

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

Amy Zoe Hershenfeld
Witness
Linda G. King
Witness

"DEVELOPER"
HAYWOOD MALL, INC.
a Georgia corporation

By: Noah H. Long Jr
Its: PRESIDENT
Attest: Robert Rose
VICE-PRESIDENT
[CORPORATE SEAL]

J. V. Sullivan
Witness
Jason R. Purton
Witness

MONUMENTAL HAYWOOD, INC.,
a Maryland corporation

By: James J. [Signature]
Its: PRES.
Attest: Emmanuel S. Wheeler
Asst. Sec.
[CORPORATE SEAL]

Signed, sealed and de-
livered, as to Federated,
in the presence of

Nancy Morrison
Witness
Del P. Beuhlt
Witness

"FEDERATED"
FEDERATED DEPARTMENT STORES, INC.,
a Delaware corporation

By: James B. Schuch
Its: President
Attest: Harold [Signature]
Asst. Sec.
[CORPORATE SEAL]

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