

**SECOND AMENDMENT TO OPERATION  
AND EASEMENT AGREEMENT**

THIS SECOND AMENDMENT TO OPERATION AND EASEMENT AGREEMENT ("Amendment"), made and entered into as of the 6<sup>th</sup> day of JUNE, 2008, by CONTINENTAL 139 FUND LLC, a Wisconsin limited liability company ("Continental"), and KOHL'S DEPARTMENTS STORES, INC., a Delaware corporation ("Kohl's").

WITNESSETH:

WHEREAS, Continental and Kohl's executed an Operation and Easement Agreement ("OEA") which was recorded on November 14, 2003, at the Davis County Recorder as E1932418, B3417, P1209, as amended by First Amendment to Operation and Easement Agreement recorded on October 12, 2004 at the Davis County Recorder as E2023855, B3642, P922 ("First Amendment") (the OEA and First Amendment shall collectively be referred to as the "Agreement"); and

WHEREAS, Continental and Kohl's desire to amend the Agreement in the respects hereinafter set forth.

NOW THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth, Continental and Kohl's agree as follows:

1. Exhibit B-1 is hereby deleted and replaced with Exhibit B-1 attached hereto and incorporated herein.
2. Exhibit X is hereby deleted and replaced with Exhibit X attached hereto and incorporated herein.
3. This Amendment may be signed in multiple counterparts which, when taken together, shall constitute one and the same document. This Amendment may be executed by facsimile signature.
4. All other terms and conditions of the OEA are hereby reaffirmed and remain in full force and effect.

IN WITNESS WHEREOF, Continental and Kohl's have executed this Amendment as of the date first written above.

**(SEPARATE SIGNATURE PAGE(S) TO FOLLOW)**

**(Remainder of Page Intentionally Left Blank)**

CONTINENTAL 139 FUND LLC, a Wisconsin limited liability company

By: Continental Properties Company, Inc., a Wisconsin corporation, its Manager <sup>IBM</sup>

By: Thomas J. Keenan  
Thomas J. Keenan, Executive Vice-President

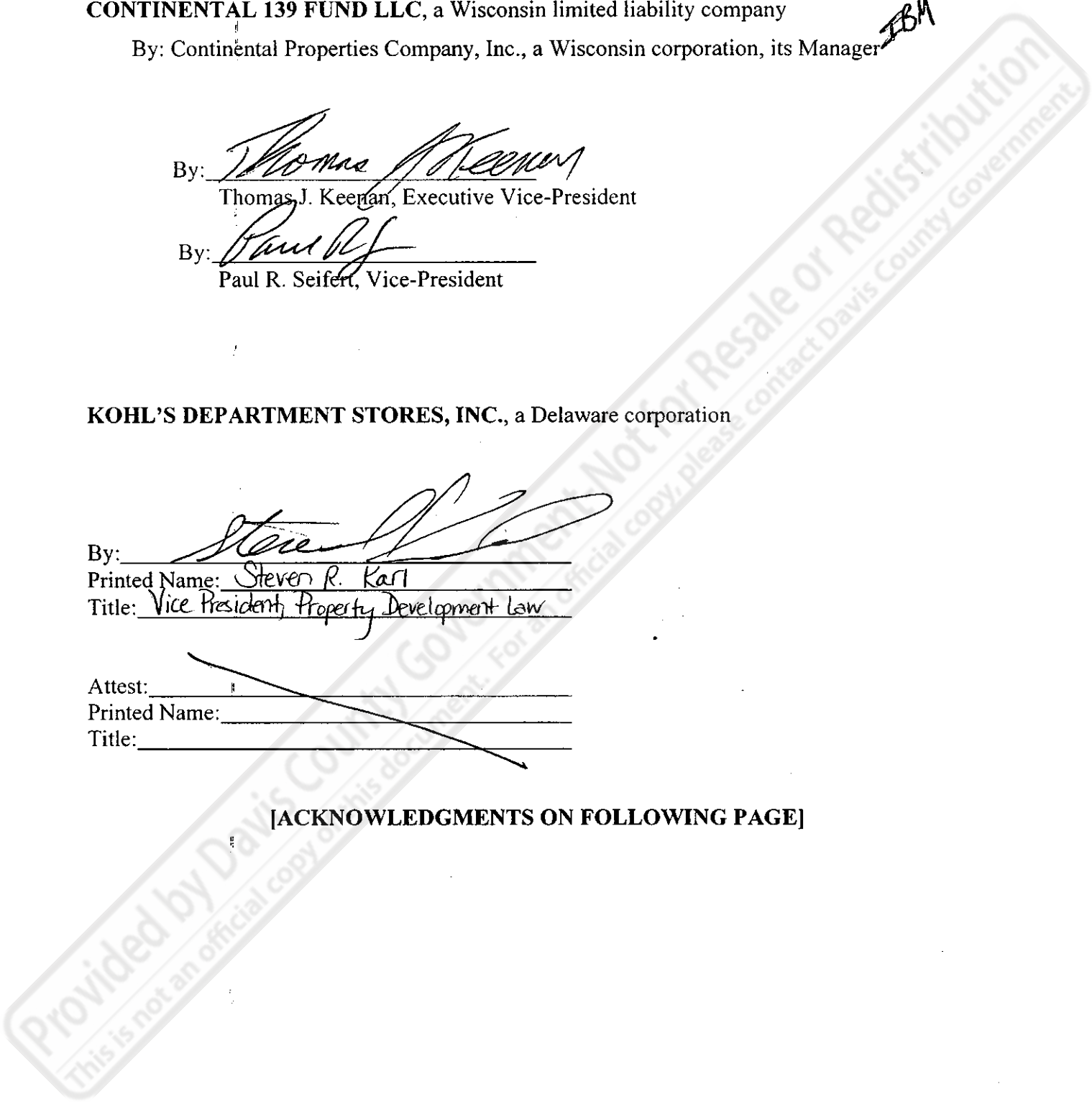
By: Paul R. Seifert  
Paul R. Seifert, Vice-President

