

the principal thereof and of the interest and redemption premiums thereon and the performance and observance of the covenants and conditions herein contained the Grantor has authorized the execution and delivery of this Indenture; and

WHEREAS, the execution and delivery of this Indenture has been authorized by Resolutions duly adopted by the County Council of Greenville County (hereinafter sometimes referred to as the "County Council") and the Grantor in accordance with the requirements of Section 14 of the Act has submitted its Petition to the State Budget and Control Board of South Carolina including a general summary of the terms and conditions of the Lease and Indenture, and the State Budget and Control Board of South Carolina has duly approved the Facility in accordance with the provisions of the Act and thereby authorized the Council to proceed with the acquisition and financing of the Facility. Notice of the approval was duly published in a newspaper having general circulation in Greenville County and notwithstanding more than twenty days have elapsed from the date of the publication of such notice, no challenge was made to the validity of such approval as provided in the Act; and

WHEREAS, the Grantor has determined that the amount necessary to finance the cost of the Facility, including necessary expenses incidental thereto, will require the issuance, sale and delivery of an initial series of Bonds hereunder, designated "First Mortgage Industrial Revenue Bonds, Series A (BI-LO, Inc. - Lessee)" (hereinafter called the "Series A Bonds") in the aggregate principal amount of One Million Eight Hundred Thousand Dollars (\$1,800,000); and

WHEREAS, the Grantor has elected with respect to the Series A Bonds, that the provisions of Section 103(c)(6)(D) of the Internal Revenue Code of 1954, as amended, shall be applied thereto, all as more fully set forth therein; and

WHEREAS, the issuance of the Series A Bonds under the Act has been in all respects duly and validly authorized by resolutions duly passed and approved by the County Council; and

WHEREAS, the \$1,800,000 aggregate principal amount of Series A Bonds to be issued hereunder, the interest coupons to be attached thereto, and the Trustee's Certificate of Authentication to be endorsed on such Series A Bonds, are all to be in substantially the following forms, with necessary and appropriate variations, omissions and insertions as permitted or required by this Indenture, to wit:

(Form of Coupon Bond)

UNITED STATES OF AMERICA
STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

FIRST MORTGAGE INDUSTRIAL REVENUE BOND, SERIES A
(BI-LO, INC. - LESSEE)

No. _____

\$5,000