

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000
Facsimile: (212) 735-2000
D.J. Baker (DB 0085)

KING & SPALDING LLP
191 Peachtree Street
Atlanta, Georgia 30303
Telephone: (404) 572-4600
Facsimile: (404) 572-5100
Sarah Robinson Borders

Proposed Attorneys for the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
 : **Chapter 11**
 :
WINN-DIXIE STORES, INC., et al., : **Case No. 05-11063**
 :
Debtors. : **(Jointly Administered)**
 :
-----X

**MOTION FOR AUTHORITY TO REJECT
CERTAIN REAL PROPERTY LEASES,
EFFECTIVE AS OF PETITION DATE**

Winn-Dixie Stores, Inc. and its debtor affiliates,¹ as debtors and debtors-in-possession
(collectively, the “Debtors”), respectfully represent:

¹ In addition to Winn-Dixie Stores, Inc., the following entities are debtors in these related cases: Astor Products, Inc., Crackin’ Good, Inc., Deep South Distributors, Inc., Deep South Products, Inc., Dixie Darling Bakers, Inc., Dixie Home Stores, Inc., Dixie Packers, Inc., Dixie Spirits, Inc., Dixie Stores, Inc., Economy Wholesale Distributors, Inc., Foodway Stores, Inc., Kwik Chek Supermarkets, Inc., Sunbelt Products, Inc., Sundown Sales, Inc., Superior Food Company, Table Supply Food Stores Co., Inc., WD Brand Prestige Steaks, Inc., Winn-Dixie Handyman, Inc., Winn-Dixie Logistics, Inc., Winn-Dixie Montgomery, Inc., Winn-Dixie Procurement, Inc., Winn-Dixie Raleigh, Inc., and Winn-Dixie Supermarkets, Inc.

Background

A. Chapter 11 Filings.

1. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on February 21, 2005 (the “Petition Date”).

2. The Debtors will continue in possession of their property and will operate and manage their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

3. No request has been made for the appointment of a trustee or examiner, and no official committee has yet been appointed in these cases.

4. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

B. Company Background.

5. The Debtors are grocery and drug retailers operating in the southeastern United States, primarily under the “Winn-Dixie” and “Winn-Dixie Marketplace” banners. According to published reports, the Debtors are the eighth-largest food retailer in the United States and one of the largest in the Southeast. The Debtors’ business was founded in 1925 with a single grocery store and has grown through acquisitions and internal expansion. The Debtors currently operate more than 900 stores in the United States. Substantially all of the Debtors’ store locations are leased rather than owned.

6. The Debtors employ nearly 79,000 associates, of whom approximately 33,000 are employed on a full-time basis and 46,000 on a part-time basis.

7. The Debtors operate in a highly competitive supermarket industry that is generally characterized by intense competition and narrow profit margins. The Debtors compete directly with national, regional, and local supermarket chains and independent supermarkets, as well as with Wal-Mart, similar supercenters, and other non-traditional grocery retailers such as dollar discount stores, drug stores, convenience stores, warehouse club stores, and conventional department stores.

C. Capital Structure.

8. The Debtors' primary secured obligations arise under a Second Amended and Restated Credit Agreement dated June 29, 2004, with Wachovia Bank, N.A., as administrative agent; GMAC Commercial Finance LLC, as syndication agent; Wells Fargo Foothill, LLC, General Electric Capital Corporation, and The CIT Group/Business Credit, Inc., as co-documentation agents; Wachovia Bank, N.A., as successor by merger to Congress Financial Corporation (Florida), as collateral monitoring agent; and the several lenders from time to time party thereto (as amended, the "Credit Agreement").

9. The Debtors' maximum borrowing capacity under the Credit Agreement totals \$600 million. Beginning on September 22, 2004, the Debtors failed to meet a financial test under the Credit Agreement that limited the amount available for borrowings; however, the Debtors obtained a waiver of this financial test on February 9, 2005. The waiver requires that the Debtors perfect the lenders' security interest in assets with a requisite value on or before March 31, 2005. The waiver expires on June 29, 2005.

10. The Credit Agreement provides for revolving loans and the issuance of letters of credit. It is secured by substantially all of the personal property and owned real property of the Debtors that are parties thereto. As of the Petition Date, the Debtors were liable for obligations

under the Credit Agreement in the aggregate amount of approximately \$427 million. The Debtors are seeking authority to refinance their obligations under the Credit Agreement pursuant to a debtor-in-possession financing facility provided by Wachovia Bank, N.A. and other lenders.

11. Certain of the Debtors are parties to an Indenture with Wilmington Trust Company dated December 26, 2000 (as amended and supplemented, the “Indenture”). Pursuant to the Indenture, Debtor Winn-Dixie Stores, Inc. issued \$300 million in principal amount of Senior Notes bearing interest at 8.875% per annum, and certain other Debtors guaranteed the Senior Notes. The Senior Notes mature in 2008 and require semi-annual interest-only payments until maturity. The Senior Notes are unsecured obligations that are *pari passu* with most of the Debtors’ other unsecured obligations, which generally consist of trade debt, contract and lease obligations (including possible rejection damages), employee obligations, and litigation claims.

12. Parent company Winn-Dixie Stores, Inc. is publicly owned, and its common stock has been traded on the New York Stock Exchange since 1952 under the ticker symbol WIN. All of the other Debtors are direct and indirect subsidiaries of Winn-Dixie Stores, Inc.

D. Events Leading to the Debtors’ Chapter 11 Cases.

13. In January 2004, the Debtors announced a series of actions designed to improve their competitive position (the “Strategic Plan”). The Strategic Plan included (a) a review of business strategies and marketing programs, (b) an expense reduction plan designed to achieve a \$100 million annual expense reduction, (c) a market positioning review through which markets will be identified as either core, and positioned for future investment and growth, or non-core, and evaluated for sale or closure, (d) an image makeover program targeting approximately 700 stores for facilities improvement, and (e) a process re-engineering initiative that is intended to enhance organizational effectiveness and company business initiatives.

14. As part of the Strategic Plan, the Debtors committed to focus on a core base of stores across 36 designated marketing areas in the United States. The Debtors decided to exit 156 stores, exit three distribution centers, sell or close four manufacturing plants, and consolidate two dairy operations. Of these facilities, the Debtors exited 135 stores, three distribution centers, and three manufacturing plants between April 2004 and the Petition Date.

