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GREENVILLE CO. S.C.

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HAYNESWORTH, FERRY, STYANT,
MARION & JOHNSTON, ALTYE.

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CLERK OF COURTS
GREENVILLE, S.C.

ASSIGNMENT OF LEASE AND AGREEMENT

ASSIGNMENT OF LEASE AND AGREEMENT, dated as of December 15, 1965, by and among LEESBURG PROPERTIES, INC., a Delaware corporation, having an address in care of The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware (herein called Assignor) and PROVIDENT MUTUAL LIFE INSURANCE COMPANY OF PHILADELPHIA, a Pennsylvania corporation, having an address at Post Office Box 7378, Philadelphia, Pennsylvania 19101 (herein called Assignee) and BIGELOW-SANFORD, INC., a Delaware corporation, having an address at 140 Madison Avenue, New York, New York (herein called Lessee).

On or about the date of the delivery hereof, Assignor is borrowing \$1,524,278 from Assignee, and is executing and delivering its 5 1/4% Mortgage Note (herein called the Note) to Assignee as evidence of such borrowing, in order to finance the cost of acquiring from Lessee the improved real property described in Schedule A hereto, including the improvements thereto and the equipment described in Schedule A-1 hereto (herein collectively called the Property). The Property is being leased to Lessee pursuant to a Lease (herein called the Lease) dated as of the date hereof. The Property is being mortgaged to Assignee pursuant to a Mortgage (herein called the Mortgage) dated as of the date hereof as security for the Note, the Mortgage and this Assignment being subject to the Lease. In order to induce Assignee to make such loan to Assignor, Lessee and Assignor are entering into the undertakings herein set forth.

Now, THEREFORE, the parties hereto agree as follows:

1. Assignor, for good and valuable consideration, the receipt whereof is hereby acknowledged, in compliance with the provisions of the Mortgage and as security for the payment of the principal of and interest and premium, if any, payable on the Note and the performance and observance of its agreements and obligations contained in the Mortgage, has assigned, transferred, conveyed and set over, and by these presents does assign, transfer, convey and set over to Assignee all of Assignor's estate, right, title and interest as lessor of the Prop-

(Continued on next page)

Yellow Assignment of Lease