

THE CITIZENS AND SOUTHERN NATIONAL BANK OF SOUTH CAROLINA, COLUMBIA, S.C. 29222  
 A SUBSIDIARY OF THE CITIZENS AND SOUTHERN CORPORATION

February 10, 1978

Chairman of the County Council of Greenville County  
 Greenville, South Carolina

RE: Greenville County, South Carolina First Mortgage Industrial Revenue  
 Bonds, Series A (The "Bonds") (Bi-Lo, Inc.-Lessee)

Dear Sir:

Reference is made to the Indenture of Mortgage and Deed of Trust dated as of July 1, 1973 (the "Indenture") between Greenville County, South Carolina (the "Grantor") and The Citizens and Southern National Bank of S. C., as Trustee (the "Trustee"). Reference is also made to the Lease dated as of July 1, 1973 (the "Lease") between the Grantor and Bi-Lo, Inc., a South Carolina Corporation. Said Bi-Lo, Inc. has subsequently, through mergers, become a Delaware Corporation and is hereinafter called "Lessee".

We have been advised by the Lessee that due to certain technical problems, largely related to the timing in transfers of funds, the merger on December 31, 1977 of Bi-Lo, Inc. a Delaware Corporation which is a predecessor to the Lessee and was at the time of said merger the Lessee under the Lease into a Delaware Corporation, which thereafter changed its name to Bi-Lo, Inc., was in technical violation of section 14.03 of the Lease. We have been fully advised with respect to the relevant aspects of this merger and, in reliance upon opinions and statements expressed in a letter of Counsel for the Company dated January 26, 1978, as provided in Section 8.02 of the Indenture, we have concluded that such technical violation is not, in our judgement, to the prejudice of the Trustee or materially adverse to the holders of the bonds. Consequently, pursuant to 6.12 of the Indenture, we hereby advise you that we consent to the Amendment to the Lease in the form to which this letter is attached.

Very truly yours,

The Citizens and Southern National  
 Bank of South Carolina as Trustee  
 BY [Signature]  
 Corporate Trust Officer

BMCD:kf

RECORDED FEB 21 1978 At 2:41 P.M.

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