

SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT AGREEMENT

GREENVILLE, S.C.  
FILED  
1983

THIS AGREEMENT, made this 29th day of December,  
1983, between AMERICAN FEDERAL BANK, FSB, a Federal savings bank,  
(hereinafter called "Lender") and WINN-DIXIE GREENVILLE, INC., a  
Florida corporation duly qualified to transact business in the  
State of South Carolina, (hereinafter called "Winn-Dixie");

WITNESSETH:

WHEREAS, Lender has or is about to become the owner and  
holder of a mortgage dated January 3rd, 1984, from  
Maxwell Pointe Investors, a South Carolina General Partnership,  
given to secure a note or obligation bearing even date in the amount  
of \$2,100,000.00, and which mortgage is or will be recorded in the  
Office of the Register of Mesne Conveyances for Greenville County,  
South Carolina, the said mortgage covering the real estate therein  
more particularly described (herein, together with any modification,  
consolidation, extension or renewal thereof, referred to as the  
"Mortgage"); and

WHEREAS, Winn-Dixie has entered into a Lease between  
Maxwell Pointe Investors, a South Carolina General Partnership, by  
Easlan Capital, Inc., a South Carolina corporation, and Gordon L.  
Gibson, its Sole General Partners, as Landlord, and Winn-Dixie  
Greenville, Inc., as Tenant, dated December 19th, 1983,  
demising a certain store building to be constructed within a shop-  
ping center development known as Maxwell Pointe Shopping Center,  
located at the N. W. intersection of S. C. Highways 14 and 146  
(Woodruff Road) near the City of Greenville, County of Greenville,  
State of South Carolina, the shopping center being more particularly  
described on Exhibit "B" attached hereto and by this reference  
made a part hereof, and such shopping center premises being all  
or a portion of the real estate encumbered by the Mortgage, and a  
short form of which Lease is or will be recorded in the Office of  
the Register of Mesne Conveyances for Greenville County, South  
Carolina, (hereinafter called the "Lease"); and

WHEREAS, the parties hereto mutually desire that the

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