

AMENDMENT TO LEASE

This is an Amendment (hereinafter called the "Amendment") to the Lease made and entered into as of the 1st day of July, 1973, by and between Greenville County, South Carolina, a body politic and corporate and a political subdivision of the State of South Carolina (hereinafter called "Lessor") and BI-LO, Inc., a corporation organized and existing under the laws of the State of Delaware with its principal office in Greenville County, South Carolina (hereinafter called "Lessee").

All terms used in this Amendment which are defined in the Lease shall have the meanings given to them by the appropriate definitions or other sections of the Lease, unless the context clearly indicates otherwise.

Premises

A. The property which is the subject of the Lease, and all rentals under the Lease, have been conveyed by the Lessor in trust to The Citizens and Southern National Bank of S. C., as Trustee (the "Trustee"), pursuant to the Indenture of Mortgage and Deed of Trust dated as of July 1, 1973 (the "Indenture"), between the Lessor and the Trustee to secure the payment of Greenville County, South Carolina First Mortgage Industrial Revenue Bonds, Series A (BI-LO, Inc. - Lessee) (the "Bonds"). All terms used in this Amendment which are defined in the Indenture shall have the meanings given to them by the appropriate definitions or other sections of the Indenture, unless the context clearly indicates otherwise.

B. Section 14.02 of the Lease provides that the Lessee may merge into another corporation pursuant to the provisions of Section 14.03 of the Lease. Section 14.03(a) of the Lease provides that, among other things, any merger of the Lessee into another corporation is subject to the requirement that the total Consolidated Tangible Net Worth of the corporation surviving any such merger shall be, following the consummation of such merger, not less than 90% of the total Consolidated Tangible Net Worth of Lessee and its subsidiaries immediately prior to such merger.

C. On December 31, 1977, BI-LO, Inc., a Delaware corporation, which is a predecessor to the Lessee and was then the Lessee under the Lease (hereinafter called "Predecessor BI-LO") merged into FOODHOLD U.S.A. INCORPORATED,

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