

WHEN RECORDED RETURN TO:

William P. Hise

Dayton Hudson Corporation

Law Department

777 Nicollet Mall

Minneapolis, MN 55402-2055

FIRST AMENDMENT TO GROUND LEASE

E-409619BR

6569428

THIS FIRST AMENDMENT TO GROUND LEASE ("Amendment") is made and entered as of the 7th day of January, 1997, 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 and recorded May 14, 1996 among the land records of Salt Lake County, Utah, in Book 7399 at page 1503, for premises (the "Premises") described therein in the shopping center (the "Shopping Center") known as South Towne Marketplace, located in Sandy City, Utah.

B. Target and Developer, as agent for the Owner, have heretofore entered into that certain First Amendment to Operation and Easement Agreement dated August 29, ~~1996~~ and recorded 9/6/96, 1996, among the land records of Salt Lake County, Utah in Book 7484, at page 918 (the Operation and Easement Agreement and the First Amendment thereto are herein collectively called "OEA"); and

C. Target and Developer, as agent for the Owner, have heretofore entered into that certain Ground Lease dated October 24, 1995, a Memorandum of Lease evidencing such Ground Lease being recorded December 21, 1995 among the land records of Salt Lake County, Utah in Book 7295 at page 2118 (the "Lease"); and

D. The parties mutually desire to amend the Lease 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 Lease.

2. The Site Plan attached as Exhibit B to the Lease is hereby deleted in its entirety and the Site Plan attached as Exhibit B to the First Amendment to Operation and Easement Agreement, being identified as a drawing prepared by Bingham Engineering, project 2043, Sheet 1 of 1, date July 1996, last revised 7-1-96 by GLR and entitled "Target Exhibit B Operation and Easement Agr." is substituted therefore. From and after the date hereof, all references to Exhibit

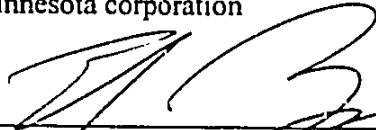
B to the Lease shall refer to and mean the drawing identified in the preceding sentence as the substitute Exhibit B.

3. Unless specifically amended herein, all other terms, conditions and provisions of the Lease are hereby ratified and confirmed.

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

TARGET:

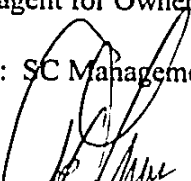
Dayton Hudson Corporation,
a Minnesota corporation

By 
Name Edward J. Bierman
Its Vice President - Target Stores

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.

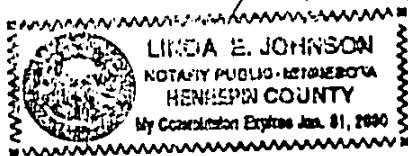
By 
Name Eric C. Muehl
Its EVA

STATE OF MINNESOTA)
)SS
COUNTY OF HENNEPIN)

On this 9th day of January, 1997, before me, a Notary Public within and for said County, personally appeared Edward J. Bierman, to me personally known, who, by me duly sworn, did say that he is the Vice President - Target Stores of DAYTON HUDSON CORPORATION, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and Edward J. Bierman acknowledged said instrument to be the free act and deed of said corporation.

Linda E. Johnson
Notary Public

My Commission Expires: 1/31/2000



STATE OF ILLINOIS)
)SS
COUNTY OF COOK)

On this 27th day of January, 1997, before me, a Notary Public within and for said County, personally appeared GEORGE C. TOURAS of SC Management Inc., as agent for Owner, Equity Properties and Development Limited Partnership, D/B/A Equity Properties and Development (Illinois) Limited Partnership, an Illinois limited partnership, to me personally known, who, by me duly sworn, did say that he is the Exec. VP & General Counsel of EQUITY PROPERTIES AND DEVELOPMENT LIMITED PARTNERSHIP, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and _____ acknowledged said instrument to be the free act and deed of said corporation.

Margaret K. ...
Notary Public

My Commission Expires: 6/17/98

EXHIBIT A
TO GROUND LEASE

LEGAL DESCRIPTION OF SHOPPING CENTER

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 curva 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 $85^{\circ}08'19''$ 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 290.57 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.

APR 20 2017
10:42:00 AM

LR7595152995

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 57.84 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 35.21 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 113.00 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.

APR 25 1977
SOUTH DAKOTA

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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 225.75 feet from the Northeast corner of Section 13, Township 3 South, Range 1 West, Salt Lake Base and Meridian (Basis of bearing being South $00^{\circ}01'30''$ East 2499.11 feet along the monument line of State Street between the monument 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 310.00 feet; thence West 110.37 feet to the point of beginning.

6569428
02/10/97 3:08 PM 22.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
REC BY: B ROME ,DEPUTY - WI

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