

a legal interest in the property described in the Deed and the Trust held beneficial title to such property, and the Trust now has the full, absolute, and exclusive power, control and authority over the interest in Haywood Mall Associates formerly owned by Monumental Haywood, Inc.

D. Lawyers Title Insurance Corporation has requested that the Corporation and the Trust ratify and confirm the Deed and several documents in connection with, and affecting title to, the property described in the Deed.

NOW THEREFORE, the Corporation and the Trust declare as follows:

1. Subject to the terms of paragraph 4 hereof, the Corporation and the Trust do hereby ratify and confirm each of the following documents which were executed by Monumental Haywood, Inc. prior to June 30, 1978:

a) Operating Agreement among Haywood Mall, Inc. and Monumental Haywood, Inc., a joint venture d/b/a Haywood Mall Associates, J. C. Penney Company, Inc. and J. C. Penney Properties, Inc., Federated Department Stores, Inc., and Sears, Roebuck and Co., dated June 26, 1978, recorded September 15, 1978, in Deed Book 1087, Page 576, Office of the RMC, Greenville County, South Carolina.

b) Easement Agreement among Haywood Mall, Inc. and Monumental Haywood, Inc., a joint venture d/b/a Haywood Mall Associates, J. C. Penney Company, Inc., J. C. Penney Properties, Inc., Federated Department Stores, Inc., Sears, Roebuck and Co., New South Development Co. and Haywood Properties dated June 26, 1978, recorded September 15, 1978, in Deed Book 1087, Page 690, aforesaid records.

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