

FIRST AMENDMENT TO
EASEMENT AGREEMENT

THIS FIRST AMENDMENT, made as of the 30th day of August, 1978, by and among HAYWOOD MALL, INC., a Georgia corporation, and MONUMENTAL PROPERTIES TRUST, a trust formed and organized under the laws of the State of Maryland, a joint venture doing business under the name HAYWOOD MALL ASSOCIATES (hereinafter referred to as the "Developer"), the J. C. PENNEY COMPANY, INC., a Delaware corporation, and the J. C. PENNEY PROPERTIES, INC., a Delaware corporation (herein collectively referred to as "Penney"), FEDERATED DEPARTMENT STORES, INC., a Delaware corporation (hereinafter referred to as "Federated"), SEARS, ROEBUCK AND CO., a New York corporation (hereinafter referred to as "Sears"), NEW SOUTH DEVELOPMENT CO., a South Carolina general partnership (hereinafter referred to as "New South") and HAYWOOD PROPERTIES, a South Carolina limited partnership (hereinafter referred to as "Haywood").

W I T N E S S E T H:

WHEREAS, the Developer, Penney, Federated, Sears, New South and Haywood did make and enter into that certain Easement Agreement dated June 26, 1978 (herein referred to as the "Easement Agreement"); and

WHEREAS, the Developer, Penney, Federated, Sears, New South and Haywood desire to amend the Easement Agreement; and

WHEREAS, Monumental Properties Trust by merger and transfer is the successor to Monumental Haywood, Inc., a Maryland corporation.

NOW, THEREFORE, in consideration of the premises and Ten Dollars (\$10.00) in hand paid by each party to the other

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