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00563414

THIRD AMENDMENT TO OPERATION AND EASEMENT AGREEMENT BETWEEN KMART CORPORATION, LEAPS & BOUNDS, INC. AND KOHL'S ILLINOIS, INC.

THIS THIRD AMENDMENT TO OPERATION AND EASEMENT AGREEMENT BETWEEN KMART CORPORATION, BRADKO SCHAUMBURG LLC AND KOHL'S ILLINOIS, INC. (hereinafter referred to as the "Third Amendment") is made and entered into as of this 20 day of July, 2000, by and between KMART CORPORATION, a Michigan corporation ("Kmart"), KOHL'S ILLINOIS, INC., a Nevada corporation ("Kohl's") and BRADKO SCHAUMBURG LLC, an Illinois limited liability company ("Bradko").

WHEREAS, Kmart, Kohl's and Leaps & Bounds, Inc. made and entered into that certain Operation and Easement Agreement, dated May 11, 1993 and recorded May 20, 1993 as Document Number 93382707 in the Cook county, Illinois Records (the "OEA");

WHEREAS, Kmart, Kohl's Leaps & Bounds and BC Real Estate Investments, Inc. made and entered into that First Amendment to the Agreement, dated March 16, 1994 and Second Amendment dated August 8, 1994.

WHEREAS, Kmart is the Approving Party for the Kmart Tract (as defined on the OEA) and Kohl's is the Approving Party for the Kohl's Tract (as defined in the OEA) and Bradford is the owner of the Leaps & Bounds Tract (as defined in the OEA), all as legally described on Exhibit A attached hereto;

WHEREAS, the parties hereto desire to make the following amendment to the OEA, which only apply to the Leaps & Bounds Tract;

NOW, THEREFORE, in consideration of the premises, and the following agreement the parties hereby agree as follows:

1. The Building Area of the Leaps & Bounds Tract is deemed to be the Building Envelope shown on Exhibit B attached hereto. The parties consent to the construction of an addition to the existing building with the Building Area, approximately as shown on Exhibit B.

2. The parties consent to the installation of the outdoor seating area shown on said attached Exhibit B, and to the changes in the parking areas as shown on Exhibit B.

3. Except as above provided, the OEA remains unmodified and in full force and effect.

4. This modification can be signed in counterparts.

[Signature Page Follows]

BOX 333-CTI

7848093 D2569 2004

00563414
4941/0194 20 001 Page 1 of 12
2000 07-26 15:24:06
Cook County Recorder
83.00


KMART

KOHL'S

KMART CORPORATION
a Michigan corporation

KOHL'S ILLINOIS, INC.
a Nevada corporation

By: _____
its: _____

By:  _____
Sigrid E. Dynek
its: Attorney-in-Fact

BRADKO SCH/UMBURG LLC

By: **Bradford Real Estate
Services Corp**

By:  _____
its: President

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KMART

KOHL'S

KMART CORPORATION
a Michigan corporation

KOHL'S DEPARTMENT STORES, INC.
a Delaware corporation

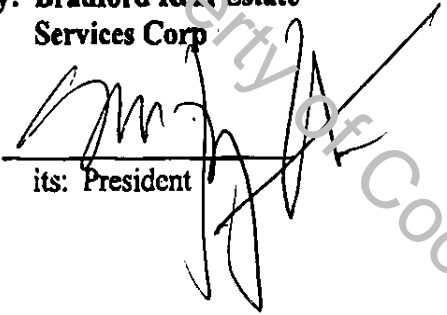
By: 

By: _____
its: _____

its: **LORRENCE T. KELLAR**
V.P. REAL ESTATE

BRADKO SCHAUMBURG LLC

By: **Bradford Real Estate Services Corp**

By: 

its: **President**

MBRBRADFORD/RR/INK/K/INTAMND DOC

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STATE OF ILLINOIS)
) SS.
COUNTY OF Cook)

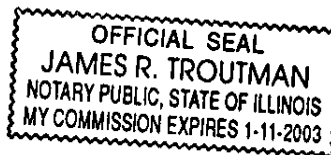
I, James R. Troutman, a Notary Public, do hereby certify that Steven
Pagnotta, personally known to me to be the Manager of
Bradford Real Estate SCS, Corp, and personally known to me to be the same person whose
name is subscribed to the foregoing instrument, appeared before me this day, in person, and
acknowledged that as such Manager he signed and delivered the said instrument on behalf of said
limited liability company, as his free and voluntary act and as the free, duly authorized and
voluntary act of said limited liability company, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this day July 11, 2000.

