

GENERAL SERVICES ADMINISTRATION PUBLIC BUILDINGS SERVICE LEASE AMENDMENT	LEASE AMENDMENT No. 1
	TO LEASE NO. GS-08P-14744
ADDRESS OF PREMISES 2200 North Maple Avenue Suite 301 Rapid City, SD 57701-7854	PDN Number: N/A

THIS AMENDMENT is made and entered into between
 SM Rushmore Mall, LLC

whose address is: 2200 North Maple Avenue
 Rapid City, SD 57701-7854

hereinafter called the Lessor, and the **UNITED STATES OF AMERICA**, hereinafter called the Government:

WHEREAS, the parties hereto desire to amend the above Lease to confirm TI and Shell allocations, and to issue Notice to proceed with specified architectural work.

NOW THEREFORE, these parties for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, covenant and agree that the said Lease is amended, effective June 6, 2014 as follows:

Paragraph 1.07 DOCUMENTS INCORPORATED IN THE LEASE (JUN 2012) is hereby deleted and replaced with the following:

"1.07 DOCUMENTS INCORPORATED IN THE LEASE (SEP 2013)

The following documents are attached to and made part of the Lease: DOCUMENT NAME	NO. OF PAGES	EXHIBIT
FLOOR PLAN(S)	1	A
AGENCY SPECIAL REQUIREMENTS	63	B
SECURITY REQUIREMENTS	3	C
SECURITY UNIT PRICE LIST	2	K
GSA FORM 3517B GENERAL CLAUSES	46	E
GSA FORM 3518, REPRESENTATIONS AND CERTIFICATIONS	10	H
SHELL VS. TI ALLOCATIONS PER 8-15-13 CALL	1	I

Paragraph 7.02 NOTICE TO PROCEED WITH TENANT IMPROVEMENTS is hereby added to the lease:

"7.02 NOTICE TO PROCEED WITH TENANT IMPROVEMENTS

- A. The Government has reviewed the Lessor's pricing for the Change Order (CO) per the table in Paragraph B and determined it to be fair and reasonable. Based upon the Lessee's revised Design Intent Drawing(s) (DID), as per electronic file name "Rapid City Drawing to Team 25 JUN 14.pdf", as modified on 6/25/2014 at 5:10:56 PM said amount includes all costs and fees required to revise Construction Drawings up to 100% submittal; as outlined per the Lease in Exhibit B 11.1 e, provided however, such amount is subject to change if Lessee makes additional design changes in the future. This Lease Amendment memorializes in the Lease the Government's approval and Notice to Proceed for Tenant Improvements in the total amount of \$14,465.00.

B.

TI PRICING/ CO#	DESCRIPTION	AMOUNT	STATUS
CD PRODUCTION	PREVIOUS CONSTRUCTION DRAWING A/E FEES UP TO 75%	\$6,125.80	PREVIOUSL Y ACCEPTED
CO #1	BACKGROUND PLAN LAYOUT FOR TENANT'S ENGINEERS AND REVISION OF PREVIOUSLY COMPLETED CONSTRUCTION DRAWINGS UP TO 100% COMPLETION.	\$14,465.00	APPROVED 6/2/2014

This Lease Amendment contains 7 pages

All other terms and conditions of the lease shall remain in force and effect.
IN WITNESS WHEREOF, the parties subscribed their names as of the below date.

FOR THE LESSOR:

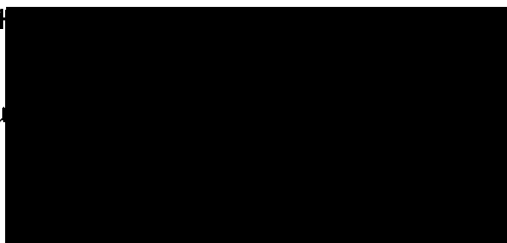


Signature:
Name:
Title:
Entity Name:

Limited Liability Company, by Washington Prime Group, L.P., an
Indiana limited partnership, its sole member, by Washington Prime Group Inc.,
an Indiana corporation, its general partner

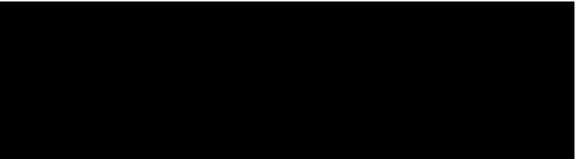
Date: August 8, 2014

FOR THE



Signature:
Name:
Title:
Date:

WITNES:



Signature:
Name:
Title:
Date:

Administrative Assistant
August 8, 2014