

STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

GREENVILLE CO. S.C.

15 3 23 PM '77

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For True Consideration See App. 1  
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ASSIGNMENT OF LEASE AND ASSUMPTION AGREEMENT

FOR VALUE RECEIVED, the undersigned, RPSC, INC. (herein referred to as "RPSC"), a Georgia corporation qualified to do business in the State of South Carolina hereby transfers and assigns to MONUMENTAL HAYWOOD, INC., a Maryland corporation qualified to do business in the State of South Carolina [as to one-half (1/2) undivided interest] and to HAYWOOD MALL, INC., a Georgia corporation qualified to do business in the State of South Carolina [as to one-half (1/2) undivided interest] (Monumental Haywood, Inc. and Haywood Mall, Inc. being herein collectively referred to as the "Joint Venture"), all of its rights, title, interest and options in, to and under (i) the Lease dated September 14, 1976, between RPSC, as lessee, and New South Development Co. (herein referred to as "New South"), a South Carolina general partnership, as lessor, which Lease is being held, in escrow, pursuant to the terms of the Escrow Agreement (herein referred to as the "Escrow Agreement") among RPSC, New South and The Citizens and Southern National Bank of South Carolina dated September 14, 1976, and (ii) the Escrow Agreement.

The Joint Venture by joining in the execution hereof, assumes and agrees to make, perform and keep all of the covenants, conditions and agreements of the Lease by RPSC to be made, kept and performed from after the date of this Assignment; provided, however, that New South shall continue to have any rights against RPSC up to the date of this Assignment which rights shall not be affected, reduced or vitiated hereby.

IN WITNESS WHEREOF, the undersigned have hereunder set their hands and seals as of the 5<sup>th</sup> day of May, 1977.

Signed, sealed and delivered,  
as to RPSC, in the presence of:

[Signature]  
Witness  
[Signature]  
Witness

"RPSC"  
RPSC, INC.  
By: [Signature]  
Its: VICE PRESIDENT  
Attest: [Signature]  
VICE PRESIDENT  
[CORPORATE SEAL]

Signed, sealed and delivered,  
as to Haywood Mall, Inc., in  
the presence of:

[Signature]  
Witness  
[Signature]  
Witness

"JOINT VENTURE"  
HAYWOOD MALL, INC.  
By: [Signature]  
Its: VICE PRESIDENT  
Attest: [Signature]  
VICE PRESIDENT  
[CORPORATE SEAL]

Signed, sealed and delivered,  
as to Monumental Haywood, Inc.,  
in the presence of:

[Signature]  
Witness  
[Signature]  
Witness

MONUMENTAL HAYWOOD, INC.  
By: [Signature]  
Its: V.P.  
Attest: [Signature]  
Asst Sec  
[CORPORATE SEAL]

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