

ARTICLE VIIIADDITIONS: ALTERATIONS: PROHIBITED CONSTRUCTION
AND CHANGES TO COMMON FACILITIES

Section 8.01. Prohibited Construction. The Developer and the Department Stores shall not, without the prior approval of the other parties hereto, construct on the Entire Premises (i) any facilities for the parking of motor vehicles other than at grade level and in the location shown therefor on the Plot Plan or the Design Plan, (ii) any building or structure which exceeds two (2) stories in height above grade level; provided, however, that in no event, shall said two story building or structure exceed 50 feet in height above grade level, (iii) any additional building or additions to an existing building except within the Permissible Building Lines or (iv) any improvement or replacement of or alteration or addition to any Facilities which does not conform with the general exterior architectural treatment [including the appearance of the construction material used] of the initial Facilities affected thereby, or, in the event of any replacement, of the Facilities being replaced.

Section 8.02. Additions. The Developer and the Department Stores may, at their own cost and expense, make additions to their respective Facilities, provided the additions to such Facilities (including, but not limited to, the detached accessory building of Federated) (i) constitute a horizontal expansion and are constructed within the Permissible Building Lines shown on the Plot Plan, (ii) are not prohibited by the express terms of this Agreement or the Supplemental Operating Agreements between the Developer and each of the Department Stores, (iii) will not substantially change the exterior architectural design treatment thereof unless expressly provided for in this Agreement, the Plot Plan or the Design Plan, (iv) are substantially similar in