

Greenville County, South Carolina; the "Lessee's" interest in the Federated Lease being subsequently assigned by Haywood to Federated Department Stores, Inc. (hereinafter referred to as "Federated") by Assignment of Lease and Assumption Agreement dated June 23, 1978 and recorded in Volume 1087, page 566, Office of the Clerk of RMC, Greenville County, South Carolina;

WHEREAS, Haywood has requested that Connecticut General increase said construction loan from \$16,300,000.00 to \$21,600,000.00 and pursuant thereto Haywood, Monumental and Connecticut General have on even date entered into an indenture amending the Mortgage to reflect said loan increase, which amendment is to be filed on or about the date hereof in the Office of the Clerk of RMC, Greenville County, South Carolina (the Mortgage, as thus amended, being hereinafter referred to as the "Amended Mortgage");

WHEREAS, as a condition precedent to the consummation of said loan increase, Connecticut General has required that the Mortgage be expanded to encumber the Federated Property subject to the Federated Lease, but Haywood has been unable to comply with such condition inasmuch as the Federated Lease prohibits the "Lessor" from mortgaging its interest in the Federated Property and Federated has declined to amend the Federated Lease to permit such mortgage; and

WHEREAS, in order to induce Connecticut General to consummate said loan increase without simultaneously expanding the Mortgage to encumber the Federated Property, Haywood has agreed to grant to Connecticut General an option to purchase the Federated Property subject to the Federated Lease upon the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration in hand paid by Connecticut General to Haywood, the receipt and sufficiency whereof is hereby acknowledged by Haywood, the parties hereby covenant and agree as follows:

1. Option. Haywood hereby grants unto Connecticut General an irrevocable exclusive option (hereinafter referred to as the "Option") to purchase the Federated Property upon and subject to the terms and conditions hereinafter set forth.

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