KOHL'S DEPARTMENT STORES, INC., a Delaware corporation

By: Steven R. Karl  
Printed Name: Steven R. Karl  
Title: Vice President, Property Development Law

Attest: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[ACKNOWLEDGMENTS ON FOLLOWING PAGE]

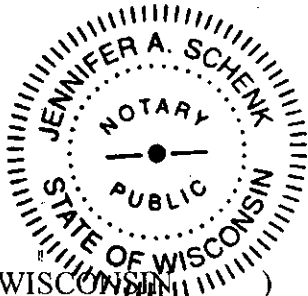


ACKNOWLEDGMENTS

STATE OF WISCONSIN )  
 ) ss.  
COUNTY OF WAUKESHA )

This instrument was acknowledged before me on March 21, 2008, by Thomas J. Keenan, Executive Vice-President of Continental Properties Company, Inc., Manager of Continental 139 Fund LLC, and that he executed such Agreement on behalf of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year last above written.

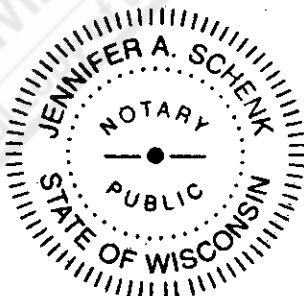


Jennifer Schenk  
Printed Name: Jennifer Schenk  
Notary Public, State of Wisconsin  
My commission expires 10/18/2009

STATE OF WISCONSIN )  
 ) ss.  
COUNTY OF WAUKESHA )

This instrument was acknowledged before me on March 21, 2008, by Paul R. Seifert, Vice-President of Continental Properties Company, Inc., Manager of Continental 139 Fund LLC, and that he executed such Agreement on behalf of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year last above written.



