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MARGARETTE CLEVELAND
RECORDER

SECOND AMENDMENT TO OPERATION AND EASEMENT AGREEMENT

THIS SECOND AMENDMENT TO OPERATION AND EASEMENT AGREEMENT ("Second Amendment") is made and entered into as of the 27th day of June, 1995, by and among Dayton Hudson Corporation, a Minnesota corporation ("Target"), Opus North Corporation, an Illinois corporation ("Opus"), and Acme Markets, Inc., a Pennsylvania corporation ("Acme").

FILED

JUL 6 1995

Recitals

SAM ORLICH

A. Target, Opus and Calumet National Bank, not personally known to the trustee under Declaration of Trust dated May 11, 1992 and known as Trust No. P-3895 ("Calumet"), have heretofore entered into that certain Operation and Easement Agreement dated August 19, 1994 and recorded in Lake County, Indiana on September 23, 1994 as Document No. 94066757, which has since been amended by that certain First Amendment to Operation and Easement Agreement dated March 29, 1995 by and among Target, Opus and American Stores Properties, Inc., a Delaware corporation which then assigned its interest thereunder to Acme, and recorded in Lake County, Indiana on April 6, 1995 as Document No. 95019082 (together, "OEA").

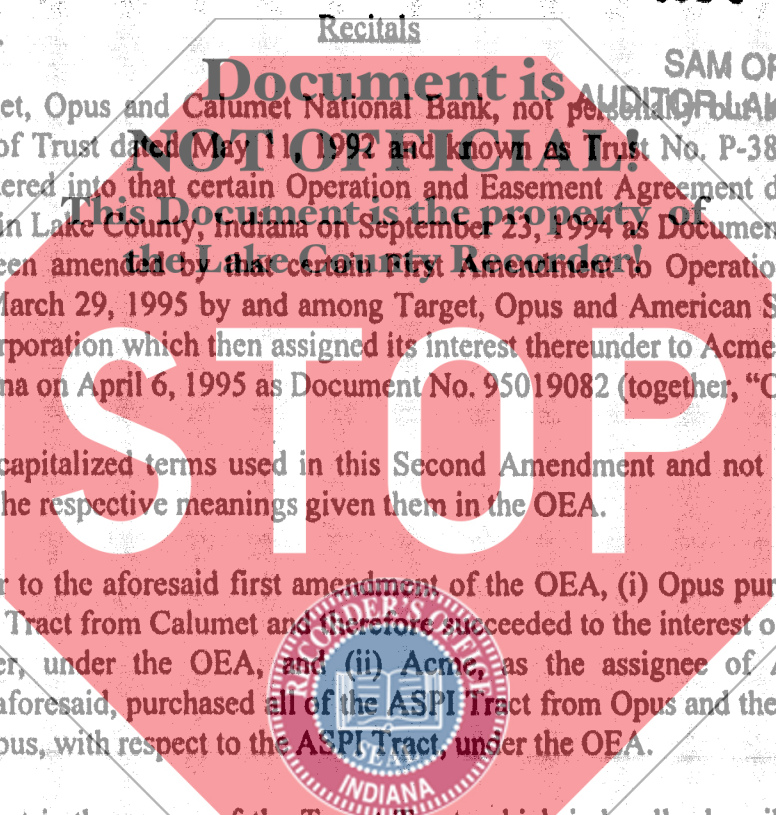
B. All capitalized terms used in this Second Amendment and not otherwise herein defined shall have the respective meanings given them in the OEA.

C. Prior to the aforesaid first amendment of the OEA, (i) Opus purchased all of the Phase II Developer Tract from Calumet and therefore succeeded to the interest of Calumet, as the Phase II Developer, under the OEA, and (ii) Acme, as the assignee of American Stores Properties, Inc. as aforesaid, purchased all of the ASPI Tract from Opus and therefore succeeded to the interest of Opus, with respect to the ASPI Tract, under the OEA.

