

THIS INSTRUMENT PREPARED BY
AND RECORD AND RETURN TO:

DOUGLAS G. STANFORD, ESQUIRE
SMITH, GAMBRELL & RUSSELL, LLP
50 NORTH LAURA STREET, SUITE 2600
JACKSONVILLE, FLORIDA 32202

NOTICE OF ASSIGNMENT OF TENANT'S INTEREST IN LEASES
[Shelby County, Alabama]

THIS NOTICE OF ASSIGNMENT OF TENANT'S INTEREST IN LEASES (this "Notice") is given effective as of November 21, 2006, by

WINN-DIXIE MONTGOMERY, INC., a Florida corporation ("Tenant"), whose address for purposes of notice is 5050 Edgewood Court, Jacksonville, Florida 32254, Attention: Legal Department, and

WINN-DIXIE MONTGOMERY LEASING, LLC, a Florida limited liability company ("Successor Tenant"), whose address for purposes of notice is 5050 Edgewood Court, Jacksonville, Florida 32254, Attention: Legal Department.

R E C I T A L S :

- A. Tenant is the current lessee under certain leases as more particularly described on attached Exhibit A (the "Leases"), covering the leased premises as described therein (the "Premises"), each and every such Premises being located in Shelby County, Alabama.
- B. Tenant has assigned all of its right, title and interest as lessee under the Leases to Successor Tenant, and Successor Tenant has assumed Tenant's obligations under the Leases, pursuant to that certain General Assignment of Leases dated effective November 21, 2006 (the "Lease Assignment").
- C. Tenant and Successor Tenant desire to place third parties on notice of the transfer of Tenant's interest as lessee under the Leases to Successor Tenant.

ACCORDINGLY, Tenant and Successor Tenant hereby certify and state the following:

1. **Lease Assignment.** Notice is hereby given that, pursuant to the Lease Assignment: (i) all of Tenant's right, title and interest as lessee under the Leases has been transferred and assigned to, and has been assumed by and is now vested in, Successor Tenant, (ii) Successor Tenant has assumed Tenant's obligations under a mortgage of such leasehold interest to Wachovia Bank, National Association, as administrative agent and collateral agent, which mortgage separately is or will be recorded along with this Notice in the real property records of the county or parish in which the Premises is located (but

Tenant remains liable under such mortgage), and (iii) Tenant has the continuing right and privilege to maintain physical possession of the Premises for the purpose of operating and managing the Premises in the ordinary course of Tenant's business.

2. **Record Notice.** This instrument is intended to place third parties on record notice of the transfer of Tenant's right, title and interest as lessee under the Leases to Successor Tenant pursuant to the Lease Assignment.

IN WITNESS WHEREOF, Tenant and Successor Tenant have caused this Notice to be executed under seal as of the date first above written.

Signed, sealed and delivered
in the presence of the following
subscribing witnesses:

Name: ANDREW KEITH DAW

Name: Jacques Molaison

Signed, sealed and delivered
in the presence of the following
subscribing witnesses:

Name: JOHN J. JAMES

Name: Starla S. Stoesser

TENANT:

WINN-DIXIE MONTGOMERY, INC.,
a Florida corporation

By: Bennett L. Nussbaum
Name: Vice President
Title:

SUCCESSOR TENANT:

WINN-DIXIE MONTGOMERY LEASING, LLC,
a Florida limited liability company

By: Philip E. Pichulo
Name: Philip E. Pichulo
Title: President

LEGAL APPROVED
ATTY: CBZ
DATE: 11-17-06

[NOTARY ACKNOWLEDGEMENTS FOLLOW BELOW]