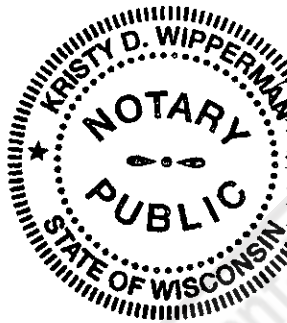
Jennifer Schenk  
Printed Name: Jennifer Schenk  
Notary Public, State of Wisconsin  
My commission expires 10/18/2009

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This is not an official copy. Please refer to the original document for the official copy. Printed by Davis County Clerk's Office

STATE OF WISCONSIN )  
 ) ss.  
COUNTY OF WAUKESHA )

This instrument was acknowledged before me on March 27, 2008, by Steven R. Kan  
and \_\_\_\_\_ as VP, Prop Develop and \_\_\_\_\_ of Kohl's Department Stores, Inc., a  
Delaware corporation, known to me to be the persons who executed the foregoing instrument on  
behalf of said corporation and acknowledged to me that they executed the same for the purposes  
therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and  
year last above written.



Kristy D Wiperman  
Printed Name: Kristy D Wiperman  
Notary Public, State of Wisconsin  
My commission 08/07/2011

This instrument was drafted by:  
Continental Properties Company, Inc.,  
W134 N8675 Executive Parkway  
Menomonee Falls, WI 53051

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EXHIBIT B-1

Legal Description of the Outlot Tract

(see attached)

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**OUTLOT TRACT**

A part of the Southwest Quarter of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey in Layton City, Davis County, Utah:

Beginning at a point on the East right of way line of 1200 West Street (Sugar Street) which is 1873.86 feet North  $0^{\circ}03'20''$  West along the Section line and 33.00 feet North  $89^{\circ}56'40''$  East from the Southwest corner of said Section 17; and running thence North  $89^{\circ}58'40''$  East 112.00 feet; thence North  $0^{\circ}17'22''$  West 147.86 feet; thence North  $89^{\circ}59'00''$  West 111.40 feet to said East right of way line; thence North  $0^{\circ}03'20''$  West 74.00 feet along said East right of way line; thence North  $89^{\circ}56'40''$  East 112.00 feet; thence North  $0^{\circ}24'45''$  West 73.86 feet; thence North  $89^{\circ}59'17''$  West 111.54 feet to said East right of way line; thence North  $0^{\circ}03'20''$  West 30.03 feet along said East right of way line; thence North  $89^{\circ}55'00''$  East 190.60 feet; thence North  $0^{\circ}03'20''$  West 146.00 feet; thence North  $89^{\circ}54'50''$  East 232.12 feet; thence South  $0^{\circ}17'00''$  West 89.83 feet; thence South  $10^{\circ}56'09''$  West 86.59 feet; thence South  $0^{\circ}05'09''$  East 326.99 feet; thence South  $25^{\circ}55'10''$  East 58.93 feet; thence South  $25^{\circ}57'28''$  East 69.77 feet; thence Southwesterly along the arc of a 133.00 foot radius curve to the left a distance of 47.50 feet (Central Angle equals  $20^{\circ}27'38''$  and Long Chord bears South  $48^{\circ}28'40''$  West 47.24 feet); thence South  $41^{\circ}46'27''$  West 81.28 feet; thence South  $38^{\circ}14'51''$  West 145.00 feet to the Northerly right of way line of U.S. Highway 91; thence

**OUTLOT TRACT**

North 51°45'09" West 360.05 feet along said Northerly right of way line of U.S.  
Highway 91 to a point of intersection with said East right of way line of 1200 West Street;  
thence North 0°03'20" West 127.84 feet along said East right of way line to the point of  
beginning.

