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

Hazel F. Robinson
Witness

Betty Sanders
Witness

"BELK"

BELK-SIMPSON COMPANY,
a South Carolina corporation

By: Sarah Belk Gambrell
Its: President

Attest: [illegible]
Its: Secretary
Asst

[CORPORATE SEAL]

STATE OF GEORGIA)
SS.:
COUNTY OF COBB)

Personally appeared before me the undersigned witness and made oath that (s)he saw the within named Haywood Mall, Inc., acting through R. Kent Rae and John W. Moore, its Vice Pres. and Asst. Sec., respectively, sign, seal and as its act and deed deliver the within Agreement and that (s)he, together with Carolyn L. Powers, whose name is also subscribed above, witnessed the execution thereof.

Sworn to before me this 19th day of January, 1981.

Judy S. Edmiston
Notary Public for

Judith B. Gadberry

My Commission expires: Notary Public, Georgia, State at Large
My Commission Expires [illegible]

STATE OF NEW YORK)
SS.:
COUNTY OF NEW YORK)

Personally appeared before me the undersigned witness and made oath that (s)he saw the within named Corporate Property Investors, acting through Hans C. Mautner, its President, sign, seal and as its act and deed deliver the within Agreement and that (s)he, together with Mitchell Freeman, whose name is also subscribed above, witnessed the execution thereof.

Sworn to before me this 29 day of January, 1981.

Camille Uhl (Driggers)
Notary Public for

Carol D. Major

CAMILLE UHL
Notary Public, State of New York
No. 41-4704117
Qualified in Queens County
Commission Expires March 30, 1981

My Commission expires:

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