

estate, lands, leases, leaseholds, and other properties, easements, licenses, permits, franchises, privileges, rights of way and other rights in or relating to real estate or the occupancy of lands; and all the right, title and interest of Ballentine Food Stores, in and to all other property of any kind or nature appertaining to or used, occupied or enjoyed in connection with any property hereinbefore described or referred to; and also all materials, supplies, merchandise, inventories, stocks of goods, and securities and investments in securities owned by the Transferor and wheresoever situated.

TOGETHER WITH ALL AND SINGULAR the right, members, tenements, hereditaments and appurtenances thereunto and unto any thereof belonging or in any wise incident or appertaining, and the reversion and reversions, remainder and remainders, income, rents, issues and profits thereof, any of every part and parcel thereof; and all of the estate, right, title, interest, property, claim and demand of every nature and kind whatsoever of the Transferor at law, in equity or otherwise howsoever, of, in and to the same and every part and parcel thereof.

TO HAVE AND TO HOLD said property and interest in property hereby granted and conveyed or intended so to be, unto the Transferee, its successors and assigns, forever.

AND IN CONSIDERATION of the conveyance, assignment and transfer to the Transferee of the property, rights, franchises and other assets hereinabove described, the Transferee agrees to assume and does hereby assume each and every lease enumerated in Part A - Leases in which Transferor is Lessee - of Subdivision I - LEASES AND LEASEHOLD RIGHTS - hereof and hereby agrees to pay all rents accruing on and after the date hereof according to the terms and tenor of each such lease and hold the Transferor harmless from any further liability thereunder, and the Transferee agrees