Contains 247,163 sq ft or 5.674 acres

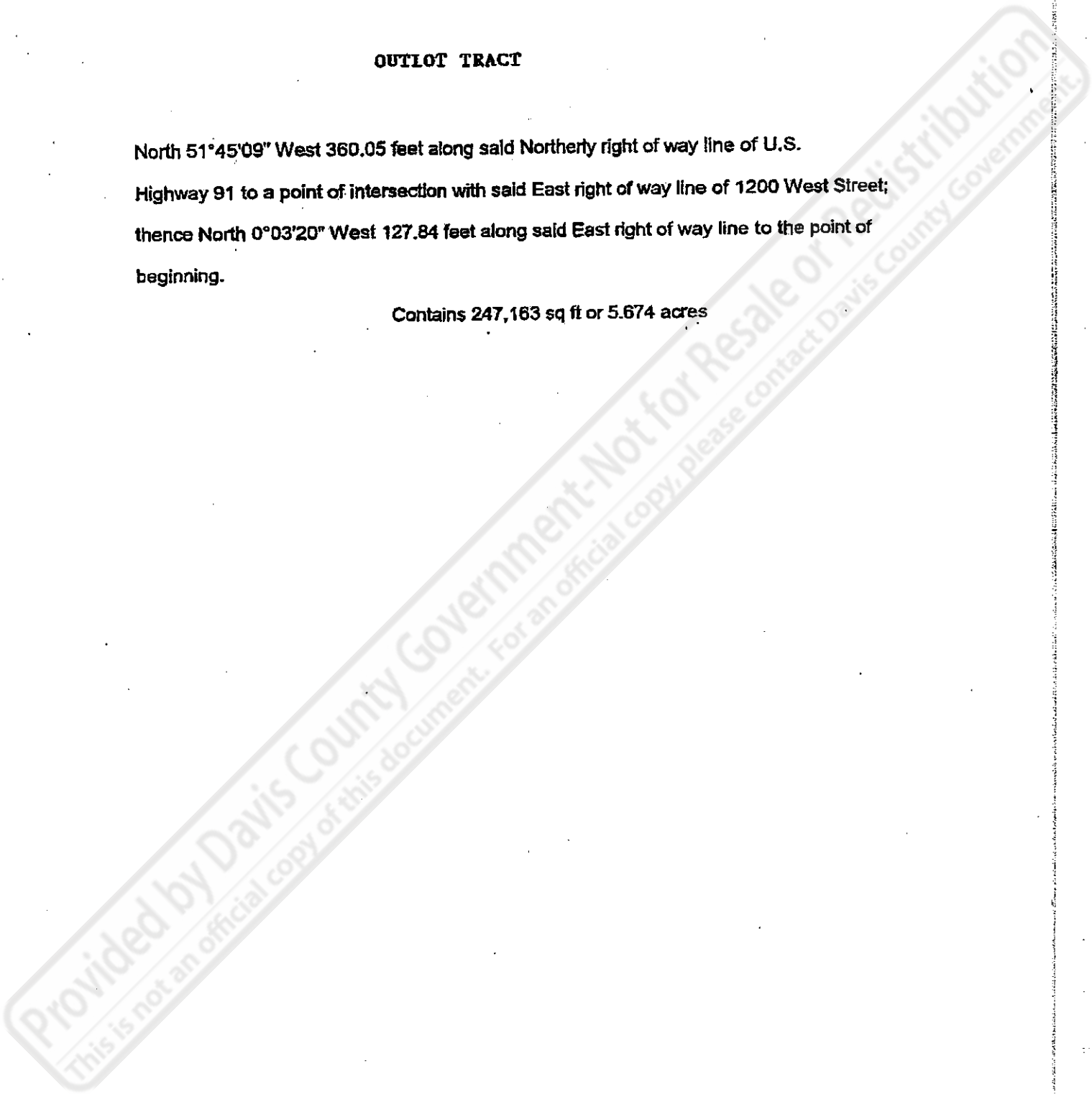


