

CONSENT TO ASSIGNMENT

THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., a Maryland corporation, as lessee in that certain lease agreement referred to above and recorded in Book 810, Page 336 in the Office of R.M.C., Greenville County, South Carolina, does hereby consent to the foregoing Conditional Assignment of Lease. This consent, however, shall in no way be considered as a release or transfer of any of its rights or priorities as lessee, but is given solely for the purpose of recognizing and assuring the rights of the North Carolina National Bank, as Trustee, under and by virtue of the foregoing Conditional Assignment of Lease insofar as it is within its authority to do so.

THIS 17th day of February, 1967.

Signed, Sealed and Delivered
in the presence of:

THE GREAT ATLANTIC & PACIFIC TEA
COMPANY, INC.

Melvin J. Gilbert

By William C. ...
Vice President

William G. Fitzpatrick

And J. ...
Secretary

(Continued on Next Page)