

SPECIAL WARRANTY DEED

2007 10040

THIS DEED is made and entered into this 13th day of December, 2007, by and between **Sears, Roebuck and Co.**, a New York corporation, having an address of Department 824E, 3333 Beverly Road, Hoffman Estates, IL 60179 (the "Grantor"), and **Southlake Indiana LLC, a Delaware limited liability company**, having a mailing address of c/o Westfield, LLC, Legal Department, 11601 Wilshire Boulevard, 11th Floor, Los Angeles, California 90025 (the "Grantee").

WITNESSETH, that the said Grantor, for and in consideration of the sum of 10.00 DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION that said Grantor has made to the said Grantee, the receipt of which is hereby acknowledged, does by these presents **WARRANT** and **CONFIRM** unto the said Grantee the Real Estate situated in the County of Lake and State of Indiana, more particularly described as follows:

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
2007 DEC 26 PM 4:17
MICHAEL A. BROWN
RECORDER

See Exhibit A attached hereto

Subject to all covenants, declarations, conditions, restrictions, easements, rights of way and encumbrances, apparent or of record, zoning and subdivisions ordinances, general taxes for the year 2007 and thereafter, special taxes becoming a lien after the date of this deed, all matters that would be disclosed by an accurate survey and inspection of the real property and improvements (including, but not limited to, boundary line disputes, overlaps and encroachments).

TO HAVE AND TO HOLD the same, together with all rights and appurtenances to the same belonging, unto the said Grantee and its heirs, successors and assigns forever. The said Grantor hereby covenanting that it and its successors shall and will Warrant and Defend the title to the premises unto the said Grantee and to its heirs, successors and assigns forever, against the lawful claims of all persons claiming by, through or under Grantor but none other.

IN WITNESS WHEREOF, the said Grantor has executed these presents the day and year first above written.

SEARS, ROEBUCK AND CO.,
a New York corporation

By: [Signature]
Name: James B. Terrell
Title: Vice President Real Estate

DULY ENTERED FOR TAXATION SUBJECT TO
FINAL ACCEPTANCE FOR TRANSFER

DEC 26 2007

PEGGY HOLINGA KATONA
LAKE COUNTY AUDITOR

This instrument prepared by: Gregg A. Madison, Esq., c/o Allen, Matkins, Leck, Gamble & Mallory
501 W. Broadway, Suite 900
San Diego, CA 92101

REAL ESTATE
CAN
LEGAL
RA

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. [Signature]

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CHIGAGO TITLE INSURANCE COMPANY

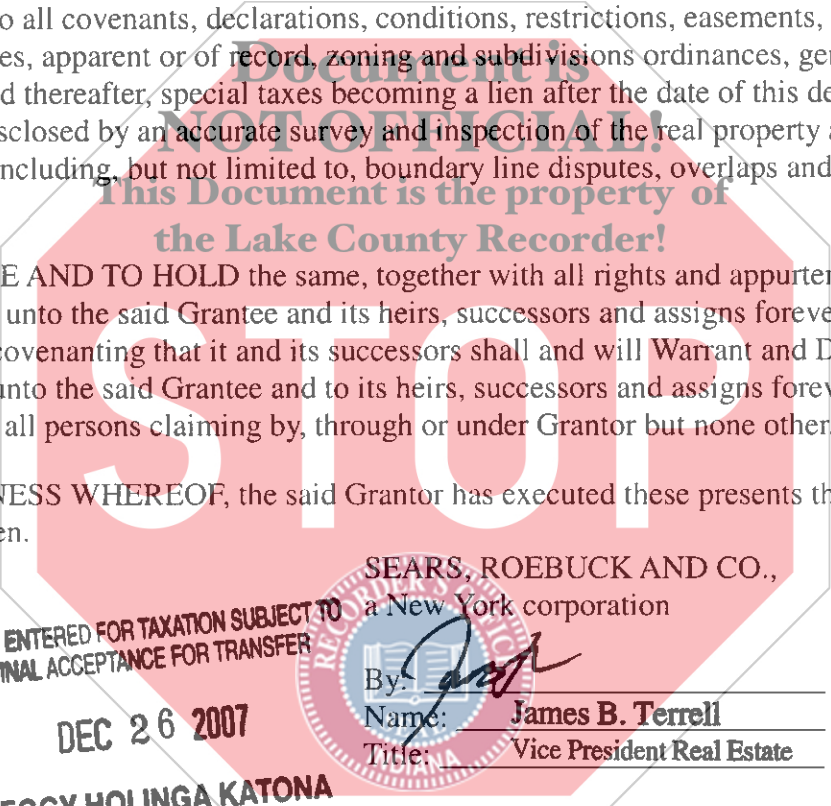


EXHIBIT A
(Legal Description)



LEGAL DESCRIPTION OF
THE SEARS TO DEVELOPER CONVEYANCE PARCEL

SEARS (EXCEPTION LEGAL):

PART OF THE SOUTHWEST QUARTER AND THE OF THE WEST HALF OF THE WEST HALF OF THE SOUTHEAST QUARTER OF SECTION 23, TOWNSHIP 35 NORTH, RANGE 8 WEST OF THE SECOND PRINCIPAL MERIDIAN, IN ROSS TOWNSHIP, LAKE COUNTY, INDIANA, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 23; THENCE NORTH 2 DEGREES 42 MINUTES 00 SECONDS WEST, 2402.02 FEET ALONG THE WEST LINE OF SECTION 23; THENCE NORTH 87 DEGREES 54 MINUTES 28 SECONDS EAST, 330.00 FEET; THENCE NORTH 2 DEGREES 42 MINUTES 00 SECONDS WEST 200.93 FEET; THENCE NORTH 88 DEGREES 16 MINUTES 48 SECOND EAST, 667.01 FEET; THENCE NORTH 88 DEGREES 38 MINUTES 13 SECONDS EAST, 1694.69 FEET BEING ON THE SOUTHERLY RIGHT OF WAY LINE OF U.S. HIGHWAY 30; THENCE ALONG THE ARC OF A 465.68 FOOT RADIUS CURVE CONCAVE TO THE WEST WHOSE CHORD BEARS SOUTH 10 DEGREES 07 MINUTES 22 SECONDS WEST, 185.45 FEET; THENCE ALONG THE ARC OF A 35.00 FOOT RADIUS CURVE CONCAVE TO THE EAST WHOSE CHORD BEARS 16 DEGREES 30 MINUTES 01 SECONDS EAST, 43.20 FEET; THENCE SOUTH 54 DEGREES 36 MINUTES 32 SECONDS EAST, 166.97 FEET; THENCE SOUTH 17 DEGREES 52 MINUTES 00 SECONDS EAST, 245.70 FEET; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS, EAST, 141.09 FEET; THENCE SOUTH 87 DEGREES 14 MINUTES 16 SECONDS WEST, 83.44 FEET; THENCE ALONG THE ARC OF A 712.00 FOOT RADIUS CURVE CONCAVE TO THE WEST WHOSE CHORD BEARS SOUTH 6 DEGREES 49 MINUTES 08 SECONDS EAST, 322.07 FEET; THENCE SOUTH 72 DEGREES 08 MINUTES 00 SECONDS WEST, 664.09 FEET TO THE POINTING OF BEGINNING; THENCE CONTINUING SOUTH 72 DEGREES 08 MINUTES WEST, 92.41 FEET; THENCE NORTH 17 DEGREES 52 MINUTES 00 SECONDS WEST, 252.62 FEET; THENCE NORTH 72 DEGREES 08 MINUTES 00 SECONDS EAST 58.40 FEET; THENCE SOUTH 17 DEGREES 52 MINUTES EAST, 52.03 FEET; THENCE NORTH 72 DEGREES 08 MINUTES EAST, 34.01 FEET; THENCE SOUTH 17 DEGREES 52 MINUTES 00 SECONDS EAST, 205.59 FEET; TO THE POINT OF BEGINNING. CONTAINING: 22,038 SQ. FT. (0.506 ACRES), MORE OR LESS.