15. Despite the implementation of the Strategic Plan, during the remainder of 2004, the Debtors continued to experience significant sales declines and market-share losses. The Debtors' financial performance was affected not only by operating losses but also by ongoing obligations relating to a significant number of store locations where the Debtors no longer operate. The Debtors are seeking authority to reject a substantial number of the leases relating to these stores, effective immediately.

16. In part in anticipation of the 2004 holiday season, the Debtors increased their purchasing activities in October and November. When holiday sales were lower than expected, the Debtors experienced higher-than-anticipated inventory levels and lower-than-anticipated accounts payable, resulting in increased borrowings under the Credit Agreement and reduced liquidity.

17. On February 10, 2005, the Debtors announced that during their first and second fiscal quarters ending on January 12, 2005, the Debtors incurred losses in the amount of \$552.8 million, or \$3.93 per share of common stock. The Debtors also announced that for their second fiscal quarter, identical-store sales declined by 4.9% as compared to the second quarter of the prior year.

18. The Debtors' financial results and decrease in liquidity, coupled with downgrades by Moody's Investor Services and Standard & Poor's Rating Services, as well as negative press

coverage, led a number of the Debtors' trade creditors to demand shorter payment terms. Since the announcement of the Debtors' financial results on February 10, 2005, the Debtors have experienced a reduction in vendor and other credit by more than \$130 million. As a result, the Debtors have been forced to conclude, after consultation with their advisors, that their interests and the interests of their creditors, employees, and customers will be best served by a reorganization under Chapter 11 of the Bankruptcy Code.

19. As part of their restructuring under Chapter 11, the Debtors, led by a chief executive officer hired in December 2004, intend to implement further asset rationalization and expense reduction plans and to utilize new sales initiatives to improve the Debtors' brand image and competitive position, with the goal of improving their operations and financial performance and strengthening their business for the benefit of creditors, customers, employees, and the communities in which the Debtors operate.

Relief Requested

20. By this Motion, the Debtors seek an order of the Court, pursuant to Sections 105(a) and 365(a) of the Bankruptcy Code, approving and authorizing the rejection of each of the unexpired leases of non-residential real property set forth on Exhibit A hereto (collectively, the "Leases"), effective as of the Petition Date. The Leases relate to certain grocery stores and other facilities where the Debtors ceased operations as part of pre-petition restructuring plans initiated in April 2004 and earlier. Accordingly, the Debtors currently derive no benefit from the Leases.

The Leases

21. As part of their restructuring plans, the Debtors sought to sell, sublet, negotiate buyouts with landlords, or otherwise reduce or eliminate their liability under the Leases. After marketing the leases, the Debtors determined that they were unable to sell, sublet, negotiate acceptable buyouts with landlords, or otherwise reduce or eliminate their liability under each of the Leases that are the subject of this Motion. Accordingly, with respect to the stores or other facilities that are the subject of the Leases (the “Dark Facilities”), the Debtors either continued to pay the monthly rent required by the Leases or, in some limited cases, surrendered possession of certain Leases to the landlords under the Leases in exchange for reduced payments over time.

22. Because the Debtors no longer occupy the Dark Facilities, have previously marketed the Leases for the Dark Facilities, and are continuing to pay rent and other charges under the Leases, or related payment agreements, in the aggregate monthly amount of approximately \$4.9 million, the Debtors have concluded that the Leases constitute a burden on the Debtors and their estates, are not necessary for an effective reorganization, and should be rejected as of the Petition Date.

23. The rejection of the Leases will save the Debtors’ estates approximately \$4.9 million per month, beginning with the month of March, in administrative expenses, including rent, taxes, insurance premiums, utility costs, and other charges under the Leases.

24. To the extent any personal property remains in the Dark Facilities, it is of little or no value to the Debtors’ estates. Accordingly, the Debtors request that the Court enter an order deeming any interest of any of the Debtors in any such personal property abandoned pursuant to Section 554(a) of the Bankruptcy Code, as of the Petition Date.

Basis for Relief

25. Pursuant to Sections 365(a) and 1107(a) of the Bankruptcy Code, a debtor-in-possession, “subject to the court’s approval, may assume or reject any executory contract or unexpired lease of the debtor.” A debtor-in-possession’s right to reject executory contracts and unexpired leases is a fundamental component of the bankruptcy process, as it provides a debtor with a mechanism to eliminate financial burdens to the estate. In re Hardie, 100 B.R. 284 (Bankr. E.D.N.C. 1989); In re Gunter Hotel Assoc., 96 B.R. 696 (Bankr. W.D. Tex. 1988).

26. The decision to reject an executory contract or unexpired lease is primarily administrative and should be given great deference by a court, subject only to review under the “business judgment” rule. See In re Gardinier, Inc., 831 F.2d 974, 976 n.2 (11th Cir. 1987); Sharon Steel Corp. v. Nat’l Fuel Gas Distr. Corp., 872 F.2d 36, 40 (3d Cir. 1989); Sundial Asphalt Co. v. V.P.C. Investors Corp., 147 B.R. 72 (E.D.N.Y. 1992). The business judgment rule requires the debtor to establish that rejection of the agreement will likely benefit the estate. See Sharon Steel Corp., 872 F.2d at 39-40; In re Kong, 162 B.R. 86 (Bankr. E.D.N.Y. 1993). Courts universally regard the business judgment rule as a low standard to meet, and therefore, absent a finding of bad faith, will not disturb the decision to reject an executory contract or unexpired lease by substituting their own judgment for that of the debtor. See In re III Enter., Inc. V, 163 B.R. 453, 469 (Bankr. E.D.Pa. 1994); In re Hardie, 100 B.R. at 287.

27. Here, the Debtors’ business judgment clearly supports rejection of the Leases. The Debtors do not operate at the Dark Facilities and do not receive revenue from the Dark Facilities. Thus, the Leases are not necessary for a successful reorganization but instead will constitute a burden to the Debtors’ estates because of administrative expenses arising from the continuation of the Leases. Indeed, rejection of the Leases will benefit the Debtors’ estates by

alleviating a monthly cost of approximately \$4.9 million, including taxes, insurance premiums, utility costs, and other charges due under the Leases. Consequently, the Debtors seek authority under Section 365 of the Bankruptcy Code to reject the Leases.

