

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

SUBORDINATION AGREEMENT

FOR VALUE RECEIVED, JEFFERSON STANDARD LIFE INSURANCE COMPANY, the owner and holder of those certain mortgages listed below, does hereby subordinate the lien of each of said mortgages as amended and modified to that certain Indenture of Lease dated November 4, 1971, by and between McAlister Development Company, a Limited Partnership organized and existing under the Uniform Limited Partnership Act of South Carolina, as Landlord, and Winn-Dixie Greenville, Inc., a Florida corporation authorized to transact business in South Carolina, as Tenant, a short form of which lease is attached hereto, viz:

1. Mortgage given by McAlister Development Company to North Carolina National Bank, Charlotte, North Carolina, and The Peoples National Bank, Greenville, S. C., dated May 18, 1967, in the face amount of \$4,150,000.00 and recorded in the RMC Office for Greenville County, S. C., in Mortgage Book 1058, page 1 and amended by instrument dated June 13, 1968, as recorded in said RMC Office in Mortgage Book 1095, page 127, which mortgage and amendment thereto were transferred and assigned over to Jefferson Standard Life Insurance Company of Greensboro, N. C. by instrument dated October 30, 1968, and recorded in said RMC Office in Mortgage Book 1107, page 586.

2. Mortgage given by McAlister Development Company to Jefferson Standard Life Insurance Company of Greensboro, N. C., dated September 30, 1971, in the face amount of \$1,300,000.00 and recorded in the RMC Office for Greenville County, S. C., in Mortgage Book 1208, page 271.

The two mortgages set forth above were modified by written agreement dated September 30, 1971, and recorded in the RMC Office for Greenville County, S. C., in Mortgage Book 1208, page 279.

This the 20th day of December, 1971.

IN THE PRESENCE OF:

Judy Lillatson
Bobbie Adkins

JEFFERSON STANDARD LIFE INSURANCE COMPANY
 By: [Signature]
 Vice President
 Attest: [Signature]
 Assistant Secretary

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