

AUG 27 1977

CLERK OF SUPERIOR COURT
GREENVILLE, S. C.

ASSIGNMENT BY NOVATION

This Assignment by Novation, dated as of August 18, 1977, by and among BI-LO, INC., a South Carolina corporation (hereinafter called "BI-LO"), BI-LO, Inc., a Delaware corporation (hereinafter called "BI-LO - Delaware"), and Greenville County, South Carolina, a body politic and corporate and political subdivision of the State of South Carolina (hereinafter called "Lessor"),

WITNESSETH:

WHEREAS, BI-LO and the Lessor entered into and are parties to a lease, dated as of July 1, 1973 (hereinafter referred to as the "Lease"), which Lease has been duly recorded in the office of the Register of Mesne Conveyance of Greenville County, South Carolina, and

WHEREAS, Lessor and The Citizens and Southern National Bank of S. C., Columbia, South Carolina, a national banking association (hereinafter called "Trustee") entered into and are parties to an Indenture of Mortgage and Deed of Trust, dated as of July 1, 1973 (hereinafter called the "Indenture"), which Indenture together with the Lease are the principal documents in connection with a duly authorized issue of bonds of Greenville County, South Carolina, known as "County of Greenville, South Carolina First Mortgage Industrial Revenue Bonds, (BI-LO, INC. - Lessee)," and

WHEREAS, BI-LO has entered into a Plan and Agreement of Merger between BI-LO and BI-LO - Delaware, dated August 18, 1977 (hereinafter called the "Plan"), pursuant to which BI-LO will be merged with and into BI-LO - Delaware, a copy of the Plan being attached hereto and hereby incorporated herein as Appendix I, and

WHEREAS, BI-LO - Delaware has entered into an Agreement of Merger between BI-LO - Delaware and XYZ CORPORATION, a Delaware corporation, dated August 18, 1977 (hereinafter called the "Agreement"), pursuant to which, subsequent to the merger contemplated by the Plan, XYZ Corporation will be merged with and into BI-LO - Delaware, a copy of the Agreement being attached hereto and hereby incorporated herein as Appendix II, and

RECORDED
INDEXED
AUG 27 1977
CLERK OF SUPERIOR COURT
GREENVILLE, S. C.

BI-LO

[4328 RV-2]