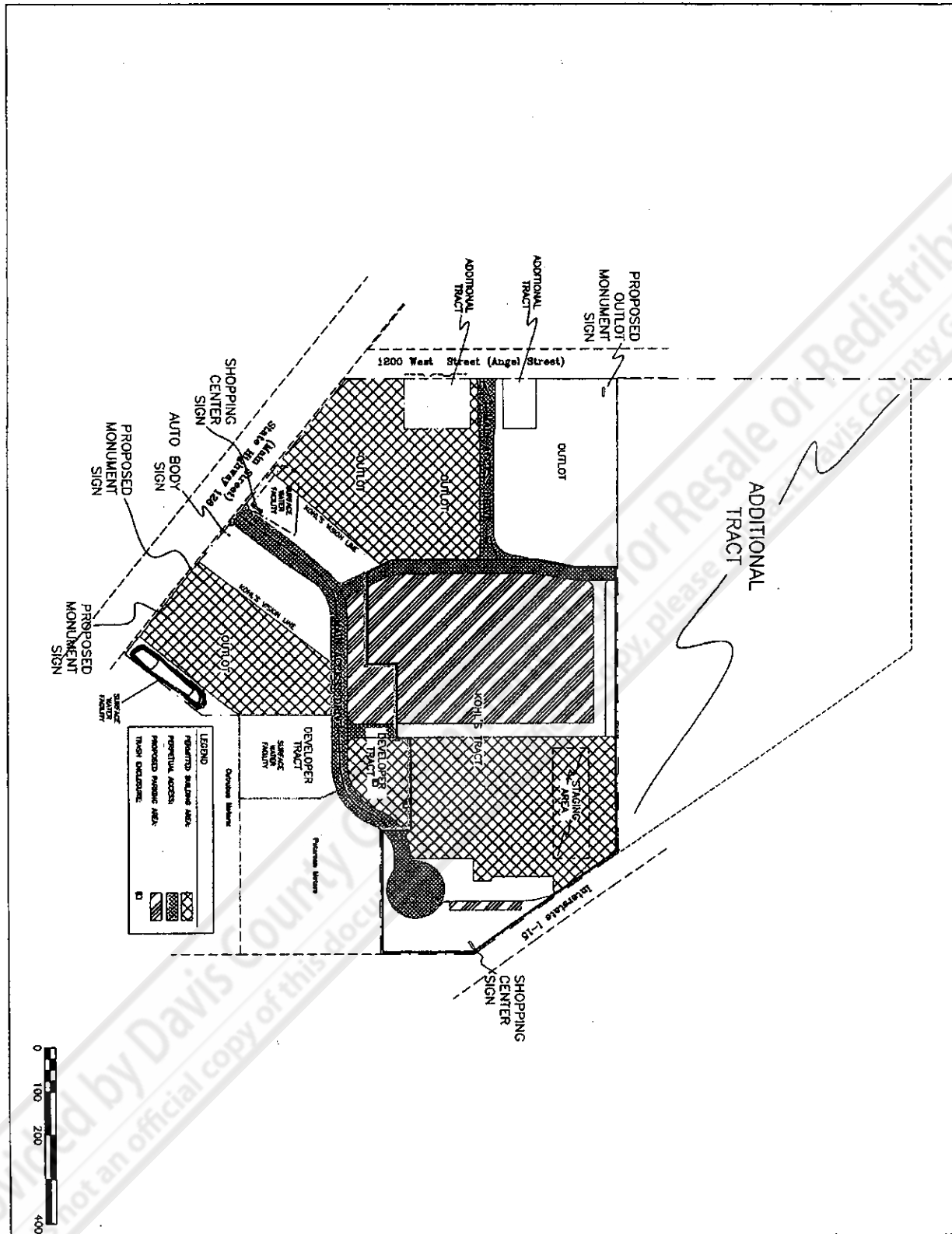
EXHIBIT X

Site Plan

(see attached)