D. Target is the owner of the Target Tract, which is legally described in Exhibit A attached hereto and made a part hereof. Opus is the owner of the Phase I Developer Tract and all of the Phase II Developer Tract, each of which is legally described in Exhibit B attached hereto and made a part hereof. Acme is the owner of the ASPI Tract, which is legally described in Exhibit C attached hereto and made a part hereof. Target, Opus and Acme are the only Parties and the only Approving Parties under the OEA.

E. As the Approving Parties, Target, Opus and Acme desire to amend the OEA to provide specifically for a change in the name of the Shopping Center. Pursuant to Section 7.8(E) of the OEA, Target, Opus and Acme, as the Approving Parties, may amend the OEA as provided in this Second Amendment.

Chicago Title Insurance Company



000291
35.00
CL

Agreement

Now, therefore, in consideration of the foregoing premises and the mutual covenants and promises hereinafter set forth, Target, Opus and Acme hereby agree as follows:

1. **Recitals.** The foregoing recitals are deemed remade herein and form a part of this Second Amendment.

2. **Name of Shopping Center.** The second sentence of Section 5.1(G) of the OEA is hereby deleted in its entirety, and is hereby replaced with the following:

"The Approving Parties hereby agree that the name for the Shopping Center shall be 'Highland Grove'".

3. **"No Build" Zones.** Anything in the OEA to the contrary notwithstanding, no buildings may be constructed on the "No Build Zones", as designated on the Site Plan; provided, however, that such "No Build Zones" may be improved for use as parking areas, with paving, lighting, landscaping and similar improvements. All such paving, lighting, landscaping and similar improvements shall be constructed in accordance with the standards and requirements set forth in the OEA.

4. **Continuing Force and Effect.** Except as expressly amended by this Second Amendment, the OEA shall remain in full force and effect in accordance with its terms, provisions and conditions.

5. **Authority.** Each of the individuals who has executed this Second Amendment hereby represents and warrants that (a) he or she is duly authorized to execute this Second Amendment on behalf of Target, Opus or Acme, as the case may be; (b) all corporate, partnership, trust or other action necessary for such Party to execute and perform the terms of this Second Amendment have been duly taken by such Party; and (c) no other signature or authorization is necessary for such Party to enter into and perform the terms of this Second Amendment.

[Signatures on following pages]

In witness whereof, Target, Opus and Acme have executed this Second Amendment as of the date first above written:

DAYTON HUDSON CORPORATION, a
Minnesota corporation

By: [Signature]
Its: Edward J. Bierman
Vice President
Target Stores

Attest:

By: [Signature]
Its: William P. Hise
Assistant Secretary

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the Lake County Recorder!



OPUS NORTH CORPORATION, an
Illinois corporation

By: [Signature]
Its: S.V.P.
JOHN M. CROCKER JR.

Attest:

By: [Signature]
Its: Attorney
W. CRAIG FOWLER

ACME MARKETS, INC., a Pennsylvania corporation

By: *Jack Lunt*
Its: VICE PRESIDENT
JACK LUNT

Attest:

