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GREENVILLE CO. S. C.

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BOOK 1487 PAGE 306

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CONNOR TANKERSLEY  
R.M.C.

CONSOLIDATION AGREEMENT

AGREEMENT made this 5<sup>th</sup> day of November, 1979  
between THE PHILADELPHIA SAVING FUND SOCIETY, a Pennsylvania  
mutual savings bank ("Bank") and GREENVILLE MALL PARTNERS,  
a Texas partnership ("Borrower").

WITNESSETH:

WHEREAS, Bank has loaned Borrower the sum of  
\$15,000,000 as evidenced by (i) Borrower's Note to Bank in  
the original principal amount of \$12,000,000 dated October 25,  
1978 (the "First Note") and (ii) Borrower's Note to Bank in  
the original principal amount of \$3,000,000 of even date  
herewith (the "Second Note"); and

WHEREAS, the First Note is secured, inter alia, by  
a Mortgage from Borrower to Bank dated October 25, 1978 and  
recorded in the R.M.C. office for Greenville County, South  
Carolina in Mortgage Book 1448, page 575 et. seq. (the  
"First Mortgage"), which First Mortgage is now a valid first  
lien on certain premises described in Exhibit "A" attached  
hereto and made a part hereof (the "Premises"); and

WHEREAS, the First Note is secured, inter alia, by  
a Collateral Assignment of Leases and Construction, Operating  
and Reciprocal Easement Agreement dated October 25, 1978 and  
recorded in the R.M.C. Office for Greenville County, South  
Carolina in Deed Book 1090, page 733 et. seq. (the "First  
Assignment of Leases and COREA"), which First Assignment of  
Leases and COREA is now a valid first priority assignment of  
Borrower's interest in all leases and the aforesaid Operating  
Agreement affecting the Premises; and

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