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| <p>Project No.<br/>C-139</p> <p>Sheet No.<br/>OEA-EX X</p>  | <p><b>CONTINENTAL PROPERTIES</b><br/>COMPANY INC.<br/>P.O. Box 220, Menomonie Falls, Wisconsin 53052<br/>PHONE: (262)502-5500 FAX: (262)502-5522 E-MAIL: oad_dog@properties.com</p> |  | <p>OEA<br/>EXHIBIT X</p> | <p>REVISIONS</p> <table border="1"> <thead> <tr> <th>REV</th> <th>DESCRIPTION</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>7</td> <td>REVISED PERMITTED BUILDING AREA</td> <td>01/22/2004 DJS</td> </tr> <tr> <td>6</td> <td>UNMARKED RETENTION AREA</td> <td>08/31/2004 DJS</td> </tr> <tr> <td>5</td> <td>ADD PROPOSED SIGN ON SOUTHWEST OUTLET</td> <td>03/31/2004 DJS</td> </tr> <tr> <td>4</td> <td>REVISED DEVELOPER TRACT PER S&amp;P AGREEMENT REVISED SIGNS TO MATCH SITE PLAN</td> <td>01/27/2004 DJS</td> </tr> <tr> <td>3</td> <td>REVISED PER OEA AMENDMENT REVISED SIGNS</td> <td>01/23/2004 DJS</td> </tr> <tr> <td>1</td> <td>REVISED PER RETAIL A'S COMMENTS</td> <td>11/12/2003 DJS</td> </tr> </tbody> </table> |  | REV | DESCRIPTION | DATE | 7 | REVISED PERMITTED BUILDING AREA | 01/22/2004 DJS | 6 | UNMARKED RETENTION AREA | 08/31/2004 DJS | 5 | ADD PROPOSED SIGN ON SOUTHWEST OUTLET | 03/31/2004 DJS | 4 | REVISED DEVELOPER TRACT PER S&P AGREEMENT REVISED SIGNS TO MATCH SITE PLAN | 01/27/2004 DJS | 3 | REVISED PER OEA AMENDMENT REVISED SIGNS | 01/23/2004 DJS | 1 | REVISED PER RETAIL A'S COMMENTS | 11/12/2003 DJS |
|---|---|--|--------------------------|--|--|-----|-------------|------|---|---------------------------------|----------------|---|-------------------------|----------------|---|---------------------------------------|----------------|---|--|----------------|---|---|----------------|---|---------------------------------|----------------|
|   | REV   | DESCRIPTION  |                          | DATE   |  |     |             |      |   |                                 |                |   |                         |                |   |                                       |                |   |  |                |   |   |                |   |                                 |                |
| 7   | REVISED PERMITTED BUILDING AREA   | 01/22/2004 DJS   |                          |  |  |     |             |      |   |                                 |                |   |                         |                |   |                                       |                |   |  |                |   |   |                |   |                                 |                |
| 6   | UNMARKED RETENTION AREA   | 08/31/2004 DJS   |                          |  |  |     |             |      |   |                                 |                |   |                         |                |   |                                       |                |   |  |                |   |   |                |   |                                 |                |
| 5   | ADD PROPOSED SIGN ON SOUTHWEST OUTLET   | 03/31/2004 DJS   |                          |  |  |     |             |      |   |                                 |                |   |                         |                |   |                                       |                |   |  |                |   |   |                |   |                                 |                |
| 4   | REVISED DEVELOPER TRACT PER S&P AGREEMENT REVISED SIGNS TO MATCH SITE PLAN  | 01/27/2004 DJS   |                          |  |  |     |             |      |   |                                 |                |   |                         |                |   |                                       |                |   |  |                |   |   |                |   |                                 |                |
| 3   | REVISED PER OEA AMENDMENT REVISED SIGNS   | 01/23/2004 DJS   |                          |  |  |     |             |      |   |                                 |                |   |                         |                |   |                                       |                |   |  |                |   |   |                |   |                                 |                |
| 1   | REVISED PER RETAIL A'S COMMENTS   | 11/12/2003 DJS   |                          |  |  |     |             |      |   |                                 |                |   |                         |                |   |                                       |                |   |  |                |   |   |                |   |                                 |                |
| <p>CITY: LAYTON</p> <p>STATE: UT</p> <p>DATE: 10/08/2003</p> <p>SCALE: 1:200</p> <p>CHECKED BY: -</p> | <p>DEVELOPER TRACT</p> <p>STAGING AREA</p> <p>RETAIL OFFICE TRACT</p> <p>ADDITIONAL TRACT</p>   | <p>PERMITTED BUILDING AREA</p> <p>PROPOSED ACCESS</p> <p>PROPOSED PARKING AREA</p> <p>TRAFFIC DELINEATOR</p> |                          |  |  |     |             |      |   |                                 |                |   |                         |                |   |                                       |                |   |  |                |   |   |                |   |                                 |                |