By: *Wendell W. Guastamachio*
Its: ASSISTANT SECRETARY
WENDE W. GUASTAMACHIO



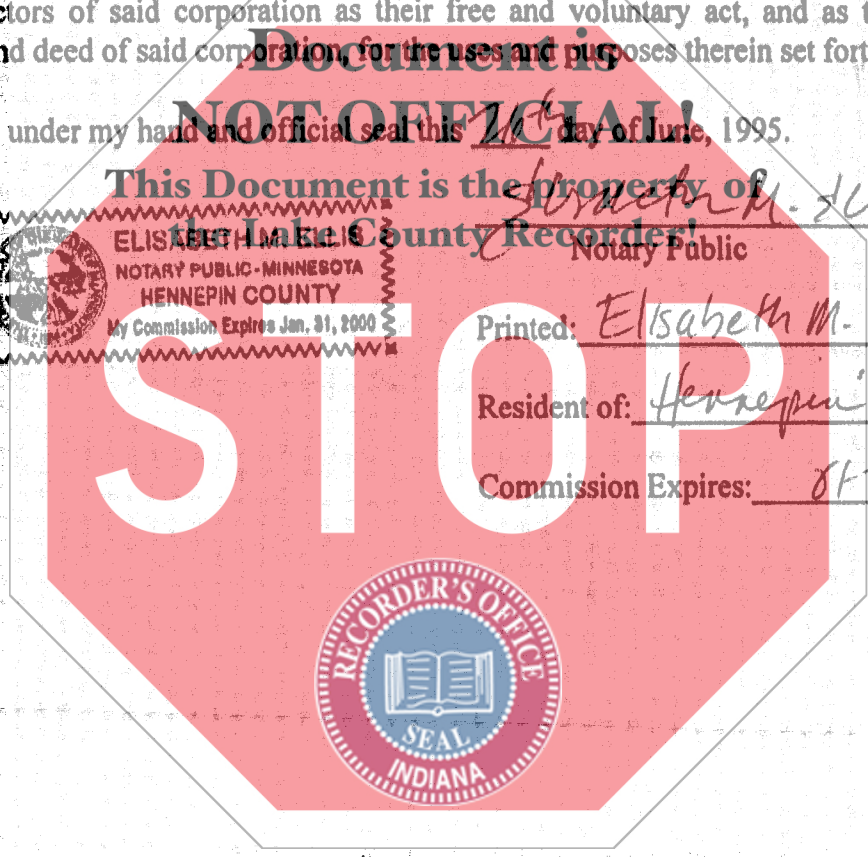
STATE OF Minnesota)
) SS.
COUNTY OF Hennepin

I, ELIZABETH M. ELLIS, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Edward J. Biedman and Wm P. Hise, personally known to me to be the Vice Pres - Target Stores and Asst Secy, respectively, of DAYTON HUDSON CORPORATION, a Minnesota corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice Pres - Target Stores and Asst Secy, respectively, they signed and delivered the said instrument, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 16th day of June, 1995.

This Document is the property of Elisabeth M. Ellis
Elisabeth M. Ellis
Notary Public
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires Jan. 31, 2000

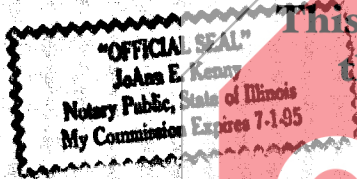
Printed: Elisabeth M. Ellis
Resident of: Hennepin County
Commission Expires: 01-31-00



STATE OF Illinois)
)SS.
COUNTY OF Cook)

I, JoAnn E. Kenny, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that John M. Crocker, Jr. and W. CRAIG Fowler, personally known to me to be the SENIOR VICE PRES. and ATTORNEY, respectively, of OPUS NORTH CORPORATION, an Illinois corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such SENIOR VICE PRES and ATTORNEY, respectively, they signed and delivered the said instrument, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 11th day of June, 1995.



