

shall be binding upon the parties, and each of them, their respective successors in interest, assigns, heirs, personal representatives and any and all other persons, firms, or corporations having or hereafter acquiring any right, title or interest in and to all or any part of the Subject Property or Parcel III and all benefits deriving therefrom shall inure to the benefit of all persons, firms, or corporations having or acquiring any interest in all or any part of the Subject Property. Anything herein to the contrary notwithstanding, only the then fee owners of the Subject Property and the Great Atlantic & Pacific Tea Company, Inc. [for so long as it holds any interest in the Subject Property (it being understood that if it assigns any leasehold interest it shall be deemed to hold an interest in the Subject Property)] may amend this Declaration and such amendment shall be binding upon all persons, firms and corporations having or acquiring any interest in any portion of the Subject Property.

2. General Use. (a) The Subject Property and Parcel III may be used for the retail sale of goods and services and operations incidental thereto, the conduct of other businesses and professions as are customarily carried on in shopping centers and for parking and Service Facilities (as hereinafter defined) and for no other purpose. Parcel I may contain a maximum of tenthousand (10,000) square feet of office space and all office space on Parcel I shall be used solely for purposes customarily carried on in shopping centers and for no other purpose; anything herein to the contrary notwithstanding, Parcel III may be used for a service station.

(b) So long as Second Party, its sub-lessees, successors or assigns, shall operate a supermarket on any portion of Parcel II, neither Parcel I nor Parcel III nor any part thereof shall be used as or for a supermarket, bakery, grocery store, convenience food store or food department or for the sale of meat, fish, poultry or produce or milk in containers.

(c) So long as Second Party, its sub-lessees, successors or assigns, shall operate a pharmacy on any portion of Parcel II or use any portion of Parcel II for the sale of any products requiring the presence or services of a registered