

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 10.18. 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

Gray Joe Hershfeld
Witness

Richard G. Craig
Witness

"DEVELOPER"

HAYWOOD MALL, INC.
a Georgia corporation

By: Noah D. Long
Its: PRESIDENT

Attest: L. Kent Cole
VICE PRESIDENT

[CORPORATE SEAL]

J. V. Dellar
Witness

Jason R. Parker
Witness

MONUMENTAL HAYWOOD, INC.,
a Maryland corporation

By: J. M. [Signature]
Its: Vice President

Attest: Emmanuel L. Walden
Assistant Secretary

[CORPORATE SEAL]

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

Carl Spator
Witness

John W. Guber
Witness

"PENNEY COMPANY"

J. C. PENNEY COMPANY, INC.,
a Delaware corporation

By: [Signature]
Its: Vice President

Attest: Comelius [Signature]
Assistant Secretary

[CORPORATE SEAL]

