

FORSYTH CO, NC 279 FEE: \$ 16.00
PRESENTED & RECORDED: 10/30/1998 2:04PM
DICKIE C. WOOD REGISTER OF DEEDS BY: WILLIA
BK2032 P3452 - P3456

Record and return to:
This instrument prepared by:
William L. Joel, Attorney-at-Law,
P. O. Box B, Jacksonville, FL 32203

ASSIGNMENT OF LEASE
(Store #2112)

THIS ASSIGNMENT OF LEASE made this 25 day of June, 1998, by and between WINN-DIXIE CHARLOTTE, INC., a Florida corporation ("Assignor") and W-D TRANSFER, INC., a Florida corporation ("Assignee").

WITNESSETH:

In consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable considerations in hand paid by the Assignee to the Assignor, receipt whereof is hereby acknowledged, and of the acceptance hereof by the Assignee, the Assignor does hereby assign, set over and transfer absolutely unto the Assignee, its successors and assigns, the following lease, properties, rights and obligations (the "Lease"):

That certain Lease dated April 20, 1987, between Marquis Properties-Walkertown, Ltd., a Georgia limited partnership, as Landlord, and Winn-Dixie Charlotte, Inc., a Florida corporation, as Tenant, as evidenced by and/or modified by the following instruments: Short Form Lease dated April 20, 1987, recorded in Official Records Book 1608, Page 1334; Amendment to Short Form Lease dated March 20, 1998, recorded in Official Records Book 1993, Page 3178, of the Public Records of Forsyth County, North Carolina; as modified by Letter Agreement dated May 19, 1987; Supplemental Lease Agreement dated January 26, 1988; and Amendment to Lease dated March 20, 1998.

TO HAVE AND TO HOLD the same unto the Assignee, its successors and assigns, for and during the remainder of the term thereof, subject to the payment of the rents and the performance of the covenants, conditions and provisions therein contained.

AND said Assignor covenants that said Lease is valid and subsisting, that Assignor is the lawful owner of all the options, rights, title, interest and estate of every kind of the Tenant under the Lease and in and to the leased premises and all building, structures, leaseholds and other improvements thereon, that all such options, right, title, interest in state are free and clear of all liens, encumbrances and assignments, but subject, however, to, the terms, conditions, limitations and restrictions contained in the Lease, and that Assignor has full power and lawful authority to convey the same.

ASSIGNEE, by accepting this Assignment, assumes and agrees to pay the rent, perform all covenants, conditions and provisions in the Lease to be paid, performed and observed by Tenant thereunder.

THIS ASSIGNMENT shall bind and enure to the benefit of the successors and assigns of the Assignor and Assignee, respectively.

IN WITNESS WHEREOF, Assignor has executed this instrument the day and year first

0:\TRANSFER\CHARLOTT\2112\ASSIGNME.DOC

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above written.

Signed, sealed and delivered
in the presence of:

Rebecca L. Sawyer
Print Name: Rebecca L. Sawyer

Laura L. Andrews
Print Name: LAURA L. ANDREWS

ASSIGNOR:

WINN-DIXIE CHARLOTTE, INC.

By: James Kufeldt
Its: Vice President

Attest: R.D. Pet
Its: Assistant Secretary

ASSIGNEE:

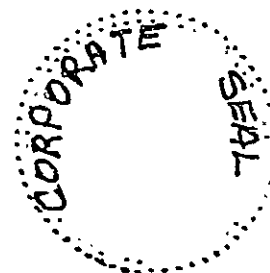
W-D TRANSFER, INC., a Florida corporation

By: R.P. McLaugh
Its: President

Attest: John H. Dym
Its: Secretary

Rebecca L. Sawyer
Print Name: Rebecca L. Sawyer

Laura L. Andrews
Print Name: LAURA L. ANDREWS



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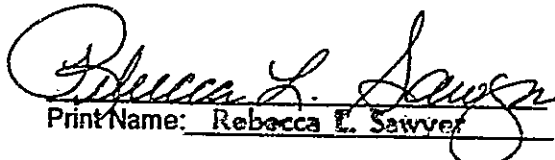
CONSENT OF GUARANTOR