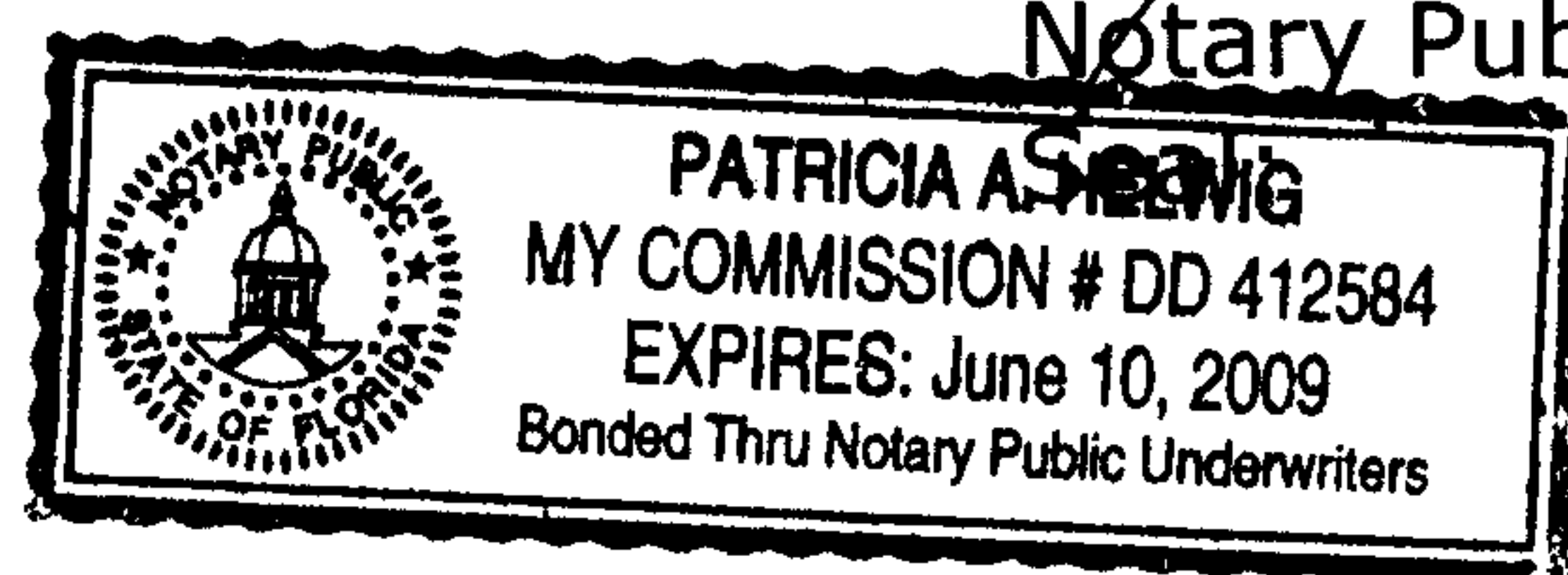
STATE OF FLORIDA
COUNTY OF DUVAL

20061128000575830 3/4 \$20.00
Shelby Cnty Judge of Probate, AL
11/28/2006 12:47:48PM FILED/CERT

PATRICIA HELWIG, a Notary Public in and for said County, in said State, hereby certify that Bennett L. Nussbaum, the Vice President of **WINN-DIXIE MONTGOMERY, INC.**, a Florida corporation, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 21ST day of Nov, 2006.

Patricia A. Helwig
Notary Public, State of Florida

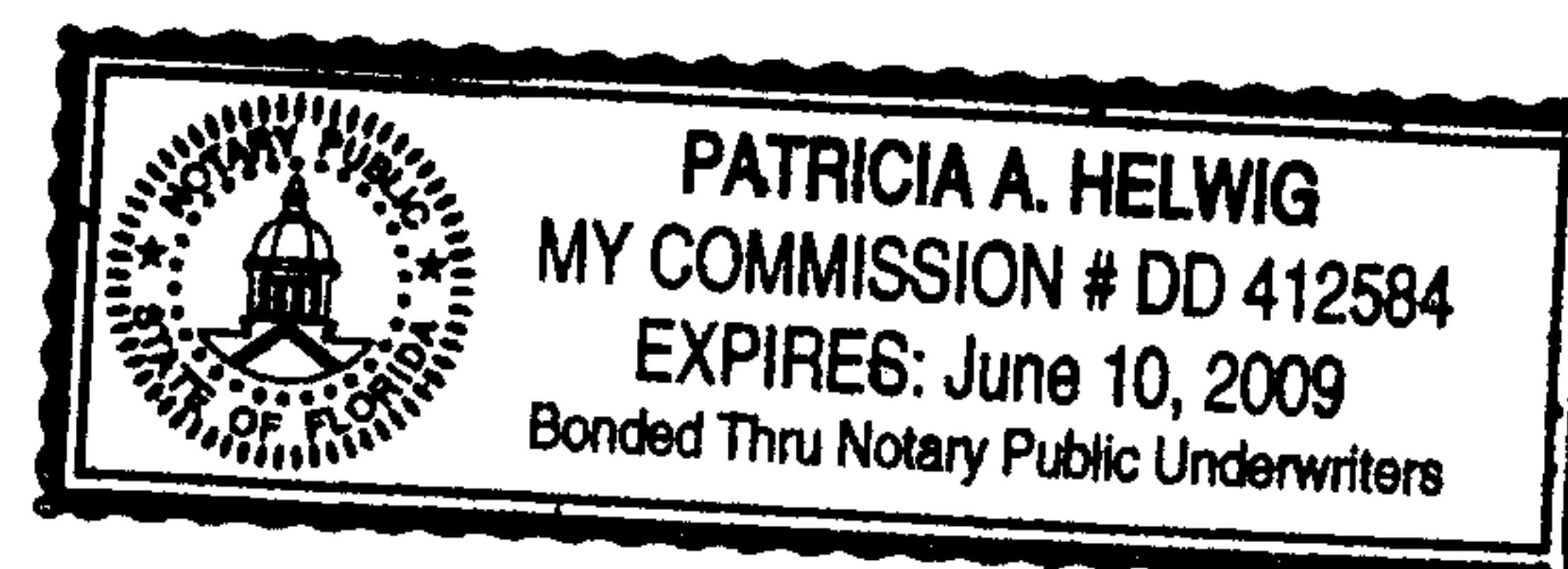


STATE OF FLORIDA
COUNTY OF DUVAL

PATRICIA HELWIG, a Notary Public in and for said County, in said State, hereby certify that Philip E. Pichulo, the _____ President of **WINN-DIXIE MONTGOMERY LEASING, LLC**, a Florida limited liability company, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand and official seal this 21ST day of Nov, 2006.

Patricia A. Helwig
Notary Public, State of Florida
Seal:



20061128000575830 4/4 \$20.00
Shelby Cnty Judge of Probate, AL
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EXHIBIT A
Description of Leases

STORE #469
335 Helena Market Place
Helena, Shelby County, Alabama

LEASE: Lease as evidenced by Short Form Lease, recorded in Instrument Number 1997-37152, public records of Shelby County, Alabama, as amended.

STORE #509
150 Chelsea Corners
Chelsea, Shelby County, Alabama

LEASE: Lease as evidenced by Short Form Lease, recorded in Instrument Number 1998-33230, public records of Shelby County, Alabama.

STORE #514
2653 Valleydale Road
Birmingham, Shelby County, Alabama

LEASE: Lease as evidenced by Short Form Lease, recorded in Instrument Number 1995-10844, public records of Shelby County, Alabama.