

STATE OF SOUTH CAROLINA )  
 )  
 COUNTY OF GREENVILLE )

ASSIGNMENT OF LEASE AND  
 ASSUMPTION AGREEMENT

WHEREAS, HAYWOOD PROPERTIES, a South Carolina limited partnership, leased certain property described herein to HAYWOOD MALL, INC., a Georgia corporation and MONUMENTAL PROPERTIES TRUST, a trust formed and organized under the laws of the State of Maryland, joint venturers doing business as HAYWOOD MALL ASSOCIATES, and

WHEREAS, MONUMENTAL CORPORATION, a Maryland corporation (successor by merger to Monumental Properties, Inc., a Maryland corporation which had merged previously with Monumental Haywood, Inc., a Maryland corporation), is a joint venturer in HAYWOOD MALL ASSOCIATES, and

WHEREAS, HAYWOOD MALL, INC., MONUMENTAL PROPERTIES TRUST, and MONUMENTAL CORPORATION, individually and as joint venturers, doing business as HAYWOOD MALL ASSOCIATES, desire to assign all rights, title, interest and options in the below described instruments, each entitled "lease".

NOW THEREFORE, FOR VALUE RECEIVED, the undersigned HAYWOOD MALL, INC., MONUMENTAL PROPERTIES TRUST, and MONUMENTAL CORPORATION, individually and as joint venturers, doing business as HAYWOOD MALL ASSOCIATES, hereby transfer and assign to SEARS, ROEBUCK AND CO., a New York corporation (hereinafter referred to as "SEARS"), all of its and their rights, title, interest and options in, to and under the Lease between HAYWOOD PROPERTIES (Owner) and HAYWOOD MALL, INC. and MONUMENTAL PROPERTIES TRUST, a joint venture doing business as HAYWOOD MALL ASSOCIATES, dated June 23, 1978 and recorded in the Office of the Register of Mesne Conveyance for Greenville County, South Carolina, in Deed Book Vol. 1087 at page 508, on September 15, 1978, and also all rights, title, interest and options contained in the unrecorded lease agreement between HAYWOOD PROPERTIES, a limited partnership (therein called

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