

Operating Agreement are hereby expressly incorporated herein and by this reference made a part hereof. In the event of any conflict between the provisions hereof and the provisions of the Operating Agreement, the provisions of the Operating Agreement shall control.

Section 1.04. Defined Terms. Unless otherwise defined herein or unless the context of the use of the term otherwise requires, any term used herein, the initial letters of which are capitalized, shall have the same meaning attributed thereto as in the Operating Agreement.

Section 1.05. Modification of Supplemental Operating Agreements. The Developer agrees that it shall not modify or amend the Supplemental Operating Agreement between the Developer and any other Department Store without the consent of Federated. Provided Federated shall not be in default under its operating covenant set forth in Section 6.01 hereof, the Developer agrees that, without first obtaining the written consent of Federated, it shall not voluntarily, by formal written agreement, modify or amend the operating covenant of Sears set forth in Article V of the Supplemental Operating Agreement between the Developer and Sears such that the term thereof is reduced below that which is required under said Supplemental Operating Agreement with Sears, the minimum and/or maximum size of the department store building to be constructed by Sears is modified or changed from that which is required under said Supplemental Operating Agreement with Sears, the name under which Sears is required to operate is changed from that which is required under said Supplemental Operating Agreement with Sears and the number of entrances to the Mall is changed from that which is required under said Supplemental Operating Agreement with Sears. In the event the Developer modifies or amends the operating covenant of Sears as herein prescribed without the prior written consent of Federated, Federated may, upon giving notice to