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RED NOTE 370681

First American Title

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ALLEN RIGGS
SUMMIT COUNTY RECORDS
11-20

FIRST AMENDMENT TO MEMORANDUM OF LEASE

This First Amendment to Memorandum of Lease is made and executed this 7th day of March, 1992, by and between **GFI-PARK CITY INVESTMENTS, LTD.**, also doing business under the name of **GFI-PARK CITY INVESTMENTS LIMITED PARTNERSHIP**, a Limited Partnership ("Landlord"), and **KMART CORPORATION**, a Michigan Corporation ("Tenant").

WHEREAS, on the 10th day of July, 1991, Landlord and Tenant entered into and on the 11th day of March, 1992, recorded a Memorandum of Lease, ("Lease Memorandum") pertaining to the lease of the demised premises described in Exhibit "A" attached hereto and incorporated herein and as fully defined and set forth in the Lease Agreement entered into between Landlord and Tenant; and

WHEREAS, Landlord and Tenant have entered into a First Amendment to said Lease Agreement and now desire to amend certain provisions of the Lease Memorandum in accordance with the Lease Amendment.

NOW, THEREFORE, Landlord and Tenant hereby agree as follows:

1. The Site Plan referred to in Article 1 and other subsequent paragraphs of the Lease Memorandum and attached thereto as Exhibit "B" has been revised by the parties, and said revised and corrected Site Plan is attached to this First Amendment as Exhibit "B".

FIRST AMERICAN TITLE
RMP# 263026
29916 S

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15.00

2. Except as specifically amended and clarified herein, the Lease Memorandum shall remain as originally set forth in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Lease Memorandum as of the day and year first above written.

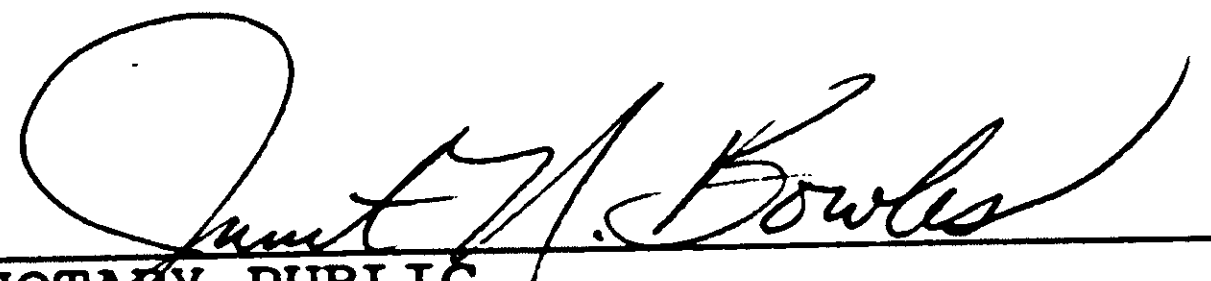
GFI-PARK CITY INVESTMENTS, LTD.
a Utah Limited Partnership

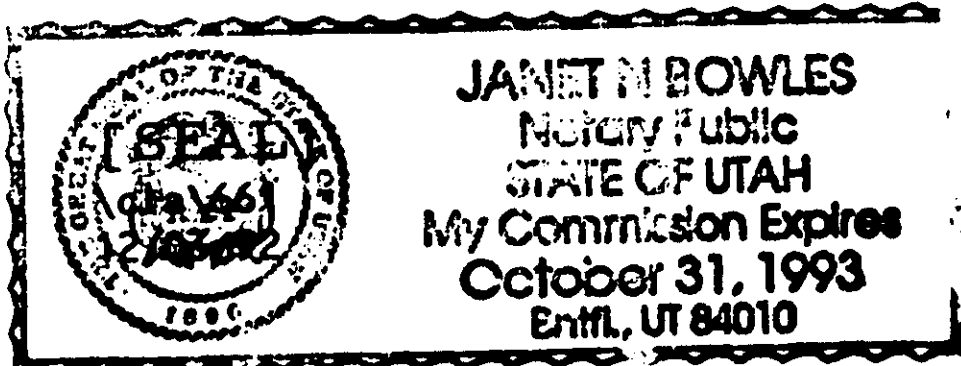
BY: WGA-PARK CITY, INC.
a Utah corporation, as the
General Partner