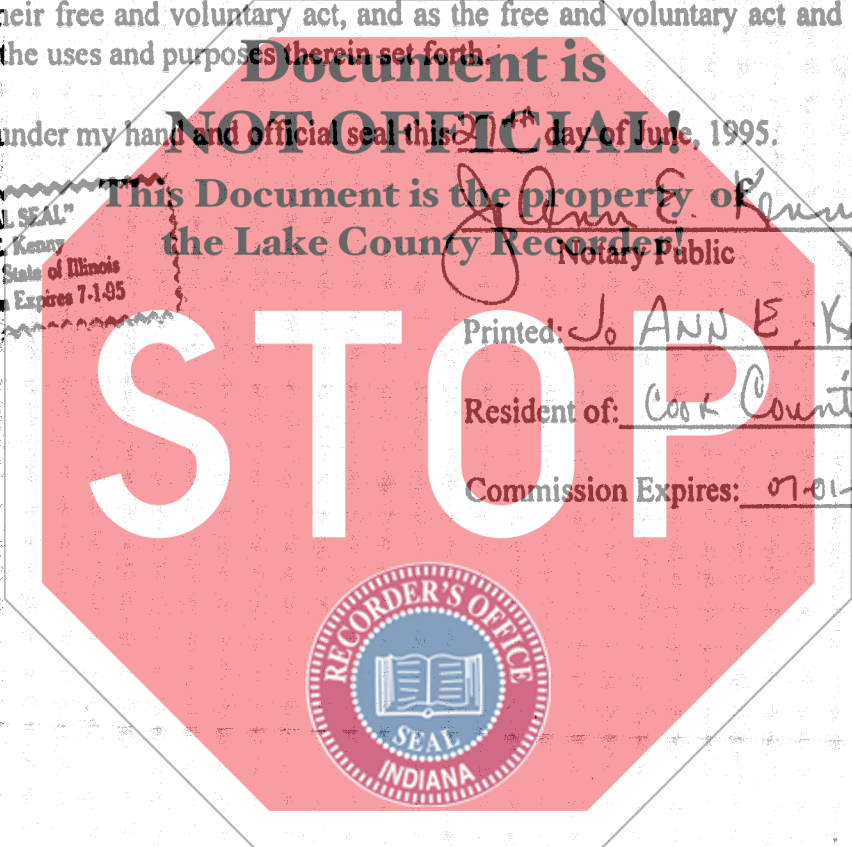
This Document is the property of
the Lake County Recorder!

JoAnn E. Kenny
Notary Public

Printed: Jo ANN E. Kenny

Resident of: Cook County

Commission Expires: 07-01-95



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

I, Cecile Robertson, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Jack Lunt and Wende W. Guastamachio, personally known to me to be the Vice President and Assistant Secretary, respectively, of ACME MARKETS, INC., a Pennsylvania corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President and Assistant Secretary, respectively, they signed and delivered the said instrument, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 28th day of June, 1995.



NOTARY PUBLIC
CECILE ROBERTSON
444 East 100 South
Salt Lake City, Utah 84111
My Commission Expires
September 4, 1996
STATE OF UTAH

Document is
NOT OFFICIAL!

This Document is the property of Cecile Robertson
Notary Public

Printed: Cecile Robertson

Resident of: Salt Lake City, UT

Commission Expires: 9-4-96



Exhibit A

Legal Description of Target Tract

That part of Lot 1 in Highland Town Center Subdivision, being a subdivision of part of the West 1/2 of the Southwest 1/4 of Section 33 and part of the Southeast 1/4 of Section 32, all in Township 36 North, Range 9 West of the Second Principal Meridian, according to the plat thereof recorded in the official records of Lake County, Indiana on September 8, 1994, as Document No. 94063408, in Plat book 77, Page 23, bounded and described as follows:

Beginning at the Southeast corner of said Lot 1; thence North 0 degrees 09 minutes 48 seconds West, along the East line of said Lot, 463.92 feet thence South 89 degrees 50 minutes 12 seconds West, perpendicular to the last described line, 195.93 feet; thence South 0 degrees 09 minutes 48 seconds East, 10 feet; thence South 89 degrees 50 minutes 12 seconds West, 239.56 feet; thence North 0 degrees 09 minutes 48 seconds West, 2.79 feet; thence South 89 degrees 50 minutes 12 seconds West, 405.25 feet; thence South 0 degrees 09 minutes 48 seconds East, 412.27 feet; thence Southwesterly 36.01 feet along the arc of a circle, tangent to the last described line, convex to the Southeast, having a radius of 61.50 feet and whose chord bears South 16 degrees 36 minutes 47 seconds West, 35.50 feet to the point of intersection with the South line of said Lot; thence South 89 degrees 27 minutes 34 seconds East, along said South line, 851.05 feet to the hereinabove designated point of beginning, in Lake County, Indiana.



