

**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"), and Original Utah Woolen Mills, a Utah corporation ("Landlord").

**RECITALS:**

A. On or about May 2, 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 the 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.

01/08/95 6544894  
11147 AS 32.00  
NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
STOEL RIVES  
201 S MAIN ST STE 1100 84111  
REC BY: V ASHBY DEPUTY - WI

6544894

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 Lehndorff Utah Venture  
c/o Mr. Chris A. Faulkner  
The Lehndorff 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

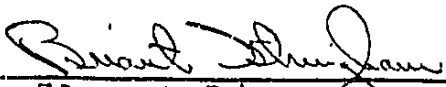
Stoel Rives LLP  
c/o Thomas A. Ellison  
201 South Main, Suite 1100  
Salt Lake City, UT 84111-4904  
Phone: 801-578-6957  
Fax: 801-578-6999

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.

ORIGINAL UTAH WOOLEN MILLS, a Utah corporation

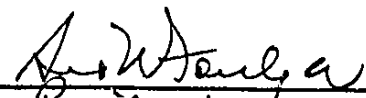
By:   
Its: Chair of Bd.

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

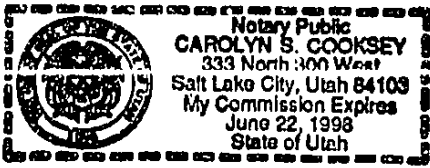
By:   
Its: President





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

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of September, 1996, by Breast Bringham, the Chairman of the board of Original Utah Woolen Mills, a Utah corporation.



Carolyn S. Cooksey  
Notary Public  
Residing at SLC, Utah  
Commission Expires 6-22-98

STATE OF Maryland )  
 )  
 ) :ss.  
COUNTY OF Montgomery )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of November, 1996, by Sid W 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.

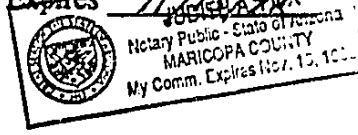
Virginia L. Lander  
Notary Public  
Residing at Bermentown, MD  
Commission Expires 12/1/98



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



STATE OF Texas )  
 :SS.  
COUNTY OF Dallas )

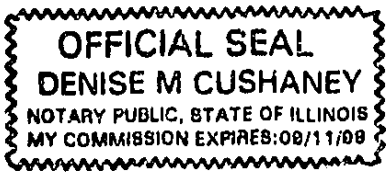
The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 1996, by J. Ronald Miller, the Executive Vice Pres. of Lehndorff USA (Central) Limited, the General Partner of Lehndorff United Properties (USA), a venturer in Lehndorff Utah Venture, which is a venturer in Crossroads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

 CYNTHIA S. BROCK  
Notary Public  
Dallas, Texas

Cynthia S. Brock  
Notary Public  
Residing at Buddhad, TX  
Commission Expires 4-5-99

STATE OF ILLINOIS )  
 :SS.  
COUNTY OF DUPAGE )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> 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.

 OFFICIAL SEAL  
DENISE M CUSHANEY  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES: 09/11/99

Denise M Cushaney  
Notary Public  
Residing at 86 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:

COMMENCING 162 feet 11 inches North from the Southeast corner of Lot 1, Block 76, Plat "A", Salt Lake City Survey, and running thence West 145 feet; thence North 57 feet 1 inch; thence East 145 feet; thence South 57 feet 1 inch to the place of BEGINNING.