28. The relief requested herein is consistent with the type of relief granted by this and other courts. See, e.g., In re Hale-Halsell Co., Case No. 04-11677 (Bankr. N.D. Okla. April 23, 2004); In re Git-N-Go, Inc., Case No. 04-10509 (Bankr. N.D. Okla. March 2, 2004); In re Penn Traffic Co., Case No. 03-22495 (Bankr. S.D.N.Y. June 18, 2003). Accordingly, the Debtors submit that the present circumstances warrant similar relief in their Chapter 11 cases.

Notice

29. Notice of this Motion has been provided to the Office of the United States Trustee, counsel for Wachovia Bank, N.A., as agent for the Debtors' secured lenders, the indenture trustee for the Debtors' noteholders, and the Debtors' fifty (50) largest unsecured creditors. In light of the nature of the relief requested, the Debtors submit that no further notice is necessary.

Waiver of Memorandum of Law

30. Pursuant to Local Bankruptcy Rule 9013-1(b) for the Southern District of New York, because there are no novel issues of law presented herein, the Debtors respectfully request that the Court waive the requirement that the Debtors file a memorandum of law in support of this Motion.

WHEREFORE, the Debtors respectfully request that this Court enter an order:

- (a) authorizing and approving the rejection of the Leases, effective as of the Petition Date;
- (b) authorizing the abandonment of all of the Debtors' personal property remaining in the Dark Facilities; and
- (c) granting the Debtors such other and further relief as is just and proper.

Dated: February 21, 2005
New York, New York

/s/ D. J. Baker
D. J. Baker (DB 0085)
Sally McDonald Henry (SH 0839)
Rosalie Walker Gray
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000
Facsimile: (917) 777-2150

-and-

Sarah Robinson Borders
Brian C. Walsh
KING & SPALDING LLP
191 Peachtree Street
Atlanta, Georgia 30303
Telephone: (404) 572-4600
Facsimile: (404) 572-5100

PROPOSED ATTORNEYS FOR THE DEBTORS

EXHIBIT A

SCHEDULE OF LEASES

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
146	843 PINWOOD WAY LIVE OAK, FL 32060	Suwanee County Investments, LLC 20377 180th Street Live Oak, FL 32060
264	334 N. CONGRESS AVENUE BOYNTON BEACH, FL 33435	E&A Acquisition Two Limited Partnership 900 Bank of America Plaza 1901 Main Street Columbia, SC 29201
298	8040 WEST MCNAB ROAD NORTH LAUDERDALE, FL 33068	SKW II Real Estate Limited Partnership 100 Crescent Court, Suite 1000 Dallas, TX 75201
376	6177 JOG RD, BAY D LAKE WORTH, FL 33462	Lantana Square Shopping Center, Ltd c/o Southeast Properties 1645 SE 3rd Court, Suite 200 Deerfield Beach, FL 33441
382	5301 WEST ATLANTIC BLVD. MARGATE, FL 33063	Lakewood Associates, Ltd. 701 Brickell Avenue, Suite 1400 Miami, FL 33131
430	WALKER CHAPEL ROAD FULTONDALE, AL 35068	Walker Chapel Plaza, LLC P. O. Box 11045 Montgomery, AL 36111
477	6477 HAMILTON ROAD COLUMBUS, GA 31904	Ervin R. Bard and Susanne Bard 1100 Alta Loma Road, Suite 1204 Los Angeles, CA 90069
499	470 S. HIGHWAY 29 CANTONMENT, FL 32533	Moulton Properties, Inc. P. O. Box 12524 Pensacola, FL 32573
508	1610 MAIN STREET CHIPLEY, FL 32428	Main Street Marketplace, LLC 2100 Riverchase Center, Suite 230-A Birmingham, AL 35244
510	765 HWY 98 EAST DESTIN, FL 32541	Downtown Destin Shopping Center/The Pelican Group, Inc. P. O. Box 160403 Mobile, AL 36616-1403
511	1303 SOUTH WASHINGTON STREET MARION, AL 36756	Macon W. Gravlee, Jr. P. O. Box 310 Fayette, AL 35555
522	3791 HWY 14 MILLBROOK, AL 36054	Spectrum/Grandview Pines, LLC P. O. Box 11045 Montgomery, AL 36111
534	2471 HIGHWAY 150 HOOVER, AL 35244	Sulphur Springs Partners, LLP 801 N.E. 167th Street, 2nd Floor N. Miami Beach, FL 33162
539	52ND POPLAR SPRINGS MERIDIAN, MS 39301	Barbaree G. Rosenbaum, Trustee, Laura C. Kimbrell, et al. Co-Trustees P. O. Box 3007 Meridian, MS 39303
540	1801 WEST DALLAS AVENUE SELMA, AL 36701	Aronov Realty Company, Inc. P. O. Box 235000 Montgomery, AL 36103
582	719 HWY 43 SOUTH SARALAND, AL 36571	Bowdoin Square LLC, c/o Head Companies P. O. Box 230 Point Clear, AL 36564
592	102 MCMEANS AVENUE BAY MINETTE, AL 36507	New Bay Minette, LLC P. O. Box 81322 Mobile, AL 36689
686	1803 N HIGHLANDS AVE CLEARWATER, FL 33755	The Morgan Company, Inc., c/o George L. Hayes, III, Esq. 5959 Central Avenue, Suite 104 St. Petersburg, FL 33710
704	18906 US HWY 19 HUDSON, FL 34667	John Benetti Associates, a California Partnership 80 Mt. Vernon Lane Atherton, CA 94025