G. Walter Gasser, President

STATE OF UTAH)
 : ss.
COUNTY OF DAVIS)

On this 7th day of December, 1992, personally appeared before me G. WALTER GASSER, who, by me duly sworn, did say that he was the President of WGA-PARK CITY, INC., a Utah Corporation, the General Partner of GFI-PARK CITY INVESTMENTS, LTD., a Utah Limited Partnership, and that the foregoing instrument was signed on behalf of said corporation by authority of its Bylaws or a resolution of its Board of Directors, and said G. WALTER GASSER acknowledged to me that said Corporation executed the same.


NOTARY PUBLIC



KMART CORPORATION

By: M. L. Skiles
Its: Senior Vice President

STATE OF MICHIGAN)
) :ss.
COUNTY OF OAKLAND)

I do hereby certify that on this 11th day of December 1992, before, Irene F. Hammond, a Notary Public in and for the County and State aforesaid, and duly commissioned, personally appeared M. L. Skiles and _____, known to me to be the Senior Vice President and _____ respectively of KMART CORPORATION, the corporation described in and which executed the foregoing instrument; that they know the seal of said corporation; that the seal affixed to said instrument is the corporate seal of said corporation; that, on behalf of said corporation and by order of its Board of Directors, they signed, sealed and delivered said instrument for the uses and purposes therein set forth, as its and their free and voluntary act; and that they signed their names thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Irene F. Hammond
NOTARY PUBLIC

[SEAL]

IRENE F. HAMMOND
Notary Public, Macomb County, Michigan
Acting in Oakland County, Michigan
My Commission Expires July 10, 1995

LEGAL DESCRIPTION

KMART DEMISED PREMISES
PARK CITY, UTAH

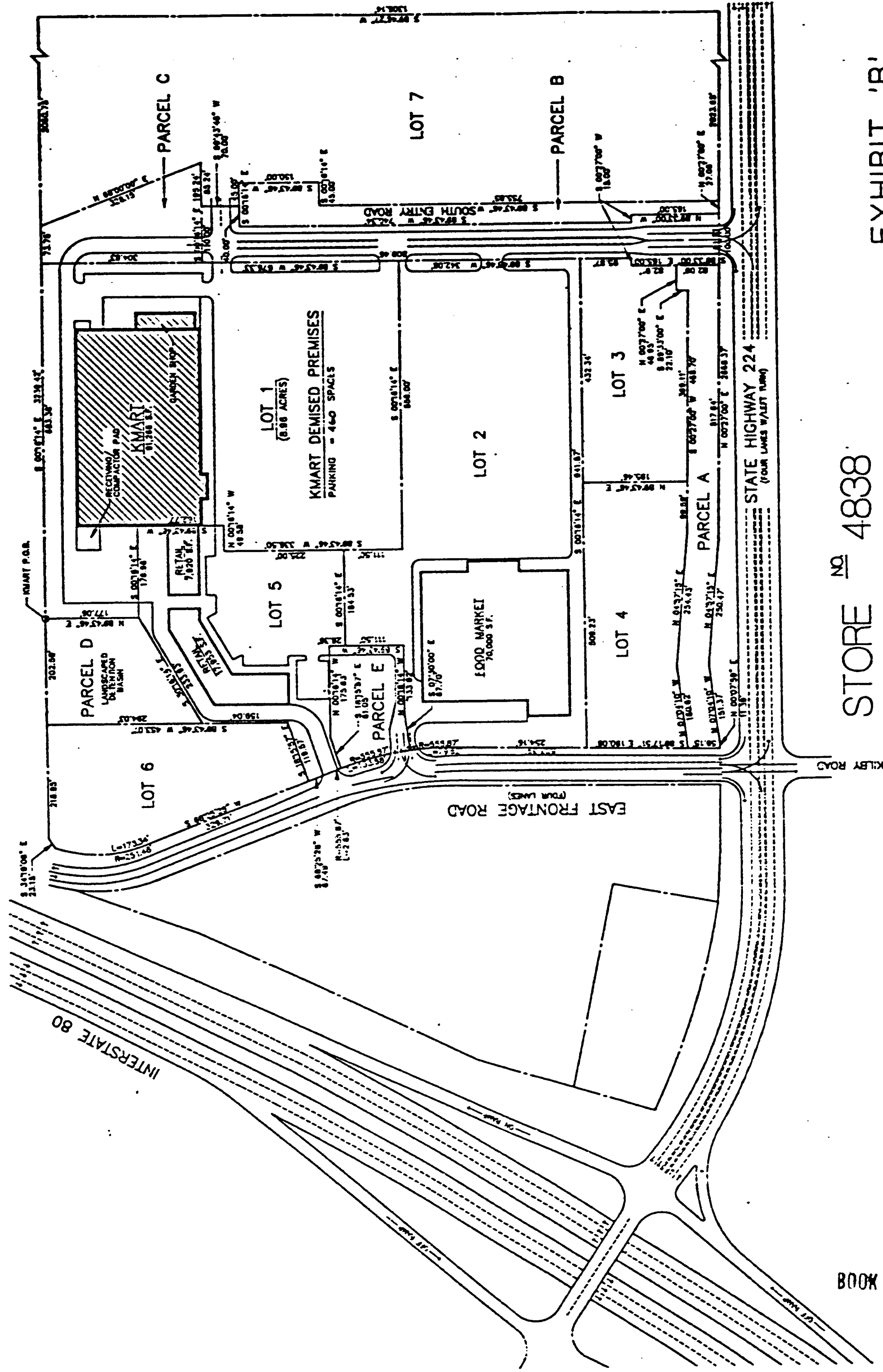
ALL OF "LOT 1" OF THE VILLAGE AT KIMBALL JUNCTION according to the official plat thereof on file and of record with the Recorder of Summit County, State of Utah, and also described as follows:

