

**CROSSROADS PLAZA
FIRST AMENDMENT OF REMAINING PARCEL GROUND LEASE**

THIS INSTRUMENT is dated as of this 1st day of January, 1995, by and between Crossroads Plaza Associates, a Utah joint venture ("Crossroads"), on its one hand; and on the other hand Julia M. Smoot, an individual; Julia M. Smoot, as personal representative of the Estate of A. Park Smoot; Donna E. Mecham, an individual and as trustee; Thelma M. Hintze, an individual, and Max A. Hintze, an individual (collectively, "Landlord").

RECITALS:

A. On or about January 5, 1978, Landlord entered into a certain Ground Lease as Landlord with Crossroads as Tenant (the "Ground Lease"). The Ground Lease covers the land and appurtenant rights more particularly described in Exhibit A (the "Original Land").

B. The Ground Lease has been amended by that certain Segregation of Ground Lease dated as of November 18, 1980 (the "First Segregation"). The First Segregation had the effect of creating the following two separate and independent ground leases: the "Tower Parcel Ground Lease," covering the "Estate in the Tower," (as defined in that certain Description of the Estates in the Tower and the Balance dated November 17, 1980 (the "Air Rights Document")) to the extent that such estate is located on or otherwise affects or involves the Original Land (the "Tower Parcel"), and the "Remaining Parcel Ground Lease," covering the "Estate in the Balance," (as defined in the Air Rights Document) to the extent that such estate is located on or otherwise affects or involves the Original Land (the "Remaining Parcel"). The First Segregation also segregated between the Tower Parcel and the Remaining Parcel the obligation to pay minimum annual rent and further allocated to the Remaining Parcel the obligation to pay percentage rent. The Ground Lease, as amended by the Segregation of Ground Lease, and the Tower Parcel Ground Lease and the Remaining Parcel Ground Lease created thereby, are hereinafter referred to as the "Amended Ground Leases."

C. Crossroads is the owner of the Crossroads Mall and the Tenant during the term of and under the Remaining Parcel Ground Lease, and Commercial Tower Associates, a Utah limited partnership ("CTA") is the owner of the Key Bank Tower and the Tenant during the term of and under the Tower Parcel Ground Lease.

D. Landlord and Crossroads desire to amend the rental provisions of the Remaining Parcel Ground Lease without affecting the Tower Parcel Ground Lease or CTA's rent obligation under the Tower Parcel Ground Lease.

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01/08/97 11:47 AM 36.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
STOEL RIVES
201 S MAIN ST STE 1100 84111
REC BY: V ASHBY DEPUTY - WI

BK 7573 PG 2829

THE PARTIES AGREE AS FOLLOWS:

1.

2. Minimum Annual Rent.

3. Rent Adjustment.

a. Calculation.

b. Examples:

c. Submission of Calculation.

d. Calculation and Payment.

e.

(1).

(2).

(a).

(b).

(c).

(d).

4. Additional Amendments to Ground Lease. The following amendments to the Amended Ground Leases are hereby agreed to by all parties to this Amendment:

a. Revisions in Section 34 Entitled "Notices". For purposes of the Remaining Parcel Ground Lease, the list of names and addresses appearing in Section 34 of the Ground Lease is revised to read as follows:

To Tenant: Crossroads Plaza Associates
c/o Lehdorff Utah Venture
c/o Mr. Chris A. Faulkner
The Lehdorff USA Companies
2501 Cedar Springs, Suite 525
Dallas, TX 75201
Phone: 214-855-5700
Fax: 214-855-5604

With copies to:

APT Crossroads Limited Partnership
c/o Ms. Barbara Wolf
Ameritech Investment Management Dept.
225 West Randolph St., IIQ 13D
Chicago, IL 60606
Phone: 312-609-6314
Fax: 312-609-0231

The Okland-Foulger Company
c/o Mr. Clayton Foulger
Foulger-Pratt Construction, Inc.
1355 Picard Dr., Suite 400
Rockville, MD 20850
Phone: 301-948-0522
Fax: 301-948-5949