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
714	27251 BAY LANDING BONITA SPRINGS, FL 34135	Barron Collier Partnership 2600 Golden Gate Parkway P. O. Box 413038 Naples, FL 34101-3038
832	112 WESTERN BLVD JACKSONVILLE, NC 28540	Daniel G. Kamin, c/o Kamin Realty Company P. O. Box 10234 Pittsburgh, PA 15232
868	750 N MADISON BOULEVARD ROXBORO, NC 27573	Roxborough Associates, LLC P. O. Box 1359 605 S. Morgan Street Roxboro, NC 27573
869	US HWY 301 & FIKWOOD ST. WILSON, NC 27893	Bailey & Associates, c/o LIF Realty Trust 106 Access Road Norwood, MA 02062-5294
870	2799 RALEIGH ROAD WILSON, NC 27893	KPT Communities LLC, c/o Kimco Realty Corporation 3333 New Hyde Road, Suite 100 New Hyde Park, NY 11042-0020
875	1222 NORTH WESLEYAN BOULEVARD ROCKY MOUNT, NC 27804	DPJ Company Limited Partnership 145 Rosemary Street, Suite Entrance K Needham, MA 02194
925	401 E. LAKEWOOD AVENUE DURHAM, NC 27704	Heritage Square Associates 112 N. Main Street Durham, NC 27702
940	6569 MARKET DRIVE GLOUCESTER, VA 23061	Butler Investments I, LC c/o Derrine & Wheeler Real Estate Company Crown Center 580 East Main Street, Suite 300 Norfolk, VA 23510
941	US HIWAY 58 & SR 15 CLARKSVILLE, VA 23927	Daniel G. Kamin Clarksville, LLC, c/o Kamin Realty Company 490 S. Highland Street Pittsburgh, PA 15206
946	4950 PLANTATION ROAD ROANOKE, VA 24019	WD Roanoke, LLC, c/o I. Reiss & Company 200 East 61st Street, Suite 29F New York, NY 10021
949	3808 MECHANICSVILLE TURNPIKE RICHMOND, VA 23223	USRP I, LLC, Lockbox #4226 4226 Collection Center Drive Chicago, IL 60693
955	463 N. MAIN STREET KILMARNOCK, VA 22482	Lancaster Community Investors, LC P. O. Box 1582 Kilmarnock, VA 22482-1582
958	4211 BEULAH RD RICHMOND, VA 23237	Crenshaw-Singleton Properties 1011 East Main Street, Suite 206 Richmond, VA 23219
965	2098 NICKERSON BLVD. HAMPTON, VA 23663	GEM Nickerson, LLC, c/o Ellis Gibson Development Group 207 Business Park Drive, Suite 101 Virginia Beach, VA 23462
970	285 NORDAN DRIVE DANVILLE, VA 24541	Old 97, Inc., c/o Phillips Edison & Company 11690 Grooms Road Cincinnati, OH 45242
972	2301 SALEM CHCH RD FREDERICKSBURG, VA 22407	WD Route 3 Limited Partnership 1201 Central Park Boulevard Fredericksburg, VA 22401
979	1720 E. LITTLE CREEK ROAD NORFOLK, VA 23510	Rose J. Caplan and Esther S. Fleder, Trustees 500 Main Plaza East, 1324 Crestar Bank Building Norfolk, VA 23510
980	1092 BYPASS ROAD VINTON, VA 24179	PNC 230 S. Tryon Street, Suite 700 Charlotte, NC 28202
984	US 29 BUSINESS HURT, VA 24563	Staunton Plaza Associates, Limited Partnership 5 Norden Drive Glen Head, NY 11545
987	596 BLUE RIDGE AVENUE BEDFORD, VA 24523	Southgate Associates, II, LP P. O. Box 8510 Richmond, VA 23226
988	3225 OLD FOREST ROAD LYNCHBURG, VA 24501	George C. Walker, Jr., c/o John Stewart Walker Company 3211 Old Forest Road Lynchburg, VA 24501

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
989	7701 TIMBERLAKE ROAD LYNCHBURG, VA 24502	Timberlake Station, LLC P. O. Box 640594 Cincinnati, OH 45249-0594
990	301 OYSTER POINT ROAD NEWPORT NEWS, VA 23607	GEM Warwick, LLC, c/o Ellis-Gibson Development Group 1081 19th Street, Suite 203 Virginia Beach, VA 23451-5600
1006	2215 TOBACCO RD AUGUSTA, GA 30906	Peach Orchard Center, LLC 3152 Washington Road Augusta, GA 30907
1009	248 W COLUMBIA AVE BATESBURG, SC 29006	Lasco Realty, LLC, Attn: Robert Schwagerl P. O. Box 418 Keswick, VA 22947
1014	1070 A SOUTH LAKE DR LEXINGTON, SC 29073	The Delta Interests P. O. Box 1806 Greenville, SC 29602
1017	935 HWY 29 S ANDERSON, SC 29624	Southland-Anderson W.D. Delaware Business Trust c/o Wilmington Trust Co. 1100 N. Market Street Wilmington, DE 19890-0001
1270	1215 NORTH MAIN STREET SUMMERVILLE, SC 29483	Invesco, LP, W. C. Wilbur & Co. P. O. Box 5225 North Charleston, SC 29406
1272	2245 CHARLESTON HWY CAYCE, SC 29033	Cayce Marketplace Partners, LP 130 Bloor Street West, Suite 1200 Toronto, Ontario M5S 1N5
1313	1004 CENTRAL ST. WATER VALLEY, MS 38965	Macon W. Gravlee, Jr. P O. Box 310 Fayette, AL 35555
1325	12120 HWY 63 S LUCEDALE, MS 39452	SeaPea, Inc. 13505 North Amiss Road Baton Rouge, LA 70810
1330	2150 WEST JACKSON OXFORD, MS 38655	Greenville Compress Company Attn: Kenneth Brantley, Secretary-Treasurer P. O. Box 218 Greenville, MS 38702
1341	628 HWY 12 E. STARKVILLE, MS 39759	1997 Properties, LLC, c/o Roger P. Friou P. O. Box 55416 Jackson, MS 39296
1347	1925 SPILLWAY RD. BRANDON, MS 39047	Edens & Avant Properties Limited Partnership c/o Reservoir Square P. O. Box 528 Columbia, SC 29202
1352	658 E. MADISON HOUSTON, MS 38851	Macon W. Gravlee, Jr., c/o General Management Services P. O. Box 310 Fayette, AL 35555
1354	11TH AVE, HWY 78 E. GUIN, AL 35563	Guin Square, LLC, c/o LeDrue Gravlee P. O. Box 310 Fayette, AL 35555
1364	1321 W. GOVERNMENT ST. BRANDON, MS 39042	Premier Plaza Associates, LLC 3060 Peachtree Road, Suite 1850 Atlanta, GA 30305
1366	1201 US 49 S, SUITE 16 RICHLAND, MS 39218	Litchfield Investments Riverwood LLC c/o The Mitchell Company P. O. Box 16036 Mobile, AL 36616
1370	200 CLINTON BLVD. CLINTON, MS 39056	CPM Associates, LP, c/o Fletcher Bright Company 537 Market Street, Suite 400 Chattanooga, TN 37402
1401	HWY. 90 & JAMIE BLVD. AVONDALE, LA 70094	Avondale Square Limited Partnership 100 Conti Street New Orleans, LA 70130
1420	1123 PAUL MAILLARD ROAD LULING, LA 70070	Kingfisher, Inc. P. O. Box 47 Luling, LA 70070
1462	W. MAIN & PINE GRAMERCY, LA 70052	Alvyn L. Woods, Inc. P. O. Box 396 Lutcher, LA 70071