Exhibit B

Legal Description of Phase I Developer Tract and Phase II Developer Tract

Legal Description of Phase I Developer Tract:

That part of Lot 1 in Highland Town Center Subdivision, being a Subdivision of part of the West 1/2 of the Southwest 1/4 of Section 33 and part of the Southeast 1/4 of Section 32, all in Township 36 North, Range 9 West of the Second Principal Meridian, according to the plat thereof recorded in the official records of Lake County, Indiana on September 8, 1994 as Document No. 94063408, in Plat Book 77, Page 23, bounded and described as follows:

Commencing at the Southeast corner of said Lot 1; thence North 0 degrees 09 minutes 48 seconds West, along the East line of said Lot, 463.92 feet to the herein designated point of beginning; thence South 89 degrees 50 minutes 12 seconds West, perpendicular to the last described line, 195.93 feet; thence South 0 degrees 09 minutes 48 seconds East, 10 feet; thence South 89 degrees 50 minutes 12 seconds West, 239.56 feet; thence North 0 degrees 09 minutes 48 seconds West, 2.79 feet; thence South 89 degrees 50 minutes 12 seconds West, 405.25 feet; thence South 0 degrees 09 minutes 48 seconds East, 412.27 feet; thence Southwesterly 36.01 feet along the arc of a circle, tangent to the last described line, convex to the Southeast, having a radius of 61.50 feet and whose chord bears South 16 degrees 36 minutes 47 seconds West, 35.50 feet to the point of intersection with the South line of said Lot; thence North 89 degrees 27 minutes 34 seconds West, along said South line, 297.06 feet to the point of intersection with the Westerly line of said Lot; thence Northerly along the Westerly line of said Lot by the following courses; thence North 0 degrees 11 minutes 11 seconds West 0.09 feet; thence North 34 degrees 46 minutes 25 seconds West, 17.72 feet; thence North 1 degree 55 minutes 20 seconds East, 248.52 feet; thence North 2 degrees 34 minutes 45 seconds East, 374.45 feet; thence North 44 degrees 51 minutes 46 East, 40.57 feet; thence North 2 degrees 34 minutes 45 seconds East, 60.00 feet; thence North 41 degrees 03 minutes 43 seconds East, 6.00 feet to the Northerly terminus of corners along the Westerly line of said Lot; thence North 89 degrees 50 minutes 12 seconds East 236.24 feet; thence North 44 degrees 50 minutes 12 seconds East, 28.28 feet; thence North 0 degrees 09 minutes 48 seconds West, 223.40 feet; thence Northeasterly 528.83 feet along the arc of a circle, tangent to the last described line, convex to the Northwest, having a radius of 441.00 feet, whose chord bears North 34 degrees 11 minutes 26 seconds East, 497.71 feet; thence North 89 degrees 50 minutes 12 seconds East, along a line tangent to the last described curve and drawn perpendicular to the East line of said Lot, 566.38 feet to a point on the East line of said Lot, said point being 934.66 feet North of the point of beginning; thence South 0 degrees 09 minutes 48 seconds East, 934.66 feet to the hereinabove designated point of beginning, all in the Town of Highland, Lake County, Indiana.

Legal Description of Phase II Developer Tract:

That part of Lot 1 in Highland Town Center Subdivision, being a subdivision of part of the West 1/2 of the Southwest 1/4 of Section 33 and part of the Southeast 1/4 of Section 32, all

in Township 36 North, Range 9 West of the Second Principal Meridian, according to the plat thereof recorded in the official records of Lake County, Indiana on September 8, 1994 as Document No. 94063408, in Plat Book 77 Page 23, bounded and described as follows:

