

**FIRST AMENDMENT TO OPERATION AND EASEMENT AGREEMENT**

6449607

THIS AMENDMENT TO OPERATION AND EASEMENT AGREEMENT ("Amendment") is made and entered as of the 29 day of August, 1996, by and between DAYTON HUDSON CORPORATION, a Minnesota corporation ("Target"), and EQUITY PROPERTIES AND DEVELOPMENT LIMITED PARTNERSHIP, D/B/A EQUITY PROPERTIES AND DEVELOPMENT (ILLINOIS) LIMITED PARTNERSHIP, an Illinois limited partnership ("Developer"), as agent for ZML-SOUTH TOWNE MARKETPLACE LIMITED PARTNERSHIP, an Illinois limited partnership ("Owner").

**WITNESSETH:**

A. Target and Developer, as agent for Owner, have heretofore entered into that certain Operation and Easement Agreement dated October 24, 1995 (the "OEA"), for premises (the "Premises") described on Exhibit A attached hereto, in the shopping center (the "Shopping Center") known as South Towne Marketplace, located in Sandy City, Utah.

B. The parties mutually desire to amend the OEA in certain respects, all on and subject to the terms and conditions hereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. All terms not otherwise defined herein shall have the meanings set forth in the OEA.

2. Sub-Section 3.2(E) is amended by inserting the following after 3.2(E)(v):

Notwithstanding the foregoing, so long as a Restaurant of between 5000 and 7000 square feet is operated in the building designated as "Retail G" on Exhibit B, such Restaurant shall require 69 parking spaces allocated thereto.

3. The Site Plan attached as Exhibit B to the OEA is hereby deleted in its entirety and the site plan attached hereto as Exhibit B is inserted in lieu thereof.

4. The parties hereto agree that as of this date the "Floor Area", as defined in Section 1.5 of the OEA, for the Target store is equal to 182,346 square feet.

5. Notwithstanding the provisions of Section 5.3(A) of the OEA, the parties hereto agree that Developer may place a monument sign at one of the two locations denoted on Exhibit B attached hereto, in accordance with the drawing attached hereto as Exhibit C and may place a sign on either pylon sign "A" or pylon sign "B" as denoted on Exhibit B. The Developer shall have sole discretion to choose which of the two locations the monument sign will be placed.

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Developer shall pay all costs and expenses associated with the construction and maintenance of the monument sign and the pylon sign.

6. Notwithstanding the provisions of Section 5.3(B) of the OEA, the parties hereto agree that any Occupant of the areas labeled Retail G or Retail H on the Site Plan may have one (1) identification sign on each side of its building, regardless of the number of square feet of Floor Area in its building.

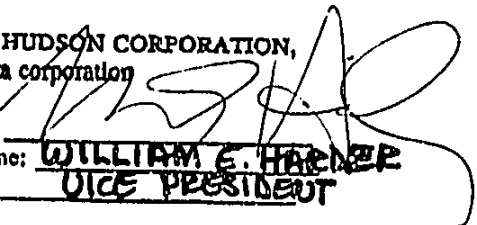
7. Except as specifically modified by this Amendment, the OEA shall remain in full force and effect in accordance with the terms thereof and is hereby adopted, ratified, and confirmed. All references in the OEA to the "OEA" or "lease" shall hereafter refer to the OEA as amended by this Amendment.

8. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. In addition, this Amendment may contain more than one counterpart of the signature page and this Amendment may be executed by the affixing of the signatures of each of the parties to one of such counterpart signature pages. All of such counterpart signature pages shall be read as though one, and they shall have the same force and effect as though all of the signers had signed a single signature page.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

TARGET:


DAYTON HUDSON CORPORATION,  
a Minnesota corporation

By:   
Name: WILLIAM E. HARNER  
Title: VICE PRESIDENT

DEVELOPER:

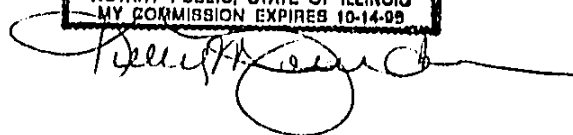
EQUITY PROPERTIES AND DEVELOPMENT  
LIMITED PARTNERSHIP, D/B/A EQUITY  
PROPERTIES AND DEVELOPMENT (ILLINOIS)  
LIMITED PARTNERSHIP, an Illinois limited  
partnership, as agent for Owner

By: SC Management, Inc.

