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ARTICLE X

The Surviving Corporation, from and after the Effective Date of the Merger, hereby agrees it may be served with process in the State of South Carolina at the offices of the Surviving Corporation, Industrial Boulevard, Mauldin, South Carolina in any proceeding for the enforcement of any obligation of the South Carolina Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the South Carolina Corporation against the Surviving Corporation and that it will promptly pay to any such dissenting stockholders of the South Carolina Corporation the amount, if any, to which they shall be entitled under the provisions of the South Carolina Business Corporation Act with respect to the rights of dissenting shareholders. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of South Carolina as its agent to accept service of process in any such proceeding.

ARTICLE XI

This Agreement may be executed in any number of counterparts, each of which shall be an original, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be signed in its corporate name by its President, attested by its Secretary and its corporate seal to be affixed hereto, all as of the date first above written.

(CORPORATE SEAL)

BI-LO, INC.
(a Delaware corporation)

Attest:

.....
Thomas L. McAbee, Secretary

By
Harold A. Kelly, President

(CORPORATE SEAL)

BI-LO, INC.
(a South Carolina corporation)

Attest:

.....
Thomas L. McAbee, Secretary

By
Harold A. Kelly, President

[ACKNOWLEDGMENTS AS REQUIRED]

[4328 RV-2]