

agreement between said Lessor and Lessee, dated April 15, 1969 (said Lease and Modification thereof being hereinafter collectively referred to as ("Ground Lease")); a Memorandum of said Ground Lease was recorded in the R.M.C. Office for Greenville County, South Carolina on April 21, 1969, in Deed Book 866, at Page 321, and

WHEREAS, GREENVILLE, as Tenant, entered into a Lease with U.S.I.F. Bell Towers Corp., as Landlord, dated as of May 15, 1969, a Memorandum of Lease and Agreement dated October 21, 1970, which Lease was modified by Agreement between said Landlord and Tenant dated October 21, 1970 (said Lease, Memorandum and Agreement, and Modification thereof being hereinafter collectively referred to as ("Sub-Ground Lease")), covering the same premises as in the aforementioned Ground Lease with Furman University, and

WHEREAS, BELL TOWER by an Assignment and Assumption Agreement dated as of July 15, 1969 assigned, transferred and conveyed to GREENVILLE, all of its right, title and interest in and to all of the sub-leases with Tenants in the aforesaid Shopping Center known as Bell Tower Shopping Center, and

WHEREAS, subsequent to May 15, 1969 certain sub-leases have been entered into by BELL TOWER, as Lessor or Landlord, and by GREENVILLE, as Lessor or Landlord.

WHEREAS, the parties hereto desire to ratify the actions of the respective corporations in entering into said sub-leases and to affirm the validity of the execution of same, although recordation of pertinent