By:   
Name: David Lentis  
Title: Chief operating officer

DOCUMENT # C10001A (7346-00011-7) 214894.1; DATE 08/27/96; TIME 11:59 AM

OFFICIAL SEAL  
KELLY M. JOURDAN  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 10-14-99



STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 24<sup>th</sup> day of August, 1996, before me, a Notary Public within and for said County, personally appeared David Contis, to me personally known, who, being first by me duly sworn, did say that he is the Equity Properties and a duly authorized signatory of SC Management, Inc., and that the foregoing instrument was signed by him on behalf of said corporation by authority of its Board of Directors, as general partner of Equity Properties and Development Limited Partnership, and he acknowledged said instrument to be the free act and deed of said corporation on behalf of said limited partnership.

  
Notary Public

OF THE SEAL  
KELLY M. JOURDAN  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 10-14-00

STATE OF MINNESOTA        )  
  )SS  
COUNTY OF HENNEPIN        )

On this 27th day of August, 1996, before me, a Notary Public within and for said County, personally appeared William E. Harder, to me personally known, who, being first by me duly sworn, did say that he is a Vice President and a duly authorized signatory of DAYTON HUDSON CORPORATION, and that the foregoing instrument was signed by him on behalf of said corporation by authority of its Board of Directors and William E. Harder acknowledged said instrument to be the free act and deed of said corporation.

*Barbara MacPhee*

Notary Public



EXHIBIT A

BEGINNING at a point on the Westerly right of way line of State Street, which point is North  $89^{\circ}50'56''$  East 41.33 feet from the Northeast Corner of Section 13, Township 3 South, Range 1 West, Salt Lake Base and Meridian (Basis of bearing being South  $00^{\circ}01'50''$  East 2599.11 feet along the monument line of State Street between the monuments found marking the intersections of 10600 South & 10200 South Streets), said Northeast Corner of Section 13 being South  $89^{\circ}53'20''$  West 92.33 feet from the monument at the intersection of 10200 South and State Streets, and running thence South  $00^{\circ}01'50''$  East 583.24 feet along said line; thence South  $00^{\circ}50'43''$  East 70.31 feet along said line; thence South  $00^{\circ}01'50''$  East 53.16 feet along said line to the northerly line of an access road and a point on a 25.00 foot radius curve to the right; thence running along said Northerly line for the next five courses, Southwesterly 21.60 feet along the arc of said curve through a central angle of  $49^{\circ}30'41''$  (chord bearing South  $65^{\circ}15'40''$  West 20.94 feet); thence North  $89^{\circ}59'00''$  West 192.15 feet to the point of tangency with a 306.00 foot radius curve to the left; thence Southwesterly 162.31 feet along the arc of said curve through a central angle of  $30^{\circ}23'31''$ ; thence South  $59^{\circ}37'30''$  West 74.04 feet to the point of tangency with a 25.00 foot radius curve to the right; thence Northwesterly 37.15 feet along the arc of said curve through a central angle of  $85^{\circ}00'19''$  to the point of tangency with a 758.00 foot radius curve to the left and being the North line of the South Towne Mall Ring Road; thence Northwesterly 712.45 feet along the arc of said curve through a central angle of  $53^{\circ}51'11''$  along said line; thence North  $00^{\circ}00'36''$  East 1300.81 feet; thence South  $89^{\circ}57'20''$  East 519.88 feet; thence North  $86^{\circ}50'50''$  East 266.48 feet; thence South  $89^{\circ}59'01''$  East 280.57 feet to said West right of way line of State Street; thence South  $00^{\circ}07'35''$  East 847.85 feet along said line to the point of BEGINNING.

PLANNING  
CONTRACT

BK 7484 pg 923

374

LESS AND EXCEPTING the following:

