVE TO THE RIGHT, (CHORD BEARS NORTH 09 DEGREES 17' 35" EAST 162.32 FEET); THENCE NORTHEASTERLY 184.19 FEET ALONG THE ARC OF A 566.00 FOOT RADIUS CURVE TO THE LEFT, (CHORD BEARS NORTH 09 DEGREES 18' 43" EAST 183.38 FEET); THENCE NORTH 00 DEGREES 00' 39" WEST 480.36 FEET; THENCE NORTH 04 DEGREES 04' 27" EAST 70.18 FEET; THENCE NORTH 00 DEGREES 00' 39" WEST 55.95 FEET TO THE SOUTH LINE OF 5400 SOUTH STREET; THENCE ALONG THE SOUTH LINE OF 5400 SOUTH STREET THE NEXT 3 COURSES AND DISTANCES, NORTHEASTERLY 253.94 FEET ALONG THE ARC OF AN 11,512.18 FOOT RADIUS CURVE TO THE LEFT, (CHORD BEARS NORTH 88 DEGREES 31' 36" EAST 253.94 FEET); THENCE NORTH 87 DEGREES 53' 41" EAST 173.03 FEET; THENCE NORTHEASTERLY 27,649 FEET ALONG THE ARC OF AN 11,406.16 FOOT RADIUS CURVE TO THE RIGHT, (CHORD BEARS NORTH 87 DEGREES 57' 51" EAST 27,648 FEET), TO THE POINT OF BEGINNING.

CONTAINS: 998,062 SQUARE FEET, 22.9124 ACRES.

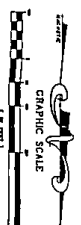
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CO. RECORDER

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**SITE DATA - South Phase**

|                     |              |
|---------------------|--------------|
| TOTAL SITE          | 1,147,000 SF |
| IMPROVED LAND       | 44,515 SF    |
| AVAILABLE           | 44,515 SF    |
| GOVT RIGHTS         | 54,888 SF    |
| IMPROVEMENTS FTR    | 30,190 SF    |
| ROSS DRESS FOR LESS | 15,000 SF    |
| RED BULL            | 15,000 SF    |
| QUICK CENTER        | 15,000 SF    |
| USA BUBBLY          | 15,000 SF    |
| USA BUBBLY          | 15,000 SF    |
| PROPOSED RETAIL #11 | 13,715 SF    |
| MISC RETAIL         | 7,000 SF     |
| TOTAL BUILDING SF   | 313,830 SF   |
| PARKING SPACES      | 3,167,000 SP |
| PARKING LAND        | 2,864,000 SF |



