

NONDISTURBANCE AND ASSIGNMENT AGREEMENT

THIS AGREEMENT, made and entered into as of this 15th day of June, 1983, by and among TRITOR U.S.A., INC., a Nevada corporation having an office at 120 Delaware Avenue, Buffalo, New York (hereinafter called "Landlord"), LOEHMANN'S, INC., a Delaware corporation having an office at 2500 Halsey Street, Bronx, New York (hereinafter called "Tenant"), and METROPOLITAN LIFE INSURANCE COMPANY, a New York corporation having an office at One Madison Avenue, New York, New York (hereinafter called "Lender").

GREENVILLE COUNTY
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W I T N E S S E T H :

WHEREAS, Lender has become the owner and holder of a note secured by a Mortgage dated September 26, 1979, and recorded in Book 1489 beginning at page 299, in the offices of the Register of Greenville County, South Carolina, which said Note and Mortgage were assigned to the Metropolitan Life Insurance Company by assignment dated November 26, 1979, and recorded in the R.M.C. Office for Greenville County, South Carolina in Mortgage Book 1489 at page 308 (hereinafter referred to as the "Mortgage") constituting a first lien upon real property described therein (hereinafter referred to as the "Real Property"); and

WHEREAS, Landlord and Tenant have entered into that certain Lease Agreement dated March 4, 1983 (hereinafter referred to as the "Lease"), with respect to certain premises which are part of the Real Property conveyed by the Mortgage (hereinafter referred to as the "Premises"), all as more particularly set forth in said Lease, a copy of which is attached hereto as Exhibit "A" and by reference made a part hereof for all purposes; and

WHEREAS, the Lease is subordinate to the Mortgage and to the right, title and interest of Lender thereto and thereunder; and

WHEREAS, Tenant wishes to obtain from Lender certain assurances that Tenant's possession of the Premises will not, subject to the terms and conditions of this Agreement, be disturbed by reason of a foreclosure of the lien of the Mortgage on the Real Property; and

*for recording purposes only, a Memorandum of Lease Agreement is attached hereto as Exhibit A

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[Handwritten signatures and initials]

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