James R. Troutman
Notary Public

My Commission expires:

1-11-03



Notary of Cook County Clerk's Office

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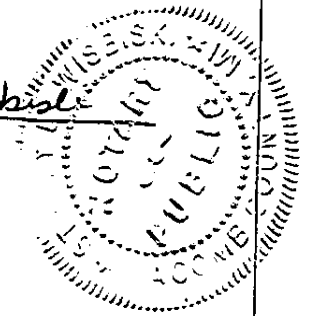
Michigan
STATE OF ~~ILLINOIS~~)
COUNTY OF Oakland) SS.

I, Stacey L. Wisbiski, a Notary Public, do hereby certify that Lorraine T. Kellan personally known to me to be the Manager of KMART CORPORATION, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day, in person, and acknowledged that as such Manager he signed and delivered the said instrument on behalf of said limited liability company, as his free and voluntary act and as the free, duly authorized and voluntary act of said limited liability company, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this day July 17, 2000.

Stacey L. Wisbiski
Notary Public

My Commission expires:

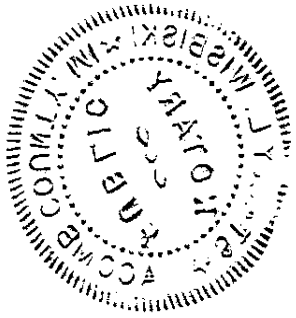


STACEY L. WISBISKI
Notary Public, Macomb County, Mich.
Acting in Oakland County, Mich.
My Commission Expires 01-13-2005

Notary of Cook County Clerk's Office

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0-20000



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EXHIBIT A

LEGAL DESCRIPTION OF THE KMART TRACTS

Lots 1 & 4 in Prairie Towne Center, being a subdivision of part of the northwest fractional quarter of Section 19, Township 41 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois.

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LEGAL DESCRIPTION OF THE KOHL'S TRACT

Lot 2 in Prairie Towne Center, being a subdivision of part of the northwest fractional quarter of Section 19, Township 41 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois.

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LEGAL DESCRIPTION OF THE LEAPS & BOUNDS TRACT

Lot 3 in Prairie Towne Center, being a subdivision of part of the northwest fractional quarter of Section 19, Township 41 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois.

07-19-105-003-0000

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LEGAL DESCRIPTION OF THE OUTLOTS

Lot A in Prairie Towne Center, being a subdivision of part of the northwest fractional quarter of Section 19, Township 41 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois.

Lot B in Prairie Towne Center, being a subdivision of part of the northwest fractional quarter of Section 19, Township 41 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois.