**THE FAMILY CENTER AT MIDVALLEY SOUTH PHASE**  
TAYLORSVILLE, UTAH

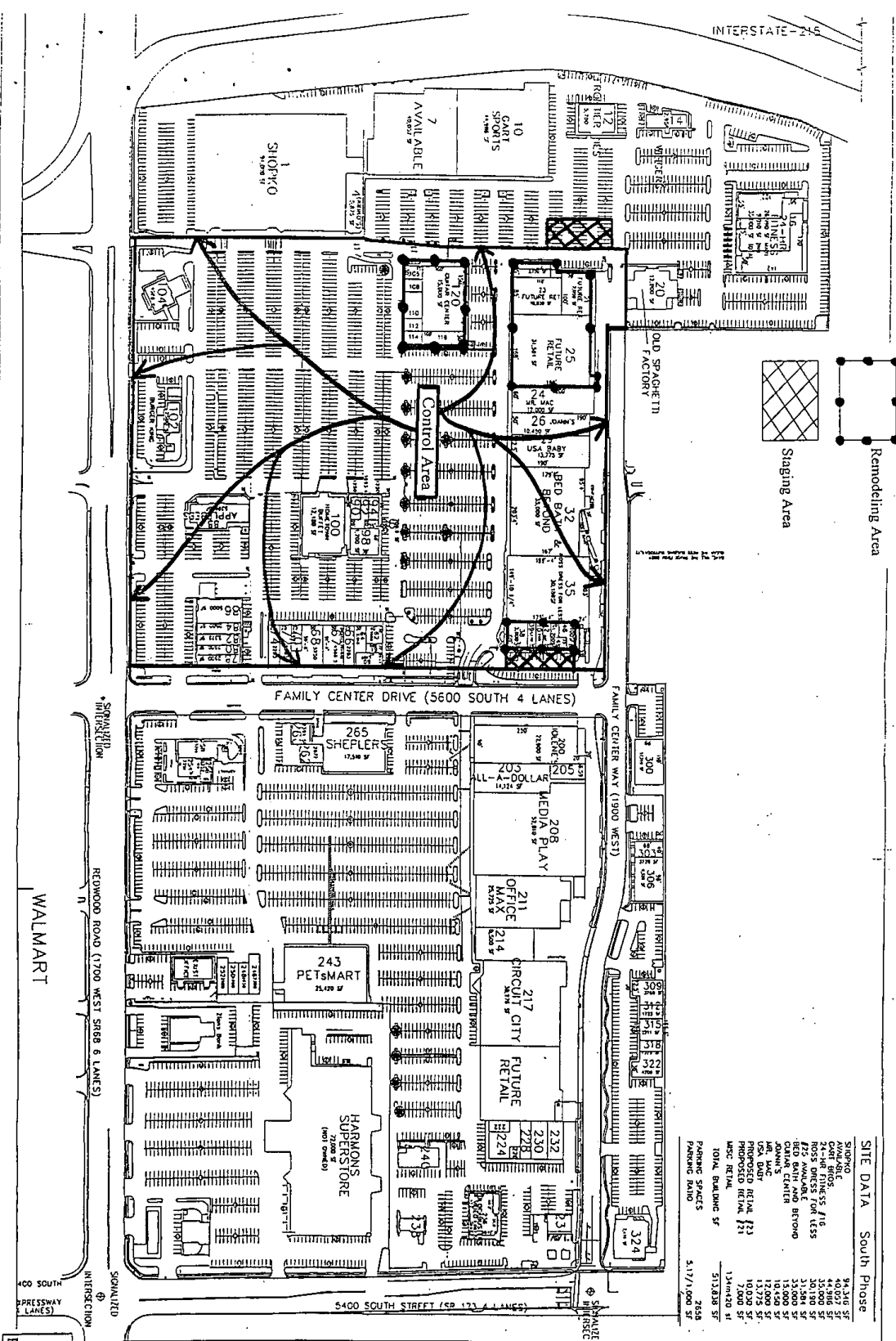
**PASKER GOULD AMES & WEAVER**  
ARCHITECTS - PLANNERS

**DEVELOPERS DIVERSIFIED REALTY**

**UTAH**

EXHIBIT  
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| SITE DATA         |              | South Phase |
|-------------------|--------------|-------------|
| SHOPPED AVAILABLE | 94,346 SF    | 2654        |
| 3-4th FLOOR       | 40,027 SF    |             |
| MOSS DRESS FLOOR  | 35,000 SF    |             |
| 600 BATH AND BROW | 30,190 SF    |             |
| ADMIN             | 31,204 SF    |             |
| USA DAILY         | 19,400 SF    |             |
| PROPOSED RETAIL   | 13,775 SF    |             |
| MISC RETAIL       | 10,020 SF    |             |
| TOTAL BUILDING SF | 134,400 SF   |             |
| PARKING SPACES    | 313,830 SF   |             |
| PARKING (LAND)    | 5,177,000 SF |             |

**THE FAMILY CENTER AT MIDVALLEY SOUTH PHASE**

TAYLORSVILLE, UTAH

INITIAL: \_\_\_\_\_

**PASKER COULD AMES & WEAVER**

ARCHITECT - PLANNING

200 Corporate Center  
 Provo, UT 84601  
 Phone: 313-255-1100

**DEVELOPERS**  
**DIVERSIFIED REALTY**

400 SOUTH EXPRESSWAY (LANES) INTERSECTION

WALMART

REDWOOD ROAD (1700 WEST SR88 6 LANES) INTERSECTION

5400 SOUTH STREET (SP 123 4 LANES) INTERSECTION

CONTROL AREA

REMOLDING AREA

STAGING AREA

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EXHIBIT B  
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