

7. The Owner agrees that in the event that this Assignment shall terminate as provided in Art. 2 hereof, said Owner shall promptly notify Woolworth in writing of such termination in manner provided in the Woolworth Lease and at least ten (10) days prior to the next ensuing rent payment date. Woolworth shall be entitled to rely conclusively on any such notice of termination by the Owner. Owner hereby agrees to indemnify Woolworth against, and defend and hold Woolworth harmless from any and all liability, loss, damage, claim or demand it may incur or which may be asserted against it by reason of the payment of rent by Woolworth to the Concurrent Lessee prior to the receipt by Woolworth of the notice of termination of this Assignment.

8. Woolworth shall not be deemed to have made any representation to the Concurrent Lessee or to any other person as to the legal effect of this Assignment or as to the identity of the holder or holders of either the Lessor's interest in the Woolworth Lease or Woolworth's obligations to pay rent or additional rent thereunder.

9. This Assignment shall be of no force or effect with respect to Woolworth until the date on which Woolworth shall have received a fully executed counterpart thereof.

10. All the covenants and agreements hereinabove contained on the part of any of the parties hereto shall apply to and bind their heirs, executors or administrators, successors or assigns.

WITNESS:

Edward J. Lemmon
Arene E. Louis

U. S. I. F. BELL TOWERS CORP.

By [Signature]
Vice-President
Attest R. Lee Powers
Secretary
"Owner"

BELL TOWER SHOPPING CENTER OF GREENVILLE INC.

[Signature]
[Signature]

By [Signature]
President
Attest [Signature]
Assistant Secretary
"Concurrent Lessee"

BELL TOWER SHOPPING CENTER, INC.

[Signature]
[Signature]

By [Signature]
President
Attest [Signature]
Assist. Secretary

CONSENT:

F. W. WOOLWORTH CO.

WITNESS:

Nelen Capolungna
Lorena Hezler

By [Signature]
Vice President
Attest [Signature]
Secretary

This assignment dated August 21, 1969.

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