Beginning at the Northwest corner of said Lot 1; thence South 89 degrees 23 minutes 21 seconds East, along the Northerly line of said Lot, 661.10 feet; thence South 78 degrees 24 minutes 08 seconds East, along the Northerly of said Lot, 428.64 feet to the Northeast corner of said Lot; thence South 0 degrees 09 minutes 48 seconds East, along the East line of said Lot, 888.37 feet to a point, said point being 1398.58 feet North of the Southeast corner of said Lot; thence South 89 degrees 50 minutes 12 seconds West, perpendicular to the last described line, 566.38 feet; thence Southwesterly 528.83 feet along the arc of a circle, tangent to the last described line convex to the Northwest, having a radius of 441.00 feet, whose chord bears South 34 degrees 11 minutes 26 seconds West, 497.71 feet; thence South 0 degrees 09 minutes 48 seconds East, along a line drawn tangent to the last described curve, 223.40 feet; thence South 44 degrees 50 minutes 12 seconds West, 28.28 feet; thence South 89 degrees 50 minutes 12 seconds West, 236.24 feet to the point of intersection with the Westerly line of said Lot 1; thence Northerly along the Westerly line of said Lot by the following courses; thence North 41 degrees 03 minutes 43 seconds West, 33.55 feet; thence North 2 degrees 34 minutes 45 seconds East, 125.89 feet; thence North 1 degree 08 minutes 49 seconds East, 184.72 feet; thence South 88 degrees 51 minutes 11 seconds East, along a line drawn perpendicular to the last described line, 10.00 feet; thence North 1 degree 08 minutes 49 seconds East, 150.00 feet; thence North 44 degrees 02 minutes 57 seconds East 39.06 feet; thence North 1 degree 08 minutes 49 seconds East, 88.00 feet; thence North 40 degrees 48 minutes 54 seconds West, 39.77 feet; thence North 1 degree 08 minutes 49 seconds East, 110.00 feet; thence North 88 degrees 51 minutes 11 seconds West, along a line drawn perpendicular to the last described line, 10.00 feet; thence North 1 degree 08 minutes 49 seconds East, 201.39 feet; thence North 0 degrees 17 minutes 18 seconds West, 466.69 feet; thence North 5 degrees 14 minutes 02 seconds East, 230.11 feet to the hereinabove designated point of beginning, all in the Town of Highland, Lake County, Indiana;

BUT EXCLUDING THEREFROM THE FOLLOWING DESCRIBED PROPERTY:

That part of Lot 1 in Highland Town, Center subdivision, being a subdivision of part of the West 1/2 of the Southwest 1/4 of Section 33, and part of the Southeast 1/4 of Section 32, all in Township 36 North, Range 9 West of the Second Principal Meridian, according to the plat thereof recorded September 8, 1994 as document number 94063408, described as follows:

Commencing at the Southeast corner of said Lot 1; thence North 00 degrees 09 minutes 48 seconds West, along the East line of said Lot 1, 1448.64 feet to the point of beginning; thence South 89 degrees 50 minutes 12 seconds West, at right angles to the last described course, 489.81 feet; thence South 59 degrees 50 minutes 21 seconds West, 158.08 feet; thence Southwesterly, on a curve, tangent to the last described course, concave Southeasterly, having a radius of 441.00 feet, an arc distance of 204.49 feet; thence North 63 degrees 17 minutes 54 seconds West, 128.82 feet; thence Northerly, on a curve, concave Westerly, having a radius of 125.00 feet, an arc distance of 143.23 feet, and a chord bearing North 02 degrees 39 minutes 43 seconds East; thence North 30 degrees 09 minutes 48 seconds West, 151.82 feet; thence North 59 degrees 50

minutes 12 seconds East, at right angles to the last described course, 421.99 feet; thence South 30 degrees 09 minutes 48 seconds East, at right angles to the last described course, .19.05 feet; thence North 59 degrees 50 minutes 12 seconds East, at right angles to the last described course, 342.99 feet; thence South 30 degrees 09 minutes 48 seconds East, at right angles to the last described course 376.76 feet; thence Southeasterly, on a curve, tangent to the last described course, concave Northeasterly, having a radius of 50.00 feet, an arc distance of 52.38 feet, to a point of tangency; thence North 89 degrees 50 minutes 12 seconds East, perpendicular to the East line of said Lot 1, 54.71 feet, to a point on the East line of said Lot 1, 121.77 feet North of the point of beginning (as measured along said East line); thence South 00 degrees 09 minutes 48 seconds East, along the East line of said Lot 1, 121.77 feet, to the point of beginning, in the Town of Highland, Lake County, Indiana.





