

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

MEMORANDUM OF
 AGREEMENT OF LEASE

THIS AGREEMENT made and entered into as of this 24th
 day of September, 1976, between C.W.I., A
 PARTNERSHIP, hereinafter called Lessor, and Ingle's Markets, Inc.,
 hereinafter called Lessee,

W I T N E S S E T H :

In consideration of the rent and upon the terms and
 conditions set forth in a more detailed form of Lease Agreement
 bearing even date herewith, between the same parties and covering
 the same property, the Lessor hereby leases unto the Lessee, its
 successors and assigns, and the Lessee hereby accepts as tenant
 the premises (including all improvements now or hereafter erected
 thereon) fully described in Exhibit "A" hereto attached and made
 a part hereof.

TO HAVE AND TO HOLD the within described premises subject,
 however, to the terms, conditions and covenants expressed and
 declared in the aforementioned Lease Agreement unto the Lessee,
 its successors and assigns, for an initial term of twenty-
 five (25) years beginning on the date of June 1, 1976,
 1976, as set forth in the detailed form of Lease, and for certain
 optional renewal terms as set forth in detail in the Lease,
 unless this Lease shall be sooner terminated under the terms of
 said Lease Agreement.

IN WITNESS WHEREOF, C.W.I., A PARTNERSHIP has executed
 these presents and Ingle's Markets, Inc. has caused its corporate
 seal to be hereunto affixed and these presents to be subscribed
 by its duly authorized officers, all as of the day and year first
 above written.

In the Presence of:

[Signature]
 as to C.W.I., A Partnership

C.W.I., A PARTNERSHIP

By: [Signature]
 Braxton M. Cutchin, III

And: [Signature]
 Gerald C. Wallace, Jr.

And: [Signature]
 Robert P. Ingle