

CONSENT OF HOUSE OF FABRICS, INC. TO SECOND AMENDMENT TO MARCH 1,
1968 GREENVILLE COUNTY, SOUTH CAROLINA LEASE

1. Recitals:

1.1 House of Fabrics, Inc. (the Company) pursuant to that certain Lease Guaranty Agreement dated as of March 1, 1968 by and between Greenville County, South Carolina (the County) and the Company, has guaranteed the performance of House of Fabrics of South Carolina, Inc. (the Lessee) under that certain Lease Agreement dated as of March 1, 1968 by and between the County and the Lessee, recorded in Deed Book 841 at page 05 in the R.M.C. Office for Greenville County, South Carolina, as amended by that certain Amendment dated the 17th day of May, 1971, and recorded in the R.M.C. Office for Greenville County, Deed Book 915, pages 328-347, (the Lease Agreement) covering land and improvements situated on U.S. 276, south of the Township of Mauldin, Greenville County, South Carolina.

1.2 Sections 8.5 and 8.6 of the Lease Agreement provide for amendment thereto for the purpose of effecting the release and removal from the Lease Agreement and the leasehold estate created thereby of existing easements and any unimproved part of the Leased Land (as defined therein) on which the Building (as defined therein) is not situated and on which the County proposes to construct improvements for lease to the Company or any subsidiary or affiliated corporation thereof under another and different lease agreement (the Proposed Release Land).

1.3 Sections 802 and 803 of the Trust Indenture (the Indenture) by and between the County and First Union National Bank of North Carolina, as Trustee (the Trustee) provide that the Trustee shall release from the lien of the Indenture the Proposed Release Land and shall confirm the release of easements upon the County and the Lessee complying with the requirements of the Lease Agreement.

1.4 The County now proposes to construct or cause to be constructed improvements for lease to the Lessee under another and different lease agreement upon the Proposed Release Land described in the form of the Second Amendment To Lease Agreement attached hereto as Exhibit "A" and incorporated herein by this reference.