## SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT ACKEHNELT

THIS AGREEMENT, made this 29th day of <u>December</u>,

19. 83, between AMERICAN FEDERAL BANK, FSB, a Federal savings bank,

(hereinafter called "Lender") and WINN-DIXIE GREENVILLE, INC., a

Plorida 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 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

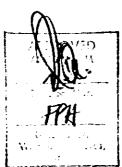
more particularly described (herein, together with any modification, consolidation, extension or renewal thereof, referred to as the

"Mortgage"); and

þ

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 shopping 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



(CONTINUED ON HEXT PAGE)



D

O