



May 4, 2009

Mr. George Liyeos, City Administrator
City of Rock Hill
9511 Manchester Rd.
Rock Hill, MO 63119

RE: Redevelopment Agreement by and among the City of Rock Hill, Missouri (the "City"), Hutkin Properties Group/Rock Hill, LLC ("Hutkin") and Miller Weingarten Realty, LLC ("Miller Weingarten") dated as of June 17, 2008 (the "Agreement")

Dear Mr. Liyeos:

Due to existing economic conditions and pursuant to Section 7.3 of the above-referenced Agreement, please let this letter serve as notice that Miller Weingarten hereby terminates all of its respective rights and obligations under the Agreement and abandons the redevelopment project described therein.

We understand that, pursuant to Section 7.3 of the Agreement, (a) the City has no further obligation to reimburse Miller Weingarten for moneys advanced or costs incurred under the Agreement; (b) any moneys on deposit or escrowed for condemnation purposes will be returned to Miller Weingarten upon termination; (c) any outstanding tax increment revenue notes will be cancelled (unless a certificate of substantial completion has been submitted or public improvements have been dedicated to the City) of which there were none; and (d) the City retains all rights of eminent domain over the property. Note that with regard to 7.3(b) referenced above, the City has previously sent Miller Weingarten a schedule listing expenses that have been paid and reflecting that there is no money due to Miller Weingarten.

Please note that this notice of termination relates solely to those rights and obligations carried by Miller Weingarten under the Agreement. Miller Weingarten has no authority to take any such action that may impact the rights or obligations of any other party to the Agreement.

Thank you for your cooperation with respect to this matter. We have appreciated your hard work and regret that we did not accomplish our intended goal.

Sincerely,

Stewart A. Miller

cc: Kenneth J. Heinz
James E. Mello

Miller Weingarten Realty, LLC

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