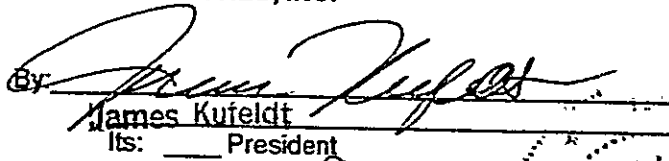
WINN-DIXIE STORES, INC., a Florida corporation, as Guarantor of the Due Performance by Assignor (its wholly-owned subsidiary) of Assignor's obligations under the above-described Lease, hereby consents to the foregoing Assignment agrees that its original guaranty shall extend, upon the same terms, to the due performance by Assignee (also its wholly-owned subsidiary) of all of the obligations of Tenant under the Lease.

Signed, sealed and delivered
in the presence of:

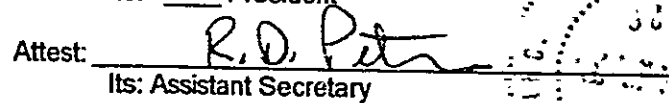
GUARANTOR:

WINN-DIXIE STORES, INC.


Print Name: Rebecca L. Sawyer

By: 
Its: James Kufeldt
President

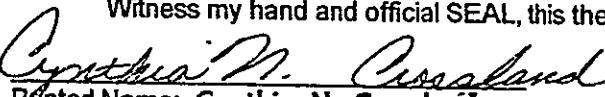

Print Name: LAURA L. ANDREWS

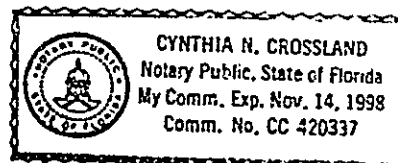
Attest: 
Its: Assistant Secretary

STATE OF FLORIDA)
COUNTY OF DUVAL)

I, Cynthia N. Crossland, a Notary Public, State and County aforesaid, do hereby certify that R.D. Peterson personally appeared before me this day and acknowledged that he/she is Assistant Secretary of WINN-DIXIE STORES, INC., a Florida corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate SEAL, and attested by her/himself as its Assistant Secretary.

Witness my hand and official SEAL, this the 25 day of June, 1998.


Printed Name: Cynthia N. Crossland
Notary Public, State and County aforesaid
My commission expires:
(NOTARIAL SEAL)



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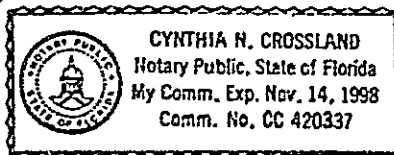
STATE OF FLORIDA)
COUNTY OF DUVAL)

I, Cynthia N. Crossland, a Notary Public, State and County aforesaid, do hereby certify that R.P. Peterson personally appeared before me this day and acknowledged that he/she is Assistant Secretary of WINN-DIXIE CHARLOTTE, INC., a Florida corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate SEAL, and attested by her/himself as its Assistant Secretary.

Witness my hand and official SEAL, this the 25 day of June, 1998.

Cynthia N. Crossland

Printed Name: Cynthia N. Crossland
Notary Public, State and County aforesaid
My commission expires:
(NOTARIAL SEAL)



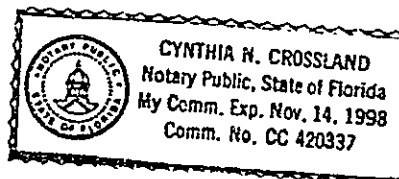
STATE OF FLORIDA)
COUNTY OF DUVAL)

I, Cynthia N. Crossland, a Notary Public, State and County aforesaid, do hereby certify that Judith W. Dixon personally appeared before me this day and acknowledged that he/she is — Secretary of W-D TRANSFER, INC., a Florida corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its — President, sealed with its corporate SEAL, and attested by her/himself as its — Secretary.

Witness my hand and official SEAL, this the 25 day of June, 1998.

Cynthia N. Crossland

Printed Name: Cynthia N. Crossland
Notary Public, State and County aforesaid
My commission expires:
(NOTARIAL SEAL)



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STATE OF NC - FORSYTH CO

The foregoing certificate(s) of:

Cynthia N. Crossland

NP(s) is/are certified to be correct this the 30 day of October, 1998

Dickie C. Wood, Register of Deeds by:

P. B. Bels

Deputy/Asst

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