Mr. Randy Okland
Okland Construction Co., Inc.
1978 South West Temple
Salt Lake City, UT 84115
Phone: 801-486-0144
Fax: 801-486-7570

L&B Institutional Property Managers, Inc.
c/o Mr. Joseph W. Dingman
8750 North Central Expressway, #800
Dallas, TX 75231-6437
Phone: 214-989-0800
Fax: 214-989-0600

L&B Institutional Property Managers, Inc.
c/o Property Manager
50 South Temple, Suite 75
Salt Lake City, UT 84144
Phone: 801-363-1558
Fax: 801-532-4345

The Northwestern Mutual Life Insurance
Company
Real Estate Investment Department
720 East Wisconsin Avenue
Milwaukee, WI 53202
Phone: 414-271-1444
Fax: 414-299-1557

Steel Rives LLP
c/o Thomas A. Ellison
201 South Main, Suite 1100
Salt Lake City, UT 84111-4904
Phone: 801-578-6957
Fax: 801-578-6999

5. **Recordation.** The provisions with respect to recordation contained in the terms of the Amended Ground Leases shall be applicable to the recordation of this Amendment.

6. No Further Modification or Amendment. Except to the extent set forth in this Amendment of Ground Lease, the terms of the Amended Ground Leases shall remain unamended and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment of Ground Lease to be effective as of the date first stated above.

JULIA M. SMOOT, an individual

Julia M. Smoot

JULIA M. SMOOT, as Personal Representative of the Estate of A. Park Smoot

By: Julia M. Smoot
Name: JULIA M. SMOOT
Personal Representative of the Estate of A. Park Smoot

DONNA E. MECHAM, an individual and as trustee

Donna E. Mecham

THELMA M. HINTZE, an individual

Thelma M. Hintze

MAX A. HINTZE, an individual

Max A. Hintze

CROSSROADS PLAZA
ASSOCIATES, a Utah joint venture

By: Okland-Foulger Company, a Maryland
joint venture, venturer

By: Foulger Properties, Limited, a
Maryland limited partnership,
venturer

By: Sid Foulger, Inc., a Maryland
corporation, general partner

By: Sid Foulger
Its: President

By: Okland Properties, Limited, a Utah
limited partnership, venturer

By: Jack Okland, Inc., a Utah
corporation, general partner

By: Jack Okland
Its: President

By: Lehdorff Utah Venture, a Texas joint venture, venturer

By: Lehdorff United Properties (USA), a Texas general partnership, venturer

By: Lehdorff USA (Central) Limited, an Illinois corporation, its general partner

By: [Signature]
Its: _____
J. Ronald Miller
Executive Vice President

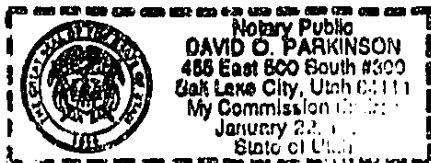
By: APT Crossroads Limited Partnership, a Delaware limited partnership, venturer

By: APT Crossroads, Inc., a Delaware corporation, sole general partner

By: [Signature]
Its: PRESIDENT

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 18 day of September, 1996, by Julia M. Smoot.



David O. Parkinson
Notary Public
Residing at Salt Lake City, UT
Commission Expires _____

STATE OF UTAH)
)
:SS.
COUNTY OF SALT LAKE)

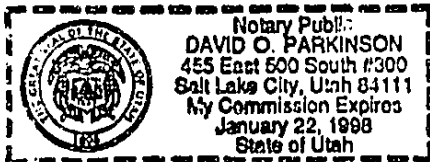
The foregoing instrument was acknowledged before me this 27th day of October, 1996, by Lubin M. Smoot, personal representative for the Estate of A. Park Smoot.



David O. Parkinson
Notary Public
Residing at Salt Lake City, UT
Commission Expires _____

STATE OF UTAH)
)
:SS.
COUNTY OF SALT LAKE)

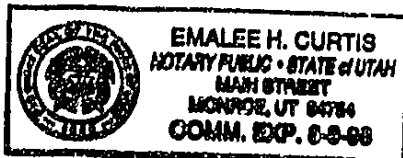
The foregoing instrument was acknowledged before me this 18 day of September, 1996, by Donna E. Mechan.