Beginning at a point on the Westerly right of way line of State Street, which point is North  $89^{\circ}50'56''$  East 41.33 feet from the Northeast corner of Section 13, Township 3 South, Range 1 West, Salt Lake Base and Meridian (Basis of bearing being South  $00^{\circ}01'50''$  East 2599.11 feet along the monument line of State Street between the monuments found marking the intersections of 10600 South & 10200 South Streets), said Northeast corner of Section 13 being South  $89^{\circ}53'20''$  West 92.33 feet from the monument at the intersection of 10200 South and State Streets, and running thence South  $00^{\circ}01'50''$  East 142.94 feet along said line; thence North  $45^{\circ}00'00''$  West 32.77 feet to a point on a 116.00 foot radius curve to the right; thence Southwesterly 38.99 feet along the arc of said curve through a central angle of  $19^{\circ}15'29''$  (chord bears South  $39^{\circ}19'27''$  West 38.81 feet); thence South  $41^{\circ}02'50''$  East 28.93 feet; thence South  $50^{\circ}28'54''$  West 7.88 feet to a point of curvature with a 102.00 foot radius curve to the left; thence Southwesterly 89.92 feet along the arc of said curve through a central angle of  $50^{\circ}30'43''$ ; thence South  $13^{\circ}14'00''$  West 71.92 feet; thence South  $00^{\circ}01'50''$  East 190.71 feet to a point of curvature with a 17.00 foot radius curve to the left; thence Southeasterly 18.24 feet along the arc of said curve through a central angle of  $61^{\circ}29'08''$ ; thence South  $61^{\circ}30'58''$  East 67.84 feet; thence North  $00^{\circ}01'50''$  West 308.03 feet to a point of curvature with a 50.00 foot radius curve to the right; thence Northeasterly 44.08 feet along the arc of said curve through a central angle of  $50^{\circ}30'43''$ ; thence North  $50^{\circ}28'54''$  East 2.33 feet to said Westerly right of way line of State Street; thence South  $00^{\circ}01'50''$  East 367.99 feet along said line; thence South  $00^{\circ}50'43''$  East 66.61 feet along said line; thence North  $61^{\circ}30'58''$  West 86.65 feet to a point on a 25.00 foot radius curve to the right; thence Southwesterly 36.21 feet along the arc of said curve through a central angle of  $82^{\circ}58'40''$  (chord bears South  $48^{\circ}31'41''$  West 33.12 feet); thence North  $89^{\circ}59'14''$  West 63.53 feet; thence North  $00^{\circ}01'50''$  West 590.56 feet; thence North  $89^{\circ}52'57''$  East 89.62 feet; thence North  $00^{\circ}07'35''$  West 469.81 feet to a point of curvature with a 123.00 foot radius curve to the right; thence Northeasterly 89.42 feet along the arc of said curve through a central angle of  $45^{\circ}20'24''$ ; thence North  $45^{\circ}12'48''$  East 56.83 feet to said Westerly right of way; thence South  $00^{\circ}07'35''$  East 550.60 feet to the point of beginning.

FOUR COPY.  
CO. RECHNER

EX/484PG0924

AND LESS AND EXCEPTING the following:

Beginning at a point North  $89^{\circ}49'53''$  West 1027.21 feet along the Section line and North  $00^{\circ}00'36''$  East 223.75 feet from the Northeast corner of Section 13, Township 3 South, Range 1 West, Salt Lake Base and Meridian (Basis of bearing being South  $00^{\circ}01'50''$  East 2599.11 feet along the monument line of State Street between the monuments found marking the intersections of 10600 South & 10200 South Streets), said Northeast corner of Section 13 being South  $89^{\circ}53'20''$  West 92.33 feet from the monument at the intersection of 10200 South and State Streets, and running thence North  $00^{\circ}00'36''$  East 310.00 feet; thence East 110.28 feet; thence South 510.00 feet; thence West 110.37 feet to the point of beginning.

-FOR COPY-  
CO. RECORDER

AND LESS AND EXCEPTING the following:

A parcel of land located in the Southeast quarter of Section 12, Township 3 South, Range 1 West, Salt Lake Base & Meridian, Salt Lake County, Utah, being more particularly described as follows:

Beginning at a point North  $89^{\circ}49'53''$  West 502.72 feet along the Section line and North  $00^{\circ}10'07''$  East 167.73 feet from the Southeast Corner of said Section 12 (Basis of bearing being South  $00^{\circ}01'50''$  East 2599.11 feet along the monument line of State Street between the monuments found marking the intersections of 10200 South & 10600 South Streets), said Southeast Corner of Section 12 being South  $89^{\circ}53'20''$  West 92.33 feet from the monument at the intersection of 10200 South and State Streets, and running thence West 188.61 feet; thence South 19.27 feet; thence West 124.61 feet; thence North 98.33 feet; thence West 74.33 feet; thence North 433.09 feet; thence East 47.48 feet; thence North 46.09 feet; thence East 339.78 feet; thence South 558.23 feet to the point of the beginning.

