

Section 10.14. Gender. The use herein of (i) the singular number shall be deemed to mean the plural, (ii) the masculine gender shall be deemed to mean the feminine or neuter and (iii) the neuter gender shall be deemed to mean the masculine or feminine whenever the sense and context of this Agreement so requires.

Section 10.15. Section Headings. The Section headings of this Agreement are for convenience and reference only and in no way define or limit the scope or content of this Agreement or in any way affect its provisions.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement the day and year first above written.

Signed, sealed and delivered, as to Developer, in the presence of

"DEVELOPER"
HAYWOOD MALL, INC.
a Georgia corporation

Amy Zoe Berkefeld
Witness
Richard G. Craig
Witness

By: Noah H. Long
Its: PRESIDENT
Attest: J. Kent Cole
Vice President
[CORPORATE SEAL]

J. W. Pellur
Witness
Justin D. Purks
Witness

MONUMENTAL HAYWOOD, INC.,
a Maryland corporation
By: J. M. [Signature]
Its: PRES
Attest: Emmanuel D. Wilber
Asst Sec.
[CORPORATE SEAL]

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

"PENNEY PROPERTIES"
J. C. PENNEY PROPERTIES, INC.
a Delaware corporation

Carl Spator
Witness
Robert W. Barber
Witness

By: [Signature]
Vice President
Attest: Cornelius [Signature]
Assistant Secretary
[CORPORATE SEAL]



4328 RV-2