Mellon Bank

Mellon Bank, N.A.
Mellon Bank Center
Pittsburgh, PA 15258-0001

June 5, 1995

VIA AIRBORNE

Mr. Randall R. Ackerman
Opus North Corporation
9700 Higgins Road
Rosemont, IL 60018-4713

RE: Highland Grove - Second Amendment to Operation and Easement Agreement

Document is NOT OFFICIAL!

Dear Randy: **This Document is the property of the Lake County Recorder!**

Under Article 8.05 of the Construction Loan Agreement by and between Opus North Corporation and Mellon Bank, N.A. dated February 28, 1995, amendments to Loan Documents require the consent of Mellon Bank, N.A. Loan Documents include the Operation and Easement Agreement, which as amended March 29, 1995, is between Dayton Hudson Corporation, Opus North Corporation, and American Stores Properties, Inc.

This letter confirms Mellon Bank's approval of proposed changes to the OEA to the extent set forth in the Second Amendment to Operation and Easement Agreement, attached hereto as Attachment 1.



Mellon Bank, N.A.

By

Its

James B. Carey
President

Address:
Suite 2900, One Mellon Bank Center
Pittsburgh, PA 15258-0001
Attn: Real Estate Finance Department

cc: Howard Goldblatt
S. R. Richard

Exhibit C

Legal Description of ASPI Tract

That part of Lot 1 in Highland Town Center subdivision, being a subdivision of part of the West 1/2 of the Southwest 1/4 of Section 33, and part of the Southeast 1/4 of Section 32, all in Township 36 North, Range 9 West of the Second Principal Meridian, according to the plat thereof recorded September 8, 1994 as document number 94063408, described as follows:

Commencing at the Southeast corner of said Lot 1; thence North 00 degrees 09 minutes 48 seconds West, along the East line of said Lot 1, 1448.64 feet to the point of beginning; thence South 89 degrees 50 minutes 12 seconds West, at right angles to the last described course, 489.81 feet; thence South 59 degrees 50 minutes 21 seconds West, 158.08 feet; thence Southwesterly, on a curve, tangent to the last described course, concave Southeasterly, having a radius of 441.00 feet, an arc distance of 204.49 feet; thence North 63 degrees 17 minutes 54 seconds West, 128.82 feet; thence Northerly, on a curve, concave Westerly, having a radius of 125.00 feet, an arc distance of 143.23 feet, and a chord bearing North 02 degrees 39 minutes 43 seconds East; thence North 30 degrees 09 minutes 48 seconds West, 151.82 feet; thence North 59 degrees 50 minutes 12 seconds East, at right angles to the last described course, 421.99 feet; thence South 30 degrees 09 minutes 48 seconds East, at right angles to the last described course, 19.05 feet; thence North 59 degrees 50 minutes 12 seconds East, at right angles to the last described course, 342.99 feet; thence South 30 degrees 09 minutes 48 seconds East, at right angles to the last described course 376.76 feet; thence Southeasterly, on a curve, tangent to the last described course, concave Northeasterly, having a radius of 50.00 feet, an arc distance of 52.38 feet, to a point of tangency; thence North 89 degrees 50 minutes 12 seconds East, perpendicular to the East line of said Lot 1, 54.71 feet, to a point on the East line of said Lot 1, 121.77 feet North of the point of beginning (as measured along said East line); thence South 00 degrees 09 minutes 48 seconds East, along the East line of said Lot 1, 121.77 feet, to the point of beginning, in the Town of Highland, Lake County, Indiana.

This Second Amendment
was prepared by and after
recording should be returned to:

W. Craig Fowler, Esq.
O'Brien, O'Rourke & Hogan
Suite 830
135 South LaSalle Street
Chicago, Illinois 60603
(312) 372-1462