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GREENVILLE CO. S.C.
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DONNIE S. TANKERSLEY
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230 Park Avenue
New York, N.Y. 10017

ASSIGNMENT AND ASSUMPTION AGREEMENT
OF JOINT VENTURE INTEREST

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) and for other valuable consideration, MONUMENTAL PROPERTIES TRUST, a trust governed by the laws of Maryland ("Assignor") and MONUMENTAL CORPORATION, a Maryland corporation and a successor by merger to Monumental Properties, Inc., a Maryland corporation [successor by merger to Monumental Haywood, Inc., a Maryland corporation] hereby sell, transfer, assign and set over to Bellwether Properties, L.P. ("Assignee"), all of Assignor's 50% interest in Haywood Mall Associates, a South Carolina joint venture comprised of Assignor and Haywood Mall, Inc., a Georgia corporation qualified to do business in the State of South Carolina, all pursuant to the terms of a Joint Venture Agreement dated May 5, 1977, as amended by a First Amendment to Joint Venture Agreement, dated August 31, 1979 (the "Agreement").

Assignee hereby accepts said assignment and hereby (i) assumes and agrees to perform and comply with all the obligations of Assignor under the Agreement and (ii) agrees to indemnify and hold harmless Assignor/and Monumental Corporation from any expense, claim, liability or other matter, including attorneys' fees, relating to the period after this date with respect to the

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