David O. Parkinson
Notary Public
Residing at Salt Lake City, UT
Commission Expires _____

STATE OF UTAH)
)
:SS.
COUNTY OF SALT LAKE)

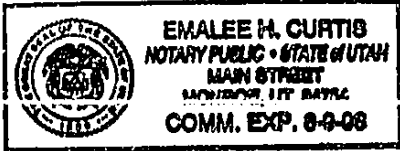
The foregoing instrument was acknowledged before me this 3 day of October, 1996, by Thelma M. Hintze.



Emalee H. Curtis
Notary Public
Residing at Mountain View Co.
Commission Expires 8/9/98

STATE OF UTAH)
)
:SS.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 3 day of October, 1996, by Max A. Hintze.



Emalee H. Curtis
Notary Public
Residing at Mountain View Co
Commission Expires 8/9/98

STATE OF Maryland)
)
:SS.
COUNTY OF Montgomery

The foregoing instrument was acknowledged before me this 12th day of November, 1996, by Sid Foulger, the President of Sid Foulger, Inc., the General Partner of Foulger Properties, Limited, a venturer in Okland Foulger Company, which is a venturer in Crossroads Plaza Associates.

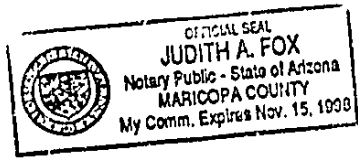
Virginia Stettin
Notary Public
Residing at German Town MD
Commission Expires 12/1/98



STATE OF _____)
)
:SS.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 6 day of Nov, 1996 by _____, the _____ of Jack Okland, Inc., the General Partner of Okland Properties, Limited, a venturer in Okland-Foulger Company, which is a venturer in Crossroads Plaza Associates.

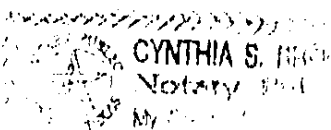
Judith A. Fox
Notary Public
Residing at Phoenix, AZ
Commission Expires 11/15/98



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STATE OF Texas)
)
:SS.
COUNTY OF Dallas)

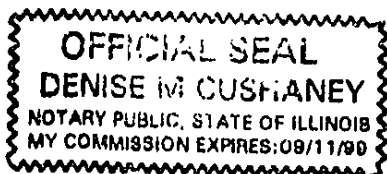
The foregoing instrument was acknowledged before me this 11th day of December, 1996, by J. Ronald Milke, the Executive Vice Pres. of Lehndorff USA (Central) Limited, the General Partner of Lehndorff United Properties (USA), a venturer in Lehndorff Utah Venture, which is a venturer in Crossroads Plaza Associates.



Cynthia S. Hook
Notary Public
Residing at Bedford, TX
Commission Expires 4-5-99

STATE OF ILLINOIS)
)
:SS.
COUNTY OF DUPAGE)

The foregoing instrument was acknowledged before me this 9th day of DECEMBER, 1996, by JOHN T ROBERTS the PRESIDENT of APT Crossroads, Inc., the General Partner of APT Crossroads Limited Partnership, a venturer in Crossroads Plaza Associates.



Denise M. Cushmaney
Notary Public
Residing at 88 Kingery Dr #208, Hinsdale
Commission Expires 09-11-99

**EXHIBIT A
ORIGINAL LAND**

The real property covered by the original Ground Lease and (with certain exceptions) referred to therein as the "Tract" is situated in Salt Lake City, County of Salt Lake, State of Utah, and is described as follows:

BEGINNING at a point which is 132 feet 5 inches South of the Northeast corner of Lot 8, Block 76, Plat "A", Salt Lake City Survey, and running thence West 110 feet to a 14-foot alley; thence South 20.53 feet; thence East 110 feet to Main Street; thence North 20.53 feet to the place of **BEGINNING**.