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
1465	29762 WALKER SOUTH ROAD WALKER, LA 70785	Walker, L.A., Commercial Properties Development Co., LLC, P. O. Box 1693 Baton Rouge, LA 70821
1473	1215 ELTON ROAD JENNINGS, LA 70546	Jula Trust 919 W. Second Street Crowley, LA 70527-1566
1550	5525 CAMERON ST. SCOTT, LA 70583	MPM Resources, LLC P. O. Box 80673 Lafayette, LA 70598
1560	4510 AMBASSADOR CAFFERY PKWY LAFAYETTE, LA 70508	Gregory F. Reggie, Caffery Center, LLC 1 Northview Lane Crowley, LA 70526
1565	LA HWY. 1 NATCHITOCHE, LA 71457	Cane River Associate, c/o Property One, Inc. One Lakeshore Drive, Suite 560 Lake Charles, LA 70629
1580	2160 HWY. 64 ZACHARY, LA 70791	Daniel G. Kamin, c/o Kamin Realty Company P. O. Box 10234 Pittsburgh, PA 15232
1586	9708 GREENWELL SPRINGS RD. BATON ROUGE, LA 70814	Folmar & Associates, Attn: Elaine Barnes P. O. Box 16765 Mobile, AL 36616
1605	4620 TAYLORSVILLE RD LOUISVILLE, KY 40220	Chester Dix Jefferson Corp. P. O. Box 40 Westbury, NY 11590
1606	225 KENTUCKY HOME SQUARE BARDSTOWN, KY 40004	Bardstown S.C., LLC 3220 Office Pointe Place, Suite 200 Louisville, KY 40220
1609	U S HIGHWAY 127& HOSPITAL FRANKFORT, KY 40601	Capital Plaza Shopping Center 31850 Northwestern Highway Farmington Hills, MI 48018
1610	135 EAST LINCOLN TRAIL RADCLIFF, KY 40160	Teachers' Retirement System of the State of Kentucky 239 South Fifth Street, Suite 917 Louisville, KY 40202
1613	3150 RICHMOND ROAD LEXINGTON, KY 40509	New Plan Excel Realty Trust 1120 Avenue of the Americas, 12th Floor New York, NY 10036
1614	4230 SARON DRIVE LEXINGTON, KY 40515	Teachers' Retirement System of the State of Kentucky Attn: Edward T. Wilson c/o Mortgage Company of Kentucky, Inc. 642 South Fourth Street Louisville, KY 40202
1636	4830 OUTER LOOP LOUISVILLE, KY 40219	Brown, Noltemeyer Company, Attn: Charles A. Brown, Jr. 2424 Eagles Eyrie Court Louisville, KY 40206
1653	2511 FREDERICA STREET OWENSBORO, KY 42303	Palm Lakes, LLC 2285 Executive Drive, Suite 420 Lexington, KY 40505
1669	175 MARKETPLACE DRIVE HILLVIEW, KY 40229	Teachers' Retirement System of the State of Kentucky c/o Mortgage Co. of Kentucky, Inc. 239 S. Fifth Street, Suite 917 Louisville, KY 40202
1670	HWY 44 SHEPHERDSVILLE, KY 40165	Shepherdsville Mall Associates Limited Partnership c/o Center Services, Inc. 6200 Crestwood Station Crestwood, KY 40014
1683	550 US 23S - HWY 114 PRESTONSBURG, KY 41653	Glimcher Properties Limited Partnership 20 S. Third Street Columbus, OH 43215
1691	1885 OLD STATE ROAD CORYDON, IN 47112	Dahlem Enterprise, Inc. 1000 Building Suite LL-2, 6200 Dutchmans Lane Louisville, KY 40205-3285
1702	20 WEST 6TH NEWPORT, KY 41071	Wiedemann Square Ltd, Suite 205 5710 Wooster Pike Cincinnati, OH 45227
1703	7850 ALEXANDRIA PIKE ALEXANDRIA, KY 41001	United Commercial Mortgage Corporation, c/o Lawrence Kadish 135 Jericho Turnpike Old Westbury, NY 11568

