

GREENVILLE CO. S.
Hartford
Partnership

**COLLATERAL ASSIGNMENT OF LEASES
AND OPERATING AGREEMENT**

WHEREAS, GREENVILLE MALL PARTNERS, a Texas partnership (hereinafter called "Assignor"), is the owner of certain premises located in Greenville, South Carolina, all as more particularly described in Exhibit "A" attached hereto and made a part hereof; and

WHEREAS, the said premises are subject to certain lease agreements, the Lessor's rights under which were assigned to Assignor by First Hartford Realty Corporation by an Assignment of Leases dated June 14, 1978, all of which lease agreements are identified by Tenant and date of execution in Exhibit "B" attached hereto and made a part hereof, and the said premises are subject to a certain Construction, Operating and Reciprocal Easement Agreement executed by First Hartford Realty Corporation, Mercantile Properties, Inc. and J.B. White & Company, dated February 25, 1976 which was assigned to Assignor by First Hartford Realty Corporation by Assignment of Construction, Operating and Reciprocal Easement Agreement dated June 14, 1978 (the said agreements, together with such other lease agreements as may be executed by Assignor and tenants with respect to the premises and approved by Assignee as that term is hereinafter defined hereinafter collectively referred to as the "Lease and Operating Agreements"); and

WHEREAS, Assignor has executed and delivered to THE PHILADELPHIA SAVING FUND SOCIETY (hereinafter called "Assignee") its certain Note in the principal sum of \$12,000,000,

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