

CONSENT OF TRUSTEE

The undersigned, being the Trustee under that certain Indenture of Mortgage and Deed of Trust, dated as of July 1, 1973, by and between the undersigned and Greenville County, South Carolina, a body politic and corporate and political subdivision of the State of South Carolina (hereinafter called the "Grantor") relating to "Greenville County, South Carolina First Mortgage Industrial Revenue Bonds (BI-LO, Inc., - Lessee)," does hereby consent to the execution and delivery by the Grantor of the Assignment by Novation, dated as of December 30, 1977, by and among BI-LO, Inc., a Delaware corporation, FOODHOLD U.S.A. INCORPORATED, a Delaware corporation, and the Grantor, attached hereto and hereby incorporated herein as Exhibit A.

Dated this 19th day of December, 1977. .

THE CITIZENS AND SOUTHERN NATIONAL BANK
OF S. C., as Trustee

(SEAL)

By *[Signature]*
CORPORATE Trust Officer

Attest:

[Signature]
Trust Accounting Officer

In the presence of:

[Signature]

[Signature]

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