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STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

SUBORDINATION AND NON-DISTURBANCE AGREEMENT

of <u>Octobea</u>, 1981, by and between BI-LO, INC., ("Mortgagee"), and RITE AID OF SOUTH CAROLINA, INC., ("Tenant").

WHEREAS, Tenant entered into a certain Lease Agreement dated June 23, 1981, (the "Lease Agreement") with Stewart Square, a General Partnership, as Landlord, for premises located in the Shopping Center located at the intersection of Brushy Creek Road and Owens Road, County of Greenville, near the City of Greenville, South Carolina, more particularly described on the site plan attached as Exhibit "B" to the Lease Agreement and incorporated herein by reference; and

WHEREAS, Stewart Square, a General Partnership, desires to secure a loan in the amount of \$1,225,000.00 by the execution of a Mortgage upon its interest in certain property, including the demised premises under the Lease Agreement; and

WHEREAS, Mortgagee as a condition of making such loan to Stewart Square, a General Partnership, requires that the Lease Agreement be assigned to the Mortgagee; and

WHEREAS, Tenant desires to be assured of the continued use and occupancy of the demised premises under the terms and conditions of the Lease Agreement;

NOW, THEREFORE, in consideration of the premises and \$1.00 paid by each party hereto to the other, the receipt of which is hereby acknowledged, and other good and valuable consideration, the parties hereto agree as follows:

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