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other place on its Site as it shall designate. Any such relocation shall (i) be made at the sole cost and expense of the party making such relocation, (ii) not materially interfere with the access or materially adversely affect the orderly flow of vehicular traffic (other than the temporary inconvenience during the installation of the relocation of such portion of the Permanent Access Easement) of the Developer, Penney, Sears and/or Federated as the owners and/or lessees of their respective Sites and New South as the owner of the Adjoining Premises and (iii) be performed in accordance with sound and good engineering practices, and, after commencement, be continuously and diligently prosecuted to completion.

(c) Termination of Permanent Access Easement.

At such time that the Entire Premises is no longer being used as a retail shopping center, the parties agree that (i) the portion of the Permanent Access Easement located on the Sears Site shall expire and terminate by limitation and (ii) with respect to Sears only, the easement granted pursuant to Paragraph 1 hereof over that portion of the Permanent Access Easement located on the Federated Site shall expire and terminate by limitation.

5. Maintenance of Utilities. The Developer and each of the Department Stores shall each maintain and repair, as necessary, any Utility System traversing its Site. In the event the Developer or any of the Department Stores fail to maintain and repair any Utility System traversing its Site, any beneficiary of the easement for the Utility System which is identified in Paragraphs 2 and 3 hereof may, after giving such notice as is reasonable under the circumstances to the party failing to make such maintenance and/or repair and if said party shall have failed to commence such maintenance and repair on or before five (5) days after the receipt thereof, enter upon the Site upon which such Utility System is located and perform the necessary maintenance and/or repair. The cost and expense of such maintenance and repair shall be allocated in accordance with the terms of