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
1763	848 MOLLY LANE MILFORD, OH 45150	Milford Associates, L.P., c/o QT Management, LLC 670 White Plains Road, Suite 305 Scarsdale, NY 10583
1768	5291 DELHI PIKE CINCINNATI, OH 45238	Del-Fair, Inc. P. O. Box 389229 Cincinnati, OH 45238-9229
1771	5150 GLENCROSSING WAY CINCINNATI, OH 45238	Glenway Associates, c/o DDRD Down REIT LLC P. O. Box 643474, Dept. 295 Pittsburgh, PA 15264-3474
1772	10180 COLERAIN AVENUE CINCINNATI, OH 45251	KIR Colerain 017, LLC, c/o Kimco Realty Corporation P. O. Box 5020 New Hyde Park, NY 11042-0020
1773	409 WEST KEMPER ROAD CINCINNATI, OH 45246	Springdale Station, Ltd. Attn: Mr. Michael C. Phillips, Managing Member, Phillips Edison & Company 4440 Lake Forest Drive, Suite 110 Cincinnati, OH 45242
1775	4605 DIXIE HIGHWAY FAIRFIELD, OH 45014	Midwest Centers, Ltd., Attn: Alvin Lipson 3307 Clifton Avenue Cincinnati, OH 45220
1811	655 N EXPRESSWAY GRIFFIN, GA 30223	JDN Realty Corporation Suite 400, 359 East Paces Ferry Road, NE Atlanta, GA 30305
1829	2400 HIRAM ACWORTH HIGHWAY DALLAS, GA 30157	Hiram 99-GA, LLC, c/o Principal Net Lease Investors, LLC 711 High Street Des Moines, IA 50392-0301
1865	12160 COUNTY LINE ROAD FAYETTEVILLE, GA 30214	Nashville TN Associates, a NY general partnership c/o WD Fayetteville GA, LLC, Attn: Arthur Reiss 60 East 42nd Street, Suite 2201 New York, NY 10165
1867	1217 W SPRING ST MONROE, GA 30655	ARNOBO Associates Partnership a/k/a ARNOBO Associates, LLC, c/o SCG Management 3101 Towercreek Parkway, Suite 200 Atlanta GA 30339
1902	11208 S. MEMORIAL PKWY HUNTSVILLE, AL 35803	Amberjack, Ltd P. O. Box 81322 Mobile, AL 36689
1910	9076 HWY 20 STE F MADISON, AL 35758	Lennar Alabama Partners, Inc. 1601 Washington Avenue, Suite 700 Miami Beach, FL 33139
1911	6125 UNIVERSITY DR HUNTSVILLE, AL 35806	Madison Mall Shopping Center, Inc., c/o Marx Realty & Improvement Co., Inc. 708 Third Avenue, 15th Floor New York, NY 10017
1916	240 MCCURDY AVE N RAINSVILLE, AL 35986	WD Rainsville Trust 2650 Louis Menck Drive Ft. Worth, TX 76131
1918	4103 SPORTPLEX DRIVE MUSCLE SHOALS, AL 35661	Shoals Marketplace, LLC 6 Office Park Circle, Suite 100 Birmingham, AL 35223
1940	5450 HWY 153 CHATTANOOGA, TN 37409	Kemor Properties, Inc., Attn: Bill Raines, c/o The Raines Group 1200 Mountain Creek Road, #100 Chattanooga, TN 37405
1996	2800 CANTON HWY MARIETTA, GA 30066	LN Piedmart Village, LLC, Attn: Al Johnston, Leasing Manager 4475 River Green Parkway, Suite 100 Duluth, GA 30096
2017	802 EAST CENTER STREET LEXINGTON, NC 27292	David R. Krug & Associates, W/D Lexington, LLC 131 Providence Road Charlotte, NC 28207
2020	4709 LAWNSDALE-COTTAGE GREENSBORO, NC 27405	Kotis Properties P. O. Box 9296 Greensboro, NC 27429-9296
2037	900 WEST BOULEVARD LAURINBURG, NC 28352	Scotland Mall, Inc. c/o Mr. C. F. Smith, Jr., President (or successor) 1800 Rockingham Road Rockingham, NC 28379

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
2064	3712 SOUTH HOLDEN ROAD GREENSBORO, NC 27406	Collett Management, LLC P. O. Box 36799 Charlotte, NC 28236-6799
2105	1643 N BRIDGE STREET ELKIN, NC 28621	Elkmont Associates Attn: Mr. James L. Poindexter, c/o Poindexter Enterprises P. O. Box 28 Elkin, NC 28621-0028
2126	US HWY 701 & N STREET GEORGETOWN, SC 29440	PG-1 Development Company c/o Century 21 Grimes & Associates P. O. Box 664 Georgetown, SC 29442
2130	1120 OAKWOOD STREET BENNETTSVILLE, SC 29512	Bennettsville 99-SC, LLC, c/o Principal 801 Grand Avenue Des Moines, IA 50392-0490;
2168	348 PINWOOD ROAD SUMTER, SC 29154	Woodland Village Apartments, a General Partnership c/o J. Donald Dial 1320 Washington Street Columbia, SC 29201
2174	1671 SPRINGDALE DRIVE CAMDEN, SC 29020	Developers Diversified Realty 3300 Enterprise Parkway P. O. Box 228042 Beachwood, OH 44122
2188	4320 W. STONE DRIVE KINGSPORT, TN 37660	West Eck Partners, LP 2743 Perimeter Parkway, Building 100, Suite 370 Augusta, GA 30909
2189	2450 MEMORIAL BOULEVARD KINGSPORT, TN 37664	Judy R. Street, c/o Joseph B. Lyle, Esq., Green & Hale, P.C. 126 Edgemont Avenue Bristol, TN 37621
2190	151 HUDSON DRIVE ELIZABETHTON, TN 37643	NP of Tennessee, LP 1120 Avenue of the Americas, 12th Floor New York, NY 10036
2198	HWY 36 & OAKLAND AVE JOHNSON CITY, TN 37601	Stichting Ken's Plaza Fonds, c/o Fletcher Bright Company 1300 First Tennessee Building Chattanooga, TN 37402
2193	1729 HIGHWAY 19E ELIZABETHTON, TN 37643	Elizabethton Plaza, Ltd, c/o Ed Street Development 1913 S. Roan Street, Suite 105 Johnson City, TN 37601
2386	7600 DR. PHILLIPS DRIVE ORLANDO, FL 32819	Woolbright/SSR Marketplace, LLC, Attn: Shai Moschowits 3200 North Military Trail, 4th Floor Boca Raton, FL 33431
2403	1580 E PRICE KELLER, TX 76248	Keller Crossing Texas, LP, c/o BVT Management Services, Inc. 3350 Riverwood Parkway, Suite 1500 Atlanta, GA 30339
2406	305 W. EULESS HWY. 10 EULESS, TX 76040	Tri-State Commercial Associates Joint Venture c/o Quine & Associates, Inc. 301 South Sherman Street, Suite 100 Richardson, TX 75081
2408	143 HARWOOD HURST, TX 76054	Parkwood Village, c/o HJ Brown Companies 7667B Lake Worth Road Lake Worth, FL 33467
2409	2632 FRANKFORD ROAD DALLAS, TX 75287	Frankford Dallas, LLC 2761 E. Trinity Mills Road, #114 Carrollton, TX 75006
2412	555 E 6TH STREET SAN ANGELO, TX 76903	Laureate Capital Corporation P. O. Box 890090 Charlotte, NC 28289-0090
2414	4501 NORTH I-35& E-LOOP 340 LACY-LAKEVIEW, TX 76705	Peregrine Properties Limited Partnership 711 High Street Des Moines, IA 50392
2415	1101 WALNUT CREEK MANSFIELD, TX 76063	Peregrine Properties Limited Partnership Attn: Commercial Real Estate Loan Administrator Ref. No. 750418 711 High Street Des Moines, IA 50392
2416	10325 LAKE JUNE ROAD DALLAS, TX 75277	Larissa Lake June, Ltd. 6300 Independence Parkway, Suite A-1 Plano, TX 75023

