

for Greenville County, South Carolina; and

WHEREAS, by Lease Agreement dated December 13, 1976 (hereinafter, together with any modifications or amendments, called "Second Overlease"), the Second Owner did lease and demise to Lessee the parcel of land therein more particularly described, being a part of the Overlease premises, and said Lease Agreement is for an initial term of twenty-five (25) years commencing on September 30, 1977, subject to two (2) five (5)-year option extensions thereof, and which Lease Agreement, or a short form or memorandum thereof, is or will be recorded in the Office of the Register of Mesne Conveyances for Greenville County, South Carolina; and

WHEREAS, the Owners are the owners in fee of the combined parcels which make up the Overlease premises, together with the lessor's interest in the above described First Overlease and Second Overlease, and the grantor's interest in the above described Easement, and the Owners have full authority to execute and deliver this Agreement; and

WHEREAS, the respective First Overlease, Second Overlease and Easement have been at all times, and now are, in full force and effect and no default has occurred, either in the payment of rent or in the performance of any other covenants of the Lessee thereunder; and

WHEREAS, the Lessee is about to execute and deliver to Winn-Dixie a Sublease dated July 13, 1977 (hereinafter called the "Sublease") of a part of the Overlease premises (being more particularly described in said Sublease), a short form of which is to be recorded in the Office of the Register of Mesne Conveyances for Greenville County, South Carolina, for a term of twenty (20) years to commence upon Winn-Dixie's opening for business in the demised premises, as in said Sublease provided, subject to three (3) five (5)-year option extensions thereof, unless sooner terminated or extended as therein provided; and

WHEREAS, a copy of the Sublease has been exhibited to the Owners and the Owners are willing to consent to said Sublease, and to