

are operating their respective Facilities as department stores or retail mercantile establishments in the nature of a department store, continually operate the Mall on all normal business days, evenings and nights as is general retail practice in Greenville, South Carolina, under the name "Haywood Mall" in a manner consistent with the best standards of regional shopping center practice and shall use its best efforts to keep all store space in the Developer Facilities leased such that the Shopping Center will be utilized to the maximum extent possible for retail purposes. The Developer covenants and agrees that provided Sears is operating or causing to be operated a department store or retail mercantile establishment in the nature of a department store in the Sears Building and the Developer Facilities are open for business, it will not obstruct or in any way interfere with the free and uninterrupted flow of pedestrian traffic between the Sears Building and the Mall, on both of its levels, through the aforesaid entrances during all hours that the Mall is open to the public.

Section 5.03. Operation of Business by Sears. Except as otherwise provided in this Agreement, the Developer shall have no right or power to regulate Sears in the manner of operation of its business on the Sears Site. Notwithstanding the foregoing, Sears shall conduct business on all normal business days, evenings and nights as are general retail business practice for Greenville, South Carolina area.

Section 5.04. Leases and Concessions. Without in any way affecting the obligations of Sears under Section 5.01 hereof, Sears may lease portions of the Sears Building or license departments thereof or grant concessions therein to other parties; provided, however, that any such lease, license or concession shall be solely for the purpose of operating specific departments of the retail operations of