

"AUTHORIZED REPRESENTATIVE" with respect to Lessor, means the person at the time designated to act in behalf of Lessor by written certificate furnished to Lessee and the Trustee, containing the specimen signature of such person and signed on behalf of Lessor by the Chairman of the County Council. Such certificate may designate an alternate or alternates.

"AUTHORIZED REPRESENTATIVE" with respect to Lessee, means the person at the time designated to act in behalf of Lessee by written certificate furnished to Lessor and the Trustee containing the specimen signature of such person and signed on behalf of Lessee by its President, any Vice President or by the Chairman of its Board of Directors. Such certificate may designate an alternate or alternates.

"BONDS" or "BOND INDEBTEDNESS" means the First Mortgage Industrial Revenue Bonds (BI-LO, Inc. - Lessee) of all series issued and outstanding under the Indenture.

"CONSTRUCTION DEPOSIT AGREEMENT" means the Construction Deposit Agreement of even date herewith described in Section 2.01 hereof.

"EQUIPMENT" means those items of machinery, equipment and related property required herein to be acquired and installed in the Facilities or elsewhere on the Leased Land, acquired with the proceeds from the sale of the Bonds, and any item of machinery, equipment and related property acquired and installed in the Facilities or elsewhere on the Leased Land in substitution therefor and renewals and replacements thereof pursuant to the provisions of Sections 10.02, 11.03, 12.01 and 13.04 hereof and is further defined as all property owned by Lessor and hereby leased to Lessee which is not included in the definition of Leased Land or Facilities, but not including Lessee's own machinery and equipment installed under the provisions of Section 13.02 hereof. Equipment is more particularly described in Schedule B attached hereto which, by this reference thereto, is incorporated herein.

"FACILITIES" means the buildings, structures and all other facilities forming a part of the Leased Premises and not constituting part of the Equipment which are presently located on the Leased Land together with the buildings, structures and all other facilities which are required by Section 2.01 hereof to be constructed and equipped on the Leased Land, as they may at any time exist, including any air conditioning and heating systems (which shall be deemed fixtures).

"INDENTURE" means the Indenture of Mortgage and Deed of Trust between the Lessor and The Citizens and Southern National Bank of S. C., as Trustee, of even date herewith pursuant to which (i) the terms, conditions and provisions of the Bonds are prescribed, and (ii) the Lessor's interest in the Lease, and the lease rentals, revenues and receipts received by Lessor from the Leased Premises (except payments pursuant to Section 8.01 of this Lease) are pledged and the Leased Premises are mortgaged as security for the payment of principal, premium, if any, and interest on the Bonds, including any indenture supplemental thereto, as therein permitted.

"INDEPENDENT COUNSEL" means an attorney duly admitted