3K 74 84 PG 0925



926 68872 791

SITE ACCESS #1 -

SITE ACCESS #7  
(FUTURE)

FUTURE DEVELOPMENT

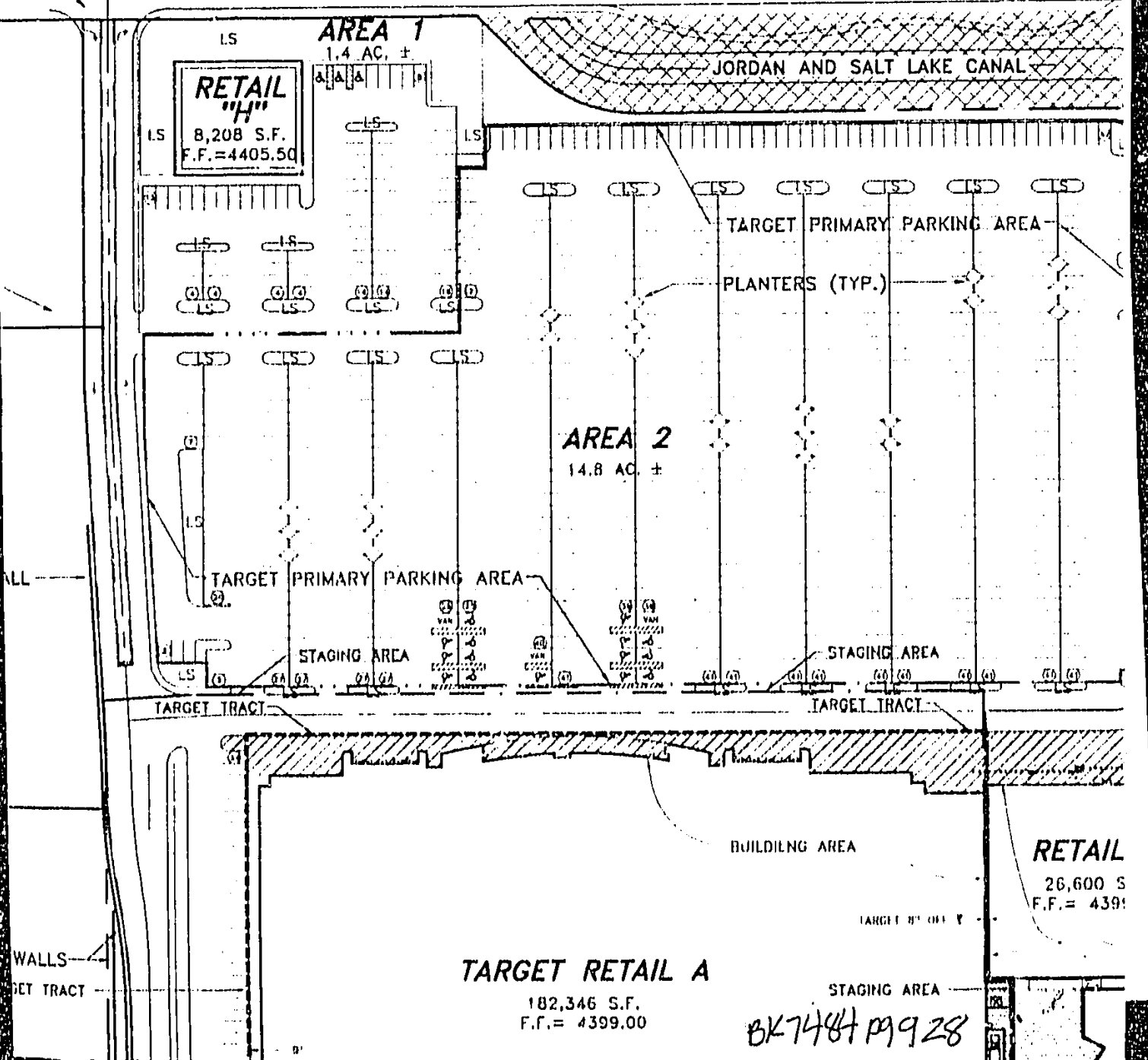
RETAINING WALL

RETAINING  
TANK

10000 SOUTH STREET

BK 7484 PG 0927

STATE STREET (U.S. 89-91) (4-LANE)



AREA 1  
1.4 AC. ±  
RETAIL "H"  
8,208 S.F.  
F.F. = 4405.50

JORDAN AND SALT LAKE CANAL

TARGET PRIMARY PARKING AREA

PLANTERS (TYP.)

AREA 2  
14.8 AC. ±

TARGET PRIMARY PARKING AREA

STAGING AREA

STAGING AREA

TARGET TRACT

TARGET TRACT

BUILDING AREA

RETAIL  
26,600 S.F.  
F.F. = 4391

TARGET RETAIL A  
182,346 S.F.  
F.F. = 4399.00

STAGING AREA

BK7487 0928

SITE ACCESS #2  
(AKA 102nd street)

PYLON SIGN "A"

DRY CREEK

JORDAN AND SALT LAKE CANAL

AREA 4

potential Monument Sign locations

1.1 AC. ±

RETAIL C

6,650 S.F.  
F.F. = 4406.50

PLANTERS (TYP.)