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
2420	1050 NORTH WESTMORELAND DALLAS, TX 75211	Saran, Ltd 5710 LBJ Freeway, Suite 135 Dallas, TX 75240
2421	6601 WATAUGA ROAD WATAUGA, TX 76148	R&G Associates 835 Douglas Avenue, Suite 815 LB-49, Dallas, TX 75235
2426	808 S.W. GREEN OAKS BLVD. ARLINGTON, TX 76017	Matlock Oaks Partners P. O. Box 660394 Dallas, TX 75266-0394
2434	5651 WESTCREEK DRIVE FORT WORTH, TX 76133	United Commercial Mortgage Corporation, c/o Lawrence Kadish 135 Jericho Turnpike Old Westbury, NY 11568
2437	800 N. KILGORE STREET KILGORE, TX 75662	Cap Mark Services, Inc. P. O. Box 404124 Atlanta GA 30384-8356
2438	1824 SOUTH JACKSON JACKSONVILLE, TX 75766	Herbert Singer, c/o Ben Fitzgerald Real Estate Services, LLC 1300 Pinecrest Drive East, Marshall, TX 75670
2443	7501 DAVIS BOULEVARD NORTH RICHLAND HILLS, TX 76180	DBT Porcupine WD3, HMG Coinvestment, LLC 1125 S. 103rd Street, Suite 450 Omaha, NE 68124
2452	719 NORTH HAMPTON ROAD DESOTO, TX 75115	EIG Hampton Square, LLC, c/o Equity Investment 111 East Wayne Street, Suite 500 Fort Wayne, IN 46802
2457	4601 DENTON HIGHWAY HALTOM CITY, TX 76117	DBT Porcupine WD3, HMG Coinvestment, LLC 1125 S. 103rd Street, Suite 450 Omaha, NE 68124
2462	714 SOUTH FORT HOOD STREET KILLEEN, TX 76541	440 Group, Ltd, Attn: Gene Williams P. O. Box 578 Killeen, TX 76540-0578
2480	1020 WEST MAIN STREET GUN BARREL CITY, TX 75751	Ben Fitzgerald Real Estate Services, c/o Dr. Herbert Singer 1300 Pinecrest Drive East, Marshall, TX 75672
2483	4457 SOUTH 1ST STREET ABILENE, TX 79605	First Westgate Mall, LP P. O. Box 671402 Dallas, TX 75267
2485	1950 EPHRIHAM FORT WORTH, TX 76106	Mitchell Mortgage Company, LLC, Attn: ORE Department/POP 325, P. O. Box 27459 Houston, TX 77227-7459
2487	4609 SOUTHWEST PARKWAY WICHITA FALLS, TX 76310	WD Wichita Falls TX LP, c/o I. Reiss & Son 200 E. 61st Street, Suite 29F New York, NY 10021
2490	2301 CROSS TEMBERS ROAD FLOWER MOUND, TX 75028	Galileo CMBS T1 HL TX LP P. O. Box 74845 Cleveland, OH 44194-4845
2491	5325 WILLIAM TATE GRAPEVINE, TX 76051	Vineyard Marketplace Limited Partnership c/o Cencor Realty Services, Inc., Attn: Property Manager 3102 Maple Avenue, Suite 500 Dallas, TX 75201
2495	4445 SATURN GARLAND, TX 75041	East Partners, Ltd 3838 Oaklawn, Suite 810 Dallas, TX 75219
2523	710 EDWARDS DRIVE HARKER HEIGHTS, TX 76543	Central Texas Shopping Center Group, Ltd. c/o HHP Company, LLC Attn: Michael A. Phelan or Patrick H. Phelan 6310 Lemmon Avenue, Suite 202 Beaumont, TX 75209
2535	7351 SPRING HILL DRIVE SPRING HILL, FL 34606	Spring Hill Associates, Ltd, c/o Bruce Strumpt, Inc. 314 South Missouri Avenue, Suite #305 Clearwater, FL 34616
2536	4028 LITTLE ROAD NEW PORT RICHEY, FL 34655	The Center of Seven Springs, Inc. 50 Coconut Row, Suite 114 Palm Beach, FL 33480
2577	420 GEORGE NIGH EXPRESSWAY MCALESTER, OK 74501	Indianapolis Life Insurance Company 304 Airport Road, Suite A Bentonville, AR 72712

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
2625	800 HWY 1 SOUTH GREENVILLE, MS 38701	Delta Plaza, LLC, c/o Gabriel Jeidel 16 East 34th Street, 16th Floor New York, NY 10016
2739	10800 ALPHARETTA HWY ROSWELL, GA 30076	CCP Employee Profit Sharing Plan & Trust c/o Cardinal Capital Partners, Inc. 8214 Westchester Drive, 9th Floor Dallas, TX 75225
2741	5450 PEACHTREE PARKWAY NORCROSS, GA 30092	MCW-RC-GA-Peachtree Parkway Plaza, LLC c/o Regency Centers, LP 121 West Forsyth Street, Suite 200 Jacksonville, FL 32202
9001	833 SHOTWELL ROAD CLAYTON, NC 27520	ZSF/WD Clayton, LLC, c/o Euclid Warehouses, Inc One Chase Manhattan Plaza New York, NY 10005
9038	6100 S MCINTOSH SARASOTA, FL 34238	ZSF/WD Clayton, LLC, c/o Euclid Warehouses, Inc One Chase Manhattan Plaza New York, NY 10005

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
 : **Chapter 11**
 :
WINN-DIXIE STORES, INC., et al., : **Case No. 05-11063**
 :
 Debtors. : **(Jointly Administered)**
 :
-----X

**ORDER AUTHORIZING THE DEBTORS TO
REJECT CERTAIN REAL PROPERTY
LEASES, EFFECTIVE AS OF THE PETITION DATE**

Upon the Motion dated February 21, 2005 (the “Motion”) of Winn-Dixie Stores, Inc. and its debtor affiliates (collectively, the “Debtors”) for an order authorizing and approving the rejection by the Debtors of certain unexpired non-residential real property leases listed on Exhibit A attached hereto (collectively, the “Leases”); all as more fully set forth in the Motion; and upon consideration of the Declaration of Bennett L. Nussbaum Pursuant to Local Bankruptcy Rule 1007-2 (the “Local Rules”) in Support of First-Day Motions and Applications sworn to on the 21st day of February, 2005; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § § 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § § 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee (the “United States Trustee”), (ii) counsel for Wachovia Bank, N.A., as agent for the Debtors’ secured lenders, (iii) the indenture trustee for the Debtors’ noteholders, and (iv) the Debtors’ fifty

