

FILED
GREENVILLE CO. S. C.
SEP 15 4 18 PM '78
CLINIE S. TAMMERSLEY
H. H. C.

(38)

BODY 1444 PAGE 398

AGREEMENT

AGREEMENT made and entered into as of the 14th day of ~~August~~ ^{September}, 1978 by and between HAYWOOD PROPERTIES, a South Carolina limited partnership (hereinafter referred to as "Lessor") and CONNECTICUT GENERAL LIFE INSURANCE COMPANY, a Connecticut corporation (hereinafter referred to as "Fee Mortgagee").

WITNESSETH:

WHEREAS, on June 1, 1977 Lessor entered into a certain lease (hereinafter referred to as the "Lease") with Haywood Mall Associates (hereinafter referred to as "Lessee"), a joint venture comprised of Haywood Mall, Inc., a Georgia corporation (hereinafter referred to as "Haywood Mall"), and Monumental Haywood, Inc., a Maryland corporation, as amended by First Amendment to Lease made and entered into as of June 23, 1978 by and between Lessor and Lessee, with Monumental Properties Trust, a trust formed and organized under the laws of the State of Maryland as successor by merger and transfer to Monumental Haywood, Inc. as joint venturer; and

WHEREAS, Fee Mortgagee is or will be the holder of a mortgage securing a principal amount of up to \$16,300,000 made as of September 14, 1978 by Lessee, New South Development Company and Lessor which mortgage is or will be a lien on certain property including the fee interest in the property (hereinafter referred to as the "Property") which is leased to Lessee under the Lease (such mortgage hereinafter referred to as the "Fee Mortgage"); and

WHEREAS, a foreclosure of the Fee Mortgage would result in the loss by Lessor of its fee interest in the Property Lessor has requested as a condition to its execution of the Fee Mortgage and Fee Mortgagee has agreed to grant to Lessor certain rights to notice and cure under the Fee Mortgage.

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