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**FIRST AMENDMENT TO
EASEMENTS WITH COVENANTS
AND RESTRICTIONS AFFECTING LAND**

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AFTER RECORDING PLEASE
RETURN DOCUMENT TO:

THOMAS P. DUFFY
WILDMAN HARROLD ALLEN & DIXON
225 WEST WACKER DRIVE, SUITE 2600
CHICAGO, ILLINOIS 60606

BOX 333-CT1

**FIRST AMENDMENT TO
EASEMENTS WITH COVENANT AND RESTRICTIONS
AFFECTING LAND ("ECR")**

THIS AGREEMENT is made this 13th day of MARCH, 1999, between WAL-MART REAL ESTATE BUSINESS TRUST, a Delaware business trust ("Wal-Mart"), as Ground Lessee, and TDC NILES, LLC, an Illinois Limited Liability Company ("Developer"), as Ground Lessor.

WITNESSETH:

WHEREAS, Wal-Mart and Developer entered into an Easements with Covenants and Restrictions Affecting Land ("ECR") dated December 30, 1998; and

WHEREAS, the parties hereto desire to enter into this agreement in order to clarify and amend some of the terms of the ECR as they affect said real property.

NOW, THEREFORE, in consideration of the terms and conditions hereof, Wal-Mart and Developer hereby agree as follows:

1. Building/Common Areas. Paragraph 1(a) of the ECR is amended to read as follows:

"(a). "Building Areas" as used herein shall mean that portion of Tract 1 and those portions of Tract 2 shown on Exhibit "A" as Building Area". Canopies may encroach from the Building Areas over the Common Areas provided the canopies do not interfere with the use of the Common Area."

2. Use. The first two sentences of Paragraph 2 of the ECR are amended to read as follows:

"2. Use. Buildings in the Shopping Center shall be used for commercial purposes of the type normally found in a retail shopping center including,

without limitation, financial institutions, service shops, offices and retail stores. No restaurant, theatre, bowling alley, billiard parlor, night club or outdoor recreation or amusement areas such as miniature golf, go carts and batting cages, or any business serving alcoholic beverages for on-site consumption shall occupy space within the Shopping Center without the prior written consent of Wal-Mart.”

3. Competing Business. Paragraph 3 of the ECR is amended to read as follows:

“Competing Business. As long as Wal-Mart, or any affiliate of Wal-Mart is the user of the Wal-Mart parcel, either as owner or lessee, no space in or portion of the remainder of the Shopping Center shall be leased or occupied by or conveyed to any other party for use as a discount department store. For purposes of this restriction, a “discount department store” means a full line department store carrying both soft and hard goods sold at a discount similar to K-Mart, Target and Wal-Mart, and does not include a discount retailer that sells primarily soft goods such as Kohl’s, Marshalls and T.J. Max, or a discount retailer that sells primarily hard goods such as furniture, appliances and electronics. In the event of a breach of this covenant, Wal-Mart shall have the right to seek any and all remedies afforded by either law or equity.”

4. Amendment. All terms, restrictions and conditions of the ECR which are not specifically addressed herein shall remain in full force and effect.

5. Benefits. This Agreement shall be binding upon and inure to the benefit of each signator and each party’s respective successors and assigns.

6. Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto. The parties do not rely upon any statement, promise or representation not herein expressed, and this Agreement once executed and delivered shall not be modified

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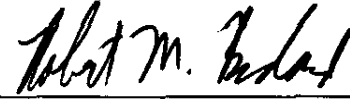
or altered in any respect except by a writing executed and delivered in the same manner as required by this document.

ATTEST


Its Assistant Secretary

“Wal-Mart”

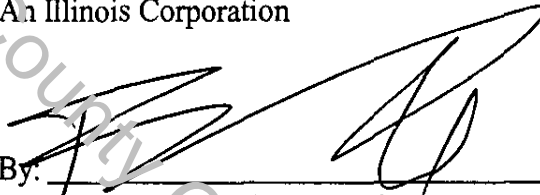
WAL-MART REAL ESTATE BUSINESS TRUST,
a Delaware Business Trust



Robert M. Bedard
Its Assistant Vice President

“Developer”

TDC Niles, LLC
An Illinois Limited Liability Company

Tucker Development Corporation
An Illinois Corporation

By: 
Richard H. Tucker, President

Approved as to legal terms only
By: 
WAL-MART LEGAL TEAM
Date 3-13-99

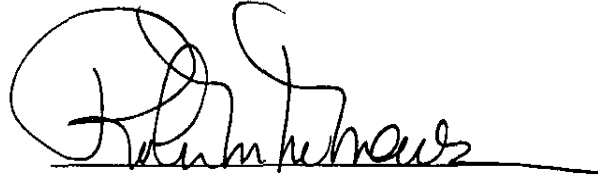
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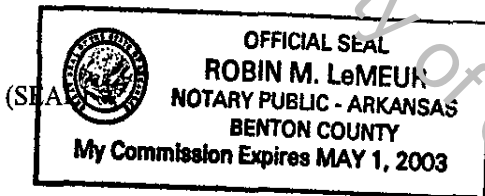
STATE OF ARKANSAS)
) SS
COUNTY OF BENTON)

Be it remembered that on this 12th day of March, 1999, before me a notary public in and for the county and state aforesaid, came Robert M. Bedard, Assistant Vice President of WAL-MART REAL ESTATE BUSINESS TRUST, a Delaware business trust, who is personally known to me to be the person who executed as such officer the within instrument of writing on behalf of such trust, and such person duly acknowledged the execution of the same to be the act and deed of said trust.