Beginning at the Northwest Corner of Section 19, Township 1 South, Range 4 East, Salt Lake Base and Meridian, Summit County, Utah; thence South $89^{\circ}46'57''$ East 2667.41 feet, said point being North Quarter Corner of Section 19, Township 1 South, Range 4 East, Salt Lake Base and Meridian, Summit County, Utah; thence South $00^{\circ}16'14''$ East 1173.67 feet along center section line of Section 19 to the true point of beginning.

Thence commencing from said true point of beginning; thence South $00^{\circ}16'14''$ East 683.38 feet; thence South $89^{\circ}43'46''$ West 676.33 feet; thence North $00^{\circ}16'14''$ West 556.00 feet; thence North $89^{\circ}43'46''$ East 336.50 feet; thence South $00^{\circ}16'14''$ East 49.58 feet; thence North $89^{\circ}43'46''$ East 162.77 feet; thence North $00^{\circ}16'14''$ West 176.96 feet; thence North $89^{\circ}43'46''$ East 177.06 feet to said true point of beginning, containing 8.96 acres, more or less.

EXHIBIT "A"

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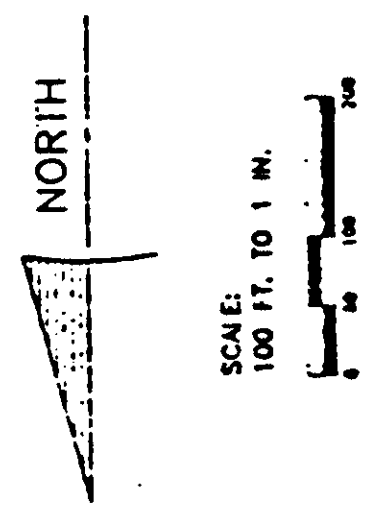
STORE NO 4838

S.E. CORNER OF EAST FRONTAGE
ROAD AND STATE ROAD 224

PARK CITY, UTAH

EXHIBIT 'B'

DATE
14 JUNE 1991
REVISED 18 DECEMBER 1991
REVISED 1 DECEMBER 1991



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