

No trustee, officer, employee, representative or agent of the Monumental Properties Trust and no holder of Trust Units shall be held to any personal liability in connection with this instrument or any obligation entered into, by or on behalf of the Trust, and only the property of the Trust shall be available for the satisfaction of Trust obligations.

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

Signed, sealed and delivered, as to Haywood Mall, Inc. in the presence of

Witness

A. Gust Dwyer
Mary E. Creighton

"DEVELOPER"

HAYWOOD MALL, INC.
a Georgia corporation

By:

L. Kent Goe
U.P.

Attest:

[Signature]
[CORPORATE SEAL]

Signed, sealed and delivered, as to Monumental Properties Trust in the presence of

Witness

A. Gust Dwyer
Mary E. Creighton

MONUMENTAL PROPERTIES TRUST,
a Maryland trust

By:

Emmanuel X. Wilder (SEAL)
General Mgr.

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

Witness

M. Emma Stiver
Sue R. Harris

"SEARS"

SEARS, ROEBUCK AND CO.,
a New York corporation

By:

Attest:

[Signature]
Exec. Vice President
R. G. Wilkes, Assistant Secretary
[CORPORATE SEAL]

TB
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