Any certificate or opinion made or given by an officer of the Grantor may be based, insofar as it relates to legal matters, upon a certificate or opinion of or representations by counsel, unless such officer knows that the certificate or opinion or representations with respect to the matters upon which his certificate or opinion may be based as aforesaid are erroneous, or in the exercise of reasonable care should have known that the same were erroneous. Any certificate or opinion made or given by counsel may be based (insofar as it relates to factual matters, information with respect to which is in the possession of the Grantor), upon the certificate or opinion of or representations by an officer or officers of the Grantor, unless such counsel knows that the certificate or opinion or representations with respect to the matters upon which his certificate or opinion may be based as aforesaid are erroneous, or in the exercise of reasonable care should have known that the same were erroneous.

ARTICLE II

Execution, Authentication, Maturity, Form and Registration of Bonds

Section 2.01. The Bonds authorized to be issued under this Indenture shall be designated as "Greenville County, South Carolina First Mortgage Industrial Revenue Bonds (BI-LO, Inc. - Lessee)" and shall be issuable as coupon Bonds registrable as to principal only and as fully registered Bonds without coupons. The Series A Bonds shall be issuable in the denominations specified in Section 3.01 hereof. All Bonds issued under this Indenture shall be payable solely from the revenues and receipts derived from the leasing or sale of the Facility. The principal of and interest on the Bonds issued hereunder are secured by a mortgage and pledge of the revenues and receipts from the Trust Estate and are further secured by the lien of this Indenture on the Trust Estate.

Section 2.02. The Grantor covenants that so long as the Bonds or any of them shall be outstanding it will cause to be maintained an office or agency where the Bonds and coupons may be presented for payment. The principal of, premium, if any, and interest on the Bonds shall be payable in any coin or currency of the United States of America which, at the respective dates of payment thereof, is legal tender for the payment of public and private debts, and such principal, premium, if any, and interest, shall be payable at the principal office of The Citizens and Southern National Bank of S.C., in the City of Columbia, South Carolina. Payment of the interest on the coupon Bonds shall be made only upon presentation and surrender of the coupons representing such interest as the same respectively falls due. Payment of the interest on any fully registered Bond on any interest payment date shall be made to the person appearing on the Bond registration books of the Grantor as the registered owner thereof and shall be paid by check or draft mailed to the registered owner at his address as it appears on such registration books or at such other address as is furnished the Trustee in writing by such holder. Payment of the principal of all Bonds shall be made upon presentation and surrender of such Bonds as the same shall become due and payable, at maturity, upon redemption or otherwise.