



ATTORNMEN T AGREEMENT

THIS AGREEMENT, made in several counterparts, each of which shall be construed as if an original, this 15th day of July, 1968, by and between FURMAN UNIVERSITY, an eleemosynary corporation under the laws of the State of South Carolina, hereinafter called the "Owner", and BELL TOWER SHOPPING CENTER, INC., a South Carolina corporation, hereinafter called the "Lessee", and WINN-DIXIE GREENVILLE, INC., a Florida corporation duly qualified to transact business in the State of South Carolina, hereinafter called "Winn-Dixie";

WITNESSETH:

WHEREAS, the Owner by lease dated June 6, 1968, (hereinafter called "Overlease") leased to the Lessee a parcel of land (hereinafter called "Overlease premises") located at the Northwest corner of Church Street and the re-located University Ridge in the City of Greenville, County of Greenville, State of South Carolina, more particularly described in said Overlease, for an initial term of thirty (30) years commencing on July 19, 1968 and ending on July 19, 1998, subject to three (3) successive twenty (20)-year option extensions thereafter, and upon the terms and conditions more particularly set forth therein, and which lease is recorded in the Office of the Register of Mesne Conveyances for Greenville County, South Carolina in Deed Book 866, page 321; and

WHEREAS, the Owner is the owner in fee of the Overlease premises together with the lessor's interest in the Overlease and has full authority to execute and deliver this Agreement; and

WHEREAS, the Overlease has been at all times since its commencement date, and now is, in full force and effect and no default has occurred, either in the payment of rent or in the performance of any other covenants of the Lessee thereunder; and

WHEREAS, the Lessee is about to execute and deliver to Winn-Dixie a Sublease dated June 6, 1968 (hereinafter called the "Sublease") of a part or all of the Overlease premises (being more

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