

FILED
GREENVILLE CO. S.C.

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DEC 19 12 19 PM '84

DONNIE S. TANKERSLEY
R.M.C.

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 Bellwether Properties, L.P. ("Assignor") hereby sells, transfers, assigns, conveys and sets over to Bellwether Properties of South Carolina, Limited Partnership ("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 to date (the "Agreement").

Assignee hereby accepts such assignment and hereby assumes and agrees to perform and comply with all the obligations of Assignor under the Agreement.

Assignor agrees to hold Assignee harmless from any expenses, claim, liability or other matter, including reasonable attorneys' fees, relating to the period through the date hereof with respect to the Agreement.

Each of the parties hereto agrees to execute such documents as may be reasonably requested by any other party hereto to carry out more fully the intent hereof.

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

Corporate Property Investors refers to the trustees under the Amended and Restated Declaration of Trust, dated June 15, 1978, as amended, and filed in the office of the Secretary of the Commonwealth of Massachusetts. The obligations of Assignor do not constitute personal obligations of the trustees, officers, shareholders, employees or agents of Assignor. Assignee shall look solely to the assets of Assignor for satisfaction of any liability of Assignor and will not seek recourse against such trustees,

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