

charter and by-laws of the Transferor necessary to make this a valid and binding legal instrument have been done and performed and the execution and delivery of this Indenture has been in all respects duly authorized;

NOW THEREFORE,

KNOW ALL MEN BY THESE PRESENTS: That for and in consideration of the sum of Ten Dollars (\$10.00) lawful money of the United States of America and other good and valuable consideration to the Transferor in hand paid by the Transferee; the promises, agreements and assumption of leases hereinafter made by the Transferee; and the rights and benefits accruing or to accrue to Transferor under that certain Agreement dated August 27, 1955 between the Transferor and Winn & Lovett Grocery Company; the receipt and sufficiency of all of which is hereby acknowledged, the Transferor has executed and delivered this Indenture and has granted, bargained, sold, assigned, released, remised, conveyed, transferred, set over and confirmed, and by these presents does hereby grant, bargain, sell, assign, release, remise, convey, transfer, set over and confirm unto the Transferee, its successors and assigns forever, the following described property:

All and singular the business, good will, leaseholds, assets and properties of Ballentine Grocery Stores, wheresoever owned, operated, located and situated, including, but not limited to, leases and leaseholds and rights therein and thereunder, goods, merchandise, inventories, whether warehoused, in retail outlets or in transit, store and warehouse fixtures and equipment,