

STATE OF MARYLAND
CITY OF BALTIMORE

RATIFICATION AND CONFIRMATION OF DOCUMENTS

This Ratification and Confirmation of Documents is made this ^{14th} day of March, 1979 by MONUMENTAL PROPERTIES TRUST, a trust governed by the laws of the State of Maryland (the "Trust"), and MONUMENTAL CORPORATION, a Maryland corporation (the "Corporation").

PRELIMINARY STATEMENT

Haywood Mall
FILED
GREENVILLE CO. S. C.
AUG 14 3 08 PM '79
DONNIE S. TANKERSLEY
B. J. TANKERSLEY

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June 23, 1978
A. By Deed dated ~~September 14, 1978~~ Haywood Mall, Inc., a Georgia corporation, and the Trust, doing business as Haywood Mall Associates, a South Carolina joint venture, conveyed to Sears, Roebuck and Co., a New York corporation, certain real property located in Greenville County, South Carolina (the "Deed").

B. Pursuant to an Escrow Agreement dated September 14, 1978 between the Trust, Haywood Mall, Inc., Sears, Roebuck and Co., and Lawyers Title Insurance Company, Lawyers Title Insurance Company is holding the purchase price for the property described in the Deed pending satisfaction of those items set forth in such Escrow Agreement.

C. Prior to June 30, 1978, the joint venturers of Haywood Mall Associates were Haywood Mall, Inc. and Monumental Haywood, Inc., a Maryland corporation. On June 30, 1978 pursuant to a plan of liquidation, Monumental Haywood, Inc. merged into Monumental Properties, Inc., a Maryland corporation, which in turn merged into the Corporation. Effective July 1, 1978, the Corporation transferred to the Trust beneficial title to all assets formerly owned by Monumental Properties, Inc. immediately prior to its merger into the Corporation, including the assets of Monumental Haywood, Inc. Upon consummation of the transactions described in this paragraph, the Corporation retained

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