

Section 9.13. Section Headings. The Section headings of this Agreement are for convenience and reference only and in no way define or limit the scope or content of this Agreement or in any way affect its provisions.

Section 9.14. Prohibition on Transfer. Haywood Mall, Inc. agrees that, except as otherwise permitted pursuant to the terms of Section 9.03 of the Operating Agreement, it shall not transfer or convey its interest in the Developer Site prior to the Opening Date of the Shopping Center. From and after the Opening Date of the Shopping Center, the terms and provisions of this Section 9.14 shall be null and void and of no further force or effect.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement the day and year first above written.

Signed, sealed and delivered, as to Developer, in the presence of

"DEVELOPER"

HAYWOOD MALL, INC.
a Georgia corporation

Amy Joe Chewerfeld
Witness

By:

Its:

Neal H. Long Jr.
PRESIDENT

Attest:

Pat Gore
VICE-PRESIDENT

Brandon G. Craig
Witness

[CORPORATE SEAL]