(50) largest unsecured creditors; and no other or further notice being required; and the relief requested in the Motion being in the best interests of the Debtors, their estates, and creditors; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted in its entirety; and it is further

ORDERED that the Debtors are authorized to reject the Leases pursuant to 11 U.S.C. § 365(a), and each Lease is hereby deemed rejected, effective as of the Petition Date, subject to any objections filed within fifteen (15) days after the entry of this Order (the “Objection Deadline”); and it is further

ORDERED that any interest of any of the Debtors in any personal property remaining in the stores that are the subject of the Leases is deemed abandoned, pursuant to 11 U.S.C. § 554(a), effective as of the Petition Date; and it is further

ORDERED that nothing in this Order constitutes a waiver of any claims the Debtors may have against any of the non-debtor parties to the Leases, whether or not related to the Leases; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order; and it is further

ORDERED that any objection to the relief requested in the Motion shall be filed with the Court by the Objection Deadline and shall be served upon (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004; (ii) D.J. Baker, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times

Square, New York, New York 10036; and (iii) Sarah Robinson Borders, King & Spalding LLP, 191 Peachtree Street, Atlanta, Georgia 30303, so as to be received by the Objection Deadline.

With respect to each Lease, if no objection is timely filed and served, this Order shall be deemed a final order, and no further hearing on the Motion shall be held; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order; and it is further

ORDERED that the requirement pursuant to Local Rule 9013-1(b) that the Debtors file a memorandum of law in support of the Motion is hereby waived.

Dated: February ____, 2005
New York, New York

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

SCHEDULE OF LEASES

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
146	843 PINWOOD WAY LIVE OAK, FL 32060	Suwanee County Investments, LLC 20377 180th Street Live Oak, FL 32060
264	334 N. CONGRESS AVENUE BOYNTON BEACH, FL 33435	E&A Acquisition Two Limited Partnership 900 Bank of America Plaza 1901 Main Street Columbia, SC 29201
298	8040 WEST MCNAB ROAD NORTH LAUDERDALE, FL 33068	SKW II Real Estate Limited Partnership 100 Crescent Court, Suite 1000 Dallas, TX 75201
376	6177 JOG RD, BAY D LAKE WORTH, FL 33462	Lantana Square Shopping Center, Ltd c/o Southeast Properties 1645 SE 3rd Court, Suite 200 Deerfield Beach, FL 33441
382	5301 WEST ATLANTIC BLVD. MARGATE, FL 33063	Lakewood Associates, Ltd. 701 Brickell Avenue, Suite 1400 Miami, FL 33131
430	WALKER CHAPEL ROAD FULTONDALE, AL 35068	Walker Chapel Plaza, LLC P. O. Box 11045 Montgomery, AL 36111
477	6477 HAMILTON ROAD COLUMBUS, GA 31904	Ervin R. Bard and Susanne Bard 1100 Alta Loma Road, Suite 1204 Los Angeles, CA 90069
499	470 S. HIGHWAY 29 CANTONMENT, FL 32533	Moulton Properties, Inc. P. O. Box 12524 Pensacola, FL 32573
508	1610 MAIN STREET CHIPLEY, FL 32428	Main Street Marketplace, LLC 2100 Riverchase Center, Suite 230-A Birmingham, AL 35244
510	765 HWY 98 EAST DESTIN, FL 32541	Downtown Destin Shopping Center/The Pelican Group, Inc. P. O. Box 160403 Mobile, AL 36616-1403
511	1303 SOUTH WASHINGTON STREET MARION, AL 36756	Macon W. Gravlee, Jr. P. O. Box 310 Fayette, AL 35555
522	3791 HWY 14 MILLBROOK, AL 36054	Spectrum/Grandview Pines, LLC P. O. Box 11045 Montgomery, AL 36111
534	2471 HIGHWAY 150 HOOVER, AL 35244	Sulphur Springs Partners, LLP 801 N.E. 167th Street, 2nd Floor N. Miami Beach, FL 33162
539	52ND POPLAR SPRINGS MERIDIAN, MS 39301	Barbaree G. Rosenbaum, Trustee, Laura C. Kimbrell, et al. Co-Trustees P. O. Box 3007 Meridian, MS 39303
540	1801 WEST DALLAS AVENUE SELMA, AL 36701	Aronov Realty Company, Inc. P. O. Box 235000 Montgomery, AL 36103
582	719 HWY 43 SOUTH SARALAND, AL 36571	Bowdoin Square LLC, c/o Head Companies P. O. Box 230 Point Clear, AL 36564
592	102 MCMEANS AVENUE BAY MINETTE, AL 36507	New Bay Minette, LLC P. O. Box 81322 Mobile, AL 36689
686	1803 N HIGHLANDS AVE CLEARWATER, FL 33755	The Morgan Company, Inc., c/o George L. Hayes, III, Esq. 5959 Central Avenue, Suite 104 St. Petersburg, FL 33710
704	18906 US HWY 19 HUDSON, FL 34667	John Benetti Associates, a California Partnership 80 Mt. Vernon Lane Atherton, CA 94025

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
714	27251 BAY LANDING BONITA SPRINGS, FL 34135	Barron Collier Partnership 2600 Golden Gate Parkway P. O. Box 413038 Naples, FL 34101-3038
832	112 WESTERN BLVD JACKSONVILLE, NC 28540	Daniel G. Kamin, c/o Kamin Realty Company P. O. Box 10234 Pittsburgh, PA 15232
868	750 N MADISON BOULEVARD ROXBORO, NC 27573	Roxborough Associates, LLC P. O. Box 1359 605 S. Morgan Street Roxboro, NC 27573
869	US HWY 301 & FIKWOOD ST. WILSON, NC 27893	Bailey & Associates, c/o LIF Realty Trust 106 Access Road Norwood, MA 02062-5294
870	2799 RALEIGH ROAD WILSON, NC 27893	KPT Communities LLC, c/o Kimco Realty Corporation 3333 New Hyde Road, Suite 100 New Hyde Park, NY 11042-0020
875	1222 NORTH WESLEYAN BOULEVARD ROCKY MOUNT, NC 27804	DPJ Company Limited Partnership 145 Rosemary