PYLON SIGN "B"

PROMOTIONAL AREA

AREA 3

11.1 AC. ±

NEFFS GROVE

B

RETAIL C

14,400 S.F.  
F.F. = 4399.00



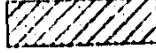
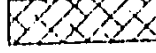

BUILDING AREA

SITE ACCESS #3

L L R I N G R O A D

28/464HE0929

**LEGEND**

.....	BUILDING CANOPY
-----	TRACT A TARGET LEASED PREMISES
.....	PROPOSED LOT LINE
-----	PROPOSED CURB AND GUTTER
-----	PROPERTY LINE - DEVELOPER TRACT
-----	STAGING AREA
-----	TARGET PRIMARY PARKING AREA
	WETLANDS
	HEAVY DUTY CONCRETE
	HARDSCAPE/LANDSCAPE AREA
	CANAL RIGHT OF WAY
	HANDICAP PARKING
LS	LANDSCAPED AREA

**SITE DATA**

<u>AREA</u>	<u>(ACRES)</u>
1	1.4
2	15.0
3	11.1
4	1.1
<u>TOTAL LAND AREA</u>	<u>28.6</u>

<u>LOT 1</u>	<u>AREA (S.F.)</u>
AUTO SERVICE PARKING PROVIDED	8,208 82 (10.0/1,000 S.F.)

<u>LOT 2</u>	<u>AREA (S.F.)</u>
MAJOR RETAIL A, TARGET PARKING PROVIDED	182,346 900 (4.9/1,000 S.F.)

<u>LOT 3</u>	<u>AREA (S.F.)</u>
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EX 7484 PG 0930

