



BOOK 1149-975

TERM AGREEMENT

THIS AGREEMENT, made as of this 17<sup>th</sup> day of January, 1981, among HAYWOOD MALL, INC., a Georgia corporation, and BELLWETHER PROPERTIES, L.P., a joint venture doing business under the name HAYWOOD MALL ASSOCIATES (herein referred to as the "Developer"), J. C. PENNEY COMPANY, INC., a Delaware corporation, and J. C. PENNEY PROPERTIES, INC., a Delaware corporation (herein collectively referred to as "Penney"), FEDERATED DEPARTMENT STORES, INC., a Delaware corporation (herein referred to as "Federated"), SEARS, ROEBUCK AND CO., a New York corporation (herein referred to as "Sears"), and BELK-SIMPSON COMPANY, a South Carolina corporation (hereinafter referred to as "Belk").

WITNESSETH:

WHEREAS, Developer, Federated, Penney and Sears did enter into that certain Operating Agreement dated June 26, 1978, recorded in the Office of the Register of Mesne Conveyances, Greenville County, South Carolina in Deed Book 1087, Page 576, as amended by First Amendment to Operating Agreement dated as of August 30, 1978, made among the same parties, recorded in said Register's Office in Deed Book 1087, Page 683, and by Second Amendment to Operating Agreement dated May 18, 1979 made among the same parties, together with Belk, (collectively, "Operating Agreement"), all relating to the development and operation of Haywood Mall Shopping Center situated in Greenville, County, South Carolina; and

WHEREAS, the term of the Operating Agreement, as set forth in Section 10.14 thereof, is measured from the "Opening Date", i.e., the date by which Developer and any two of the aforementioned department stores shall have opened their "Facilities" for business with the public; and

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RETURN RECORDED DOCUMENT TO:  
Jeffrey S. Pollard  
J. C. Penney Company, Inc.  
P. O. Box 4814  
Atlanta, Georgia 30302

This instrument was prepared by Richard P. Rubenoff, Attorney at Law, J.C. Penney Company, Inc., 10 Peachtree Street, N. E., Atlanta, Georgia 30303

Location	GREENVILLE, S.C.
	Haywood Mall
Store No.	695
	Southeastern Region

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