

and agree on behalf of themselves, their successors and assigns, as covenants running with the land as to the shopping center owned by Maxwell and the Outparcels in perpetuity, to-wit:

1. E & G and Maxwell covenant and agree with each other that each reserves unto the other over, in and through all common areas of both the Shopping Center and the Outparcels (common areas being hereby defined to mean all parking, serviceways, driveways, beautification areas or any other areas used in common by any tenants or the invitees or customers of tenants in the Shopping Center or Outparcels, but expressly excluding any land underlying any present or future building or buildings located on the Outparcels or the Shopping Center), the right, privilege and easement of ingress, egress, parking and use of all utility installations and facilities with each other.
2. E & G covenants not to use, rent or lease, or construct buildings upon to use, rent or lease, any of the Outparcels in such a manner that the use, rental or existence of such a building will in any manner whatsoever violate the terms and conditions of any existing tenant leases now in effect on the Shopping Center. The uses, rentals and lease of present or future buildings on said Outparcels prohibited by the terms of this paragraph include, but are not expressly limited to, the violation of any present tenant leases on the Shopping Center as to ratios of buildings to common areas or parking facilities, the violation of any non-competition covenants contained in said leases or the violation of any governmental zoning or similar ordinances, laws or regulations with respect to a building on an Outparcel using the common facilities of the Shopping Center. Any use of said Outparcels by E & G shall not change current parking, traffic flow plans, or add new parking entrances without the consent of Maxwell, which will not be unreasonably withheld.
3. E & G and Maxwell agree to share all expenses connected with the maintenance of all common areas in the Shopping Center and the common areas enjoyed by E & G on any Outparcels on the basis of a ratio as to each of E & G and Maxwell, the numerator of which will be the square footage of all buildings owned by each

(CONTINUED ON NEXT PAGE)