EX 7484 PG 0930

SANDY CITY  
HALL

FUTURE DEVELOPMENT

STA

RETAINING

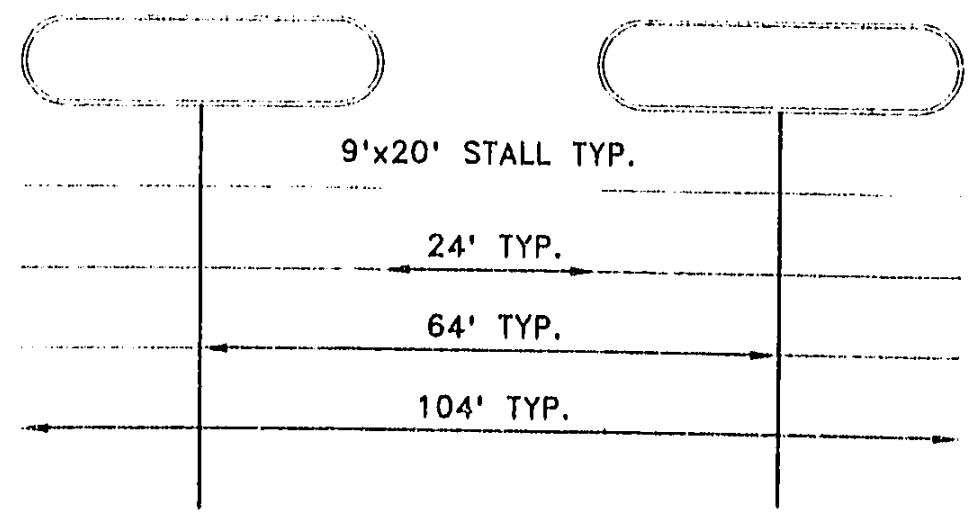
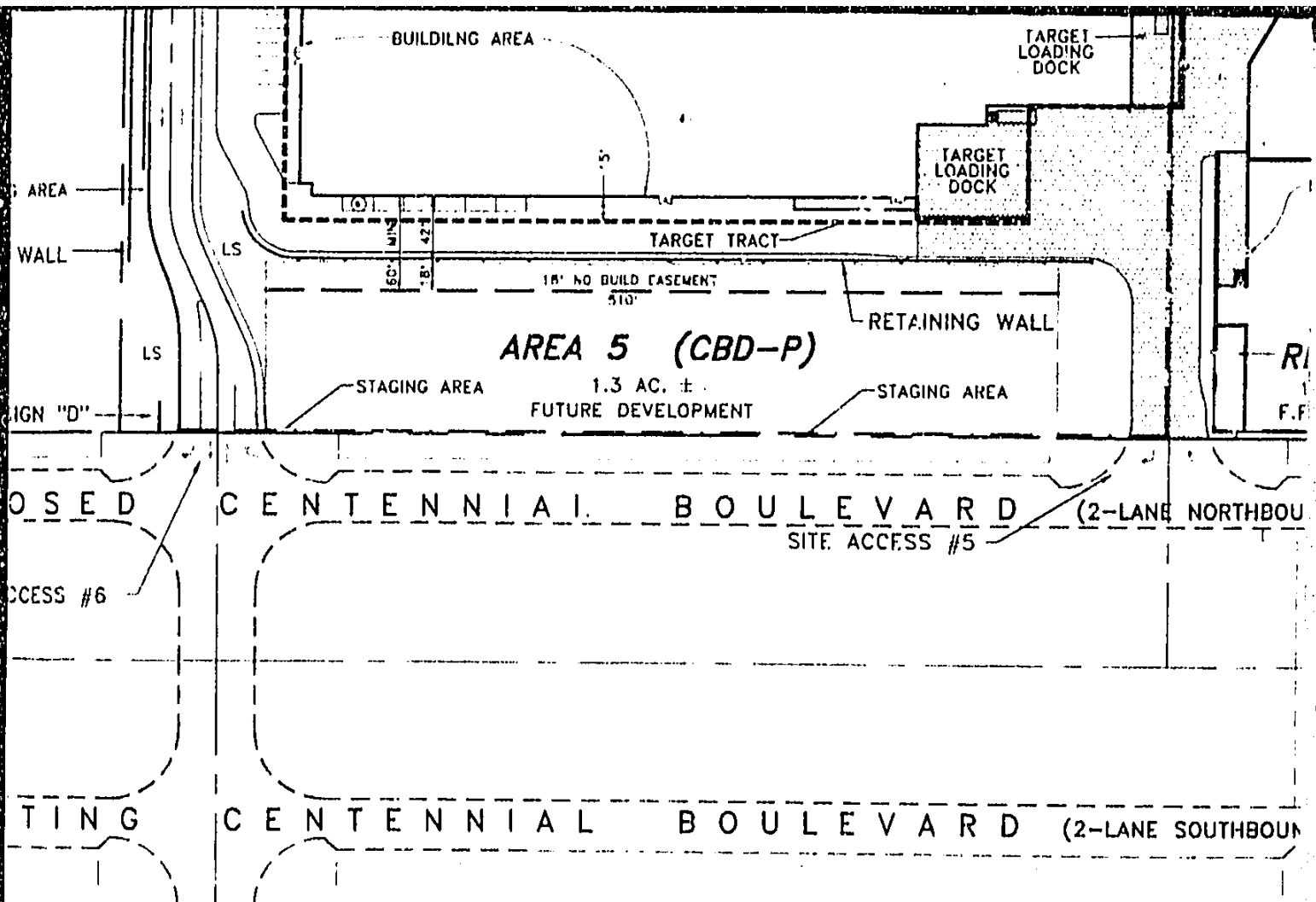
MONUMENT