In testimony whereof, I have hereunto set my hand and affixed my notary seal the day and year last above written.



Notary Public



My commission expires May 1, 2003.

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STATE OF ILLINOIS

COUNTY OF COOK

I, the undersigned, a Notary Public, in and for said County, in the State aforesaid, do hereby certify that RICHARD H. TUCKER, personally known to me to be the same persons whose name is subscribed to the foregoing instrument as such President of Tucker Development Corporation, an Illinois corporation, being the sole manager of TDC NILES, L.L.C., an Illinois limited liability company, appeared before me and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said Corporation and Limited Liability Company, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 24th day of March, 1999.


Notary Public



Property of Cook County Clerk's Office

THE ORIGINAL EASEMENTS WITH COVENANTS AND RESTRICTIONS AFFECTING LAND WAS RECORDED WITH THE RECORDER OF DEEDS FOR COOK COUNTY, ILLINOIS AS DOCUMENT NO. 99265776 AND AFFECTS THE FOLLOWING DESCRIBED PROPERTY:

TRACT 1 LEGAL DESCRIPTION

THOSE PARTS OF LOTS 1 AND 2 IN A.B. DICK COMPANY SUBDIVISION, BEING A SUBDIVISION OF PART OF THE SOUTHEAST QUARTER OF SECTION 29, TOWNSHIP 41 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED DECEMBER 3, 1992 AS DOCUMENT NUMBER 92907082, IN COOK COUNTY, ILLINOIS, DESCRIBED AS FOLLOWS; COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 1; THENCE SOUTH 89 DEGREES 53 MINUTES 46 SECONDS WEST ALONG THE NORTH LINE OF SAID LOT 1, A DISTANCE OF 29.80 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING SOUTH 89 DEGREES 53 MINUTES 46 SECONDS WEST ALONG SAID NORTH LINE, 549.57 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 110.64 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 23 SECONDS EAST, 36.79 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 274.94 FEET; THENCE NORTH 89 DEGREES 10 MINUTES 23 SECONDS WEST, 23.50 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 293.25 FEET; THENCE NORTH 89 DEGREES 10 MINUTES 23 SECONDS WEST, 19.00 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 31.00 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 23 SECONDS EAST, 10.00 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 123.00 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 23 SECONDS EAST, 282.50 FEET; THENCE NORTH 00 DEGREES 49 MINUTES 37 SECONDS EAST, 123.00 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 23 SECONDS EAST, 283.00 FEET; THENCE NORTH 00 DEGREES 49 MINUTES 37 SECONDS EAST ALONG A LINE 9.5 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID LOT 1, A DISTANCE OF 691.73 FEET; THENCE NORTH 36 DEGREES 03 MINUTES 40 SECONDS WEST, 33.80 FEET TO THE POINT OF BEGINNING, CONTAINING, 9.819 ACRES, MORE OR LESS.

WAL-MART TRACT

TRACT 2 LEGAL DESCRIPTION

THOSE PARTS OF LOTS 1 AND 2 IN A.B. DICK COMPANY SUBDIVISION, BEING A SUBDIVISION OF PART OF THE SOUTHEAST QUARTER OF SECTION 29, TOWNSHIP 41 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED DECEMBER 3, 1992 AS DOCUMENT NUMBER 92907082, IN COOK COUNTY, ILLINOIS, DESCRIBED AS FOLLOWS; COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 1; THENCE SOUTH 89 DEGREES 53 MINUTES 46 SECONDS WEST ALONG THE NORTH LINE OF SAID LOT 1, A DISTANCE OF 579.37 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 110.64 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 23 SECONDS EAST, 36.79 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 274.94 FEET; THENCE NORTH 89 DEGREES 10 MINUTES 23 SECONDS WEST, 22.50 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 295.25 FEET; THENCE NORTH 89 DEGREES 10 MINUTES 23 SECONDS WEST, 19.00 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 31.00 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 23 SECONDS EAST, 10.00 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST, 123.00 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 23 SECONDS EAST, 282.50 FEET; THENCE NORTH 00 DEGREES 49 MINUTES 37 SECONDS EAST, 123.00 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 23 SECONDS EAST, 283.00 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 37 SECONDS WEST ALONG A LINE 9.5 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID LOT 1, A DISTANCE OF 486.37 FEET; THENCE SOUTH 37 DEGREES 30 MINUTES 39 SECONDS WEST, 32.58 FEET TO THE SOUTH LINE OF SAID LOT 2; THENCE SOUTH 89 DEGREES 53 MINUTES 56 SECONDS WEST ALONG SAID SOUTH LINE OF LOT 2 AND THE SOUTH LINE OF SAID LOT 1, A DISTANCE OF 1009.77 FEET; THENCE NORTH 00 DEGREES 06 MINUTES 02 SECONDS WEST, 1235.82 FEET TO SAID NORTH LINE OF LOT 1; THENCE NORTH 89 DEGREES 53 MINUTES 46 SECONDS EAST ALONG SAID NORTH LINE, 482.96 FEET TO THE POINT OF BEGINNING, CONTAINING 19.752 ACRES, MORE OR LESS.

P. 10 # : 10-29-403-018-0000
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DEVELOPER TRACT