

THIS INDENTURE, dated this 29th day of August, 1955, by and between BALLENTINE GROCERY STORES, a South Carolina corporation (hereinafter sometimes called the "Transferor") and WINN & LOVETT CAROLINAS, INC., a Florida corporation (hereinafter sometimes called the "Transferee").

W I T N E S S E T H

WHEREAS, the Transferor is the operator of certain retail food stores in South Carolina and in connection therewith owns certain leases and leasehold rights, stocks of merchandise, store equipment and fixtures, and other property, all of which is more fully hereinafter described or referred to; and

WHEREAS, the stockholders of the Transferor at a meeting thereof duly called and held have, by a vote of the holders of record of two-thirds of the total number of shares of capital stock of the Transferor outstanding, authorized the directors of the Transferor (or such directors acting as trustees of the Transferor following the dissolution of the Transferor) to sell, transfer, convey and assign all of the business, good will, leaseholds and operating assets and properties of the Transferor to the Transferee; and

WHEREAS, the Board of Directors of the Transferor at a meeting thereof duly called and held has authorized the sale, transfer, conveyance and assignment of all of the business, good will, leaseholds and operating assets and properties of the Transferor to the Transferee; and

WHEREAS, all acts and things required by law and by the