PROP

SITE

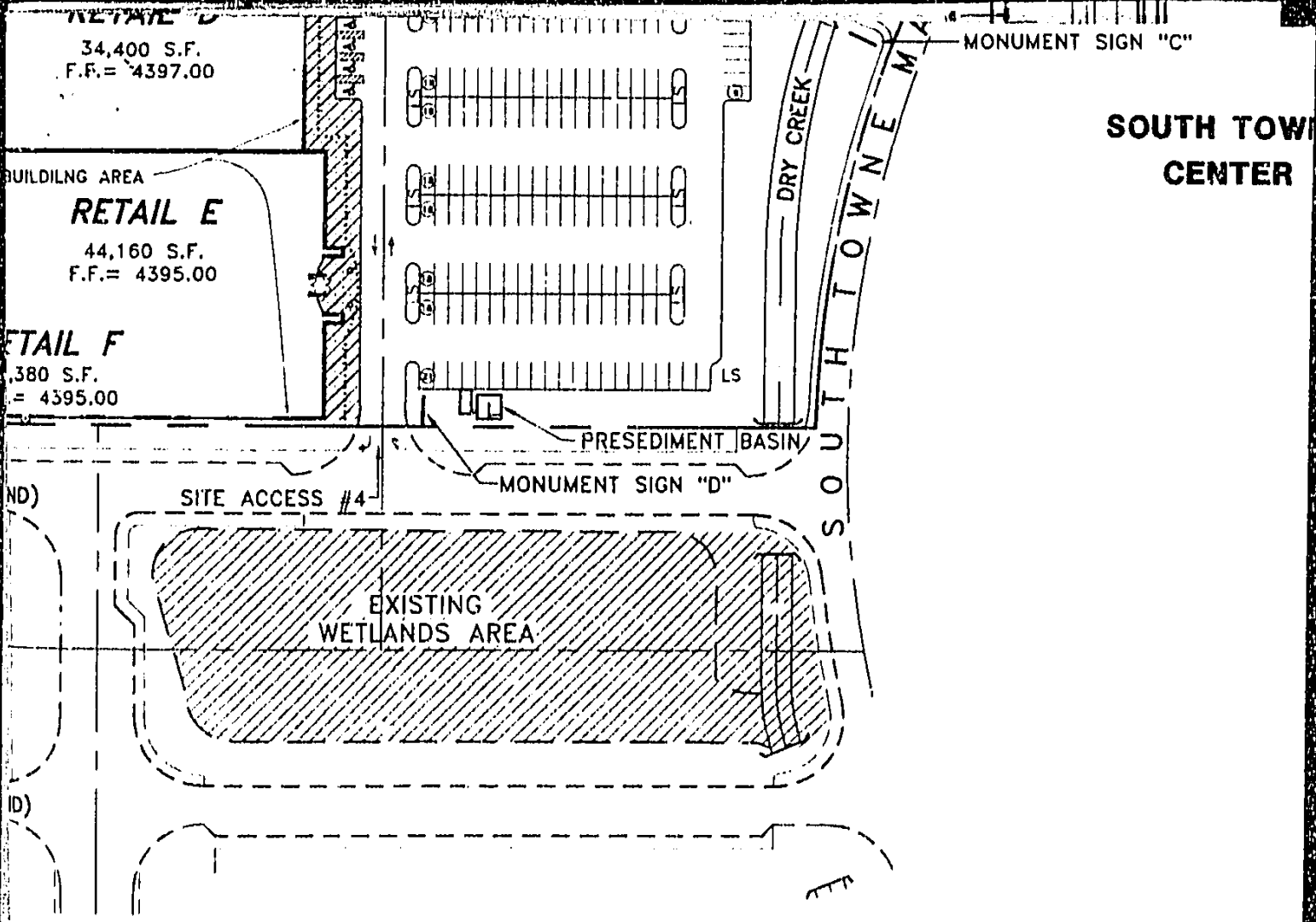
EXI

EX 7484 PG 0931



PARKING DETAIL  
 SCALE: 1" = 20'

BK 7484 PG 0932



7	GLR	7/1/96	TARGET, RETA
6	GLR	8/1/95	CHANGES TO
5	GLR	7/26/95	AREA 1 AND
4	GLR	7/13/95	NORTH
3	GLR	6/26/95	
2	CAB	6/13/95	GEN
1	GLR	5/12/95	ISSUED
Rev.	By	Date	

BK 7484 PG 0933



RETAIL B, BARNES AND NOBLE	26,600
RETAIL C, OLD NAVY	14,400
RETAIL D	34,400
RETAIL E, GART BROTHERS	44,160
RETAIL F	1,380
TOTAL BLDG. AREA	120,940
PARKING PROVIDED	- 605 (5.0/1,000 S.F.)

<u>LOT 4</u>	<u>AREA (S.F.)</u>
RETAIL G, BLACK ANGUS RESTAURANT	6,650
PARKING PROVIDED	- 69 (10.4/1,000 S.F.)

TOTAL BUILDING AREA	-	318,144 S.F.
TOTAL PARKING PROVIDED	--	1656 (5.2/1,000 S.F.)



Scale In Feet

EQUITY PROPERTIES & DEVELOPMENT CO.

SOUTH TOWNE MARKETPLACE  
SANDY CITY, UTAH

TARGET EXHIBIT "B"  
OPERATION & EASEMENT AGR.

