

WHEREAS, the memorandum agreement above mentioned provides that Esso Standard Oil Company shall have the right granted by Southern Railway Company to use its portion of such premises for the "usual purposes of a gasoline service station", and

WHEREAS, Ross Builders Supplies, Inc. acknowledges that it is the practice of Esso Standard Oil Company in practically all instances of a similar nature to the one here under consideration to sublease the property to a dealer or a dealer-operator; and

WHEREAS, in view of the foregoing, Ross Builders Supplies, Inc. is willing to indemnify Esso Standard Oil Company, its successors and assigns, by limiting the liability of said Esso Standard Oil Company to that portion of the property used and occupied by Esso Standard Oil Company, and to consent to and approve the subletting of said property by Esso Standard Oil Company to any dealer for Esso Standard Oil Company designated by it from time to time.

Now, therefore, for valuable consideration, receipt of which is hereby acknowledged, Ross Builders Supplies, Inc., by its president thereunto duly authorized, does hereby covenant to protect and indemnify Esso Standard Oil Company, its successors or assigns, and save it wholly harmless from the consequence of any property loss or damage, death or personal injury whatever, accruing or suffered or sustained by Southern Railway Company from or by reason of any act, negligence or default of Ross Builders Supplies, Inc., its agents or servants, occurring on any portion of the property leased by Southern Railway Company to Ross Builders Supplies, Inc., other than that portion of the property subleased by Ross Builders Supplies, Inc. to Esso Standard Oil Company.

And Ross Builders Supplies, Inc. further covenants to protect and indemnify Esso Standard Oil Company, its successors and assigns from any claim for damage or injury occurring on said premises subleased to Esso Standard Oil Company after the expiration of said sublease or any extension thereof, and after Esso Standard Oil Company and its sub-lessee have surrendered possession of said premises to Ross Builders Supplies, Inc., its successors or assigns, whichever occurs later.