

6/14/78

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WHEREAS, an Easement Agreement has been executed which provides that certain portions of the Entire Premises and the Adjoining Premises as generally shown on the Plot Plan shall be subjected to certain perpetual easements for access and for utilities; and

WHEREAS, it is the mutual desire of the parties hereto that the Developer shall develop an integrated and unified Shopping Center on the Developer Site, and that each of the Department Stores shall construct its Facilities on the respective Site of each pursuant to the terms hereof and the terms of its respective Supplemental Operating Agreements, and that the Entire Premises shall be developed substantially in accordance with the Plot Plan showing the Federated Site, the Penney Site, the Sears Site, the Developer Site, the proposed buildings within the Permissible Building Lines, improvements, parking facilities, roadways, entrances, exits, landscaped areas and other improvements to be constructed thereon, and that thereafter the Entire Premises shall be jointly operated as a shopping center pursuant to the terms hereof and the Supplemental Operating Agreements; and

WHEREAS, each party represents and warrants to the others that it has full right and lawful authority to enter into this Agreement for the full term hereof.

NOW, THEREFORE, in consideration of the foregoing, the mutual agreements herein contained and other good and valuable consideration to each of the parties hereto paid by the other, the receipt and sufficiency whereof are acknowledged, it is hereby mutually covenanted and agreed as follows:

ARTICLE I

GENERAL

Section 1.01. Exhibits. Attached hereto and forming a part of this Agreement are the following Exhibits:

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