

discharged or terminated orally, but only by an instrument signed by the party against whom enforcement of such amendment, modification, waiver, discharge or termination is sought. If any provision of this Assignment or any application thereof shall be invalid or unenforceable, the remainder of this Assignment and any other application of such provision shall not be affected thereby. This Assignment may be executed in any number of counterparts, each of which shall be an original, and such counterparts shall together constitute but one and the same instrument.

Corporate Property Investors refers to the trustees under the Amended and Restated Declaration of Trust, dated June 15, 1978, as amended, and filed in the office of the Secretary of the Commonwealth of Massachusetts. The obligations of Grantor do not constitute personal obligations of the trustees, officers, shareholders, employees or agents of Grantor. Grantee shall look solely to the assets of Grantor for satisfaction of any liability of Grantor and will not seek recourse against such trustees, officers, shareholders, employees or agents or any of them or any of their personal assets for such satisfaction.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed under seal as of the date first above written.

BELLWETHER PROPERTIES, L.P.  
(Grantor),

by CORPORATE PROPERTY INVESTORS,  
General Partner,

by *Peter J. Depina*  
Peter J. Depina  
its Vice President-General Counsel

WITNESSES:  
*Barbara Green*  
*Rosmilda Frauss*  
As to Grantor

Date of Execution 12/16/84