**B BINGHAM**  
**B ENGINEERING**

SALT LAKE CITY - (801) 532-2520

Design: GLR  
Drawn: GLR  
Checked: CAB  
Reviewed: TB, JH

Date JULY 1996

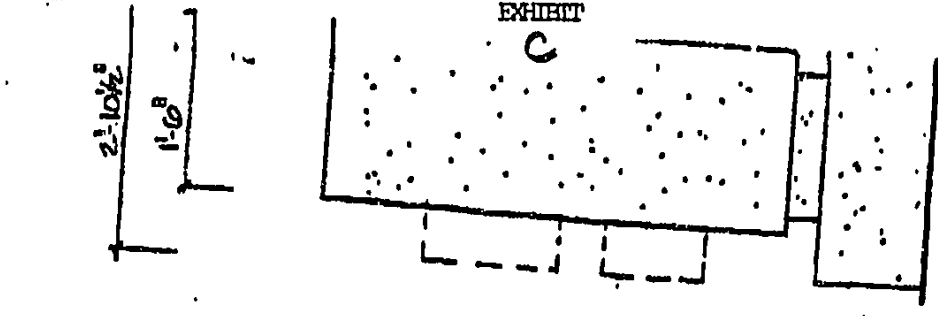
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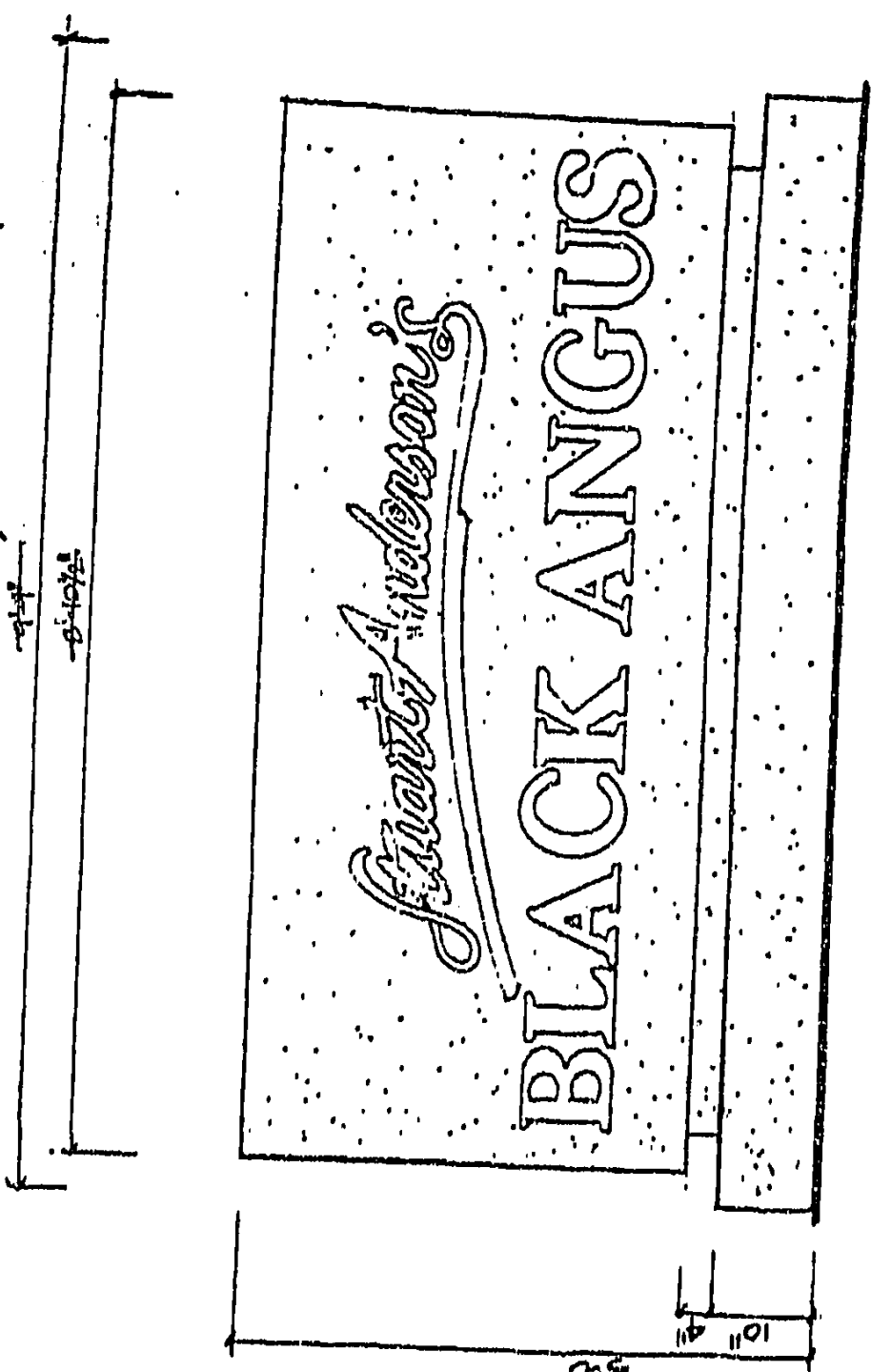
BK 7484 PG 0931

EXHIBIT

SIDE VIEW



80" GA



MONUMENT SIGN 1'-10"

6449607  
09/06/96 4:42 PM 45.00  
NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
FIRST AMERICAN TITLE ,DEPUTY - WI  
REC BY: B GRAY

3K7484PG0936