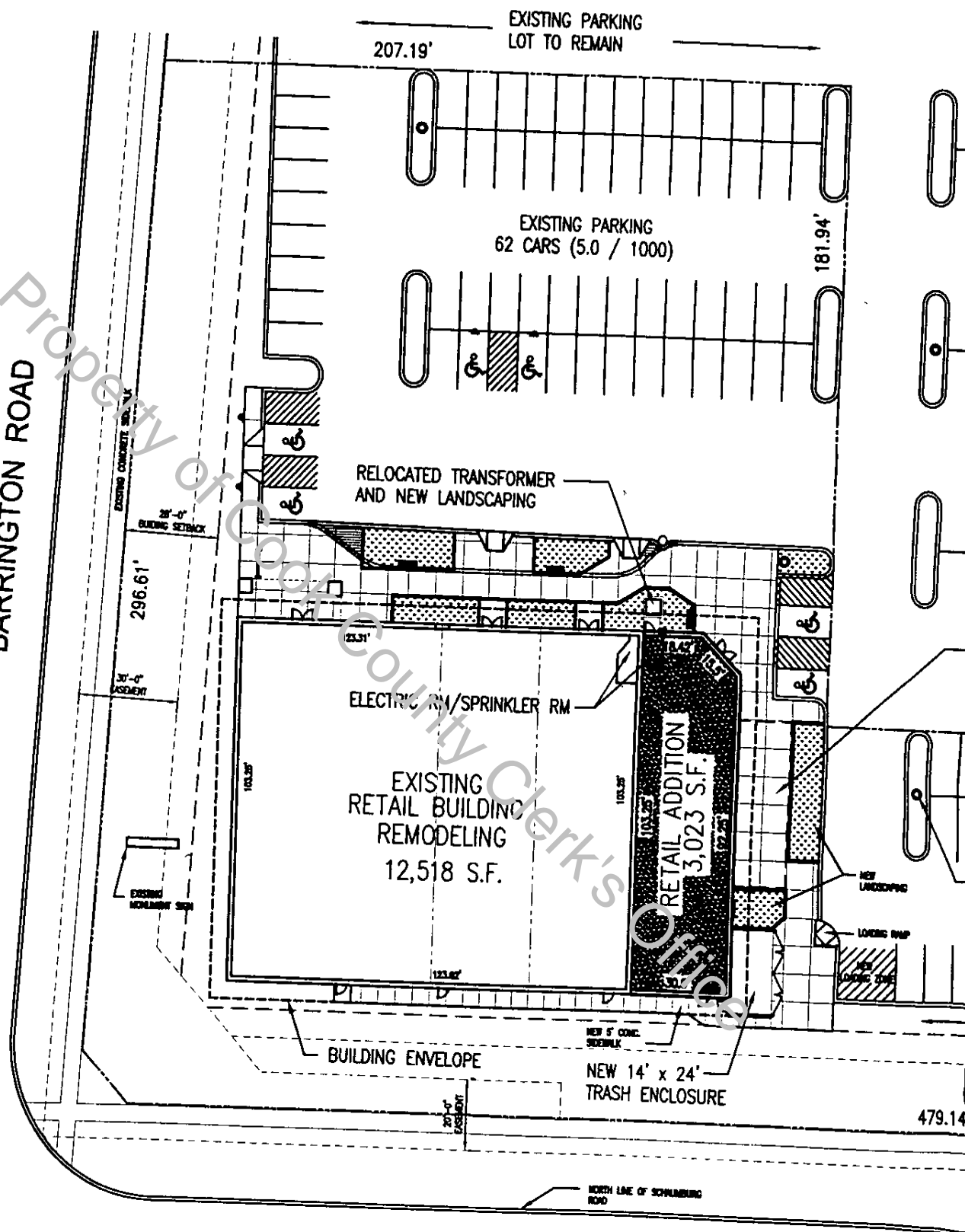
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EX B

BARRINGTON ROAD

SCHAUMBURG ROAD

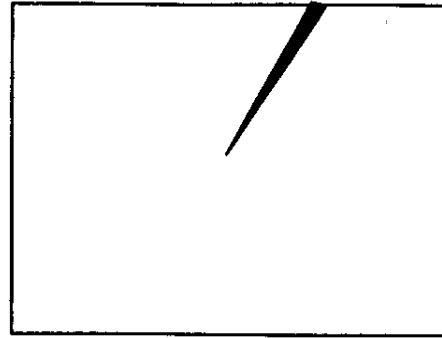


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SITE



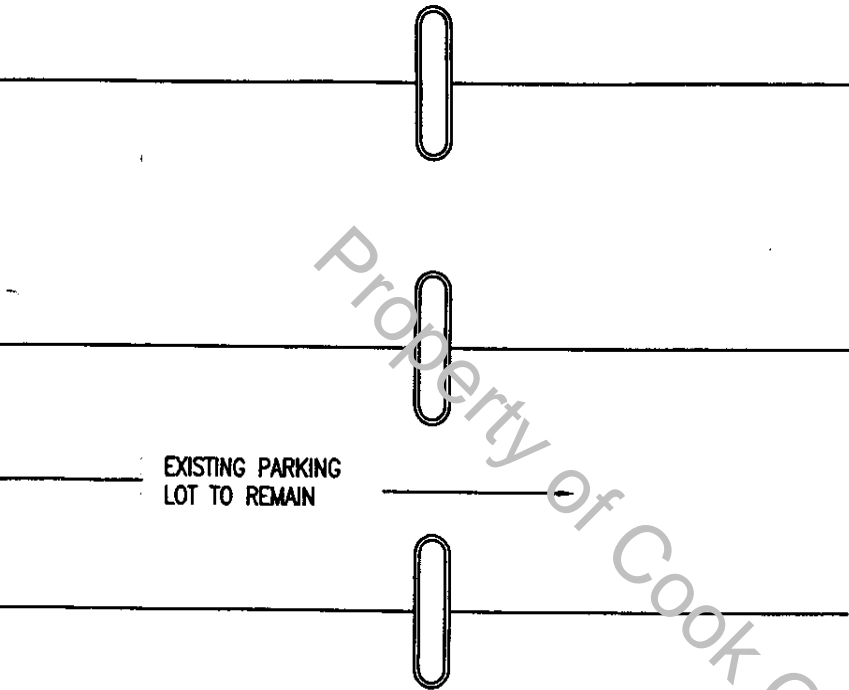
LOCATION MAP



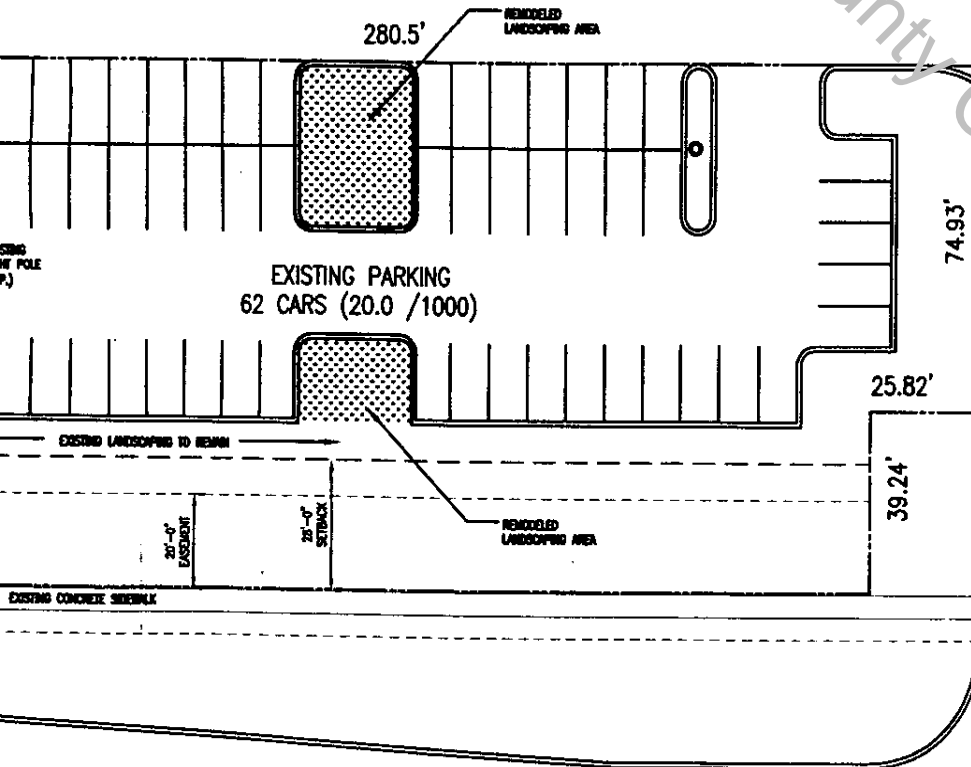
RETAIL BUILDING ADDITION
SCHAUMBURG, ILLINOIS

SITE AREA CALCULATIONS

BUILDING AREA	15,541 SQ.FT.
SIDEWALK AREA	6,330 SQ.FT.
PAVED AREA	40,757 SQ.FT.
INTERIOR LANDSCAPE AREA	3,684 SQ.FT.
OTHER LANDSCAPE AREA	28,279 SQ.FT.
TOTAL SITE AREA	94,917 SQ.FT.
TOTAL LANDSCAPE AREA	31,963 SQ.FT.
SITE COVERAGE	66 %
LANDSCAPE	34 %
INTERIOR LANDSCAPE	13.0 %



NEW 16' x 48' OUTDOOR SEATING AREA



HEARTLAND
architects, inc.
9214 Broadway Avenue
Brookfield, IL 60513
Tel. (708) 485-8490
Fax (708) 485-8530

PROPOSED SITE PLAN



Revisions
Date 5/15/00
Drawn by SS
Project No.011.00
Sheet No.



1 PROPOSED SITE PLAN
SP1 SCALE: 1" = 20'

CD1