

TO HAVE AND TO HOLD the same unto the Assignee, its legal representatives, successors and assigns for and during the remainder of the term thereof, subject nevertheless to the payment of the rents and the performance of the covenants, conditions and provisions therein contained.

AND said Assignor covenants that said lease, as amended, is valid and subsisting; that the Assignor is the lawful owner of all the options, right, title, interest and estate of every kind of the lessee under said lease, as amended, and in and to the leased premises and all buildings, structures, leaseholds and other improvements thereon; that all of any such options, right, title, interest and estate are free and clear of all liens, encumbrances and assignments but subject, however, to the terms, conditions, limitations and restrictions contained in the said lease; and that the Assignor has full power and lawful authority to convey the same and will defend the same against lawful claims of all persons whomsoever.

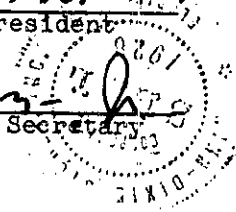
THIS ASSIGNMENT shall bind and inure to the benefit of the successors and assigns of the Assignor and Assignee, respectively.

IN WITNESS WHEREOF, the Assignor has caused these presents to be executed in its corporate name and its corporate seal to be hereto affixed and attested by its officers thereunto duly authorized the day and year first above written.

Signed, sealed and delivered in the presence of:

Virginia L. Graves
Mauro L. Oxford

WINN-DIXIE STORES, INC.
By: B. L. Thomas
Its President
Attest: J. A. ...
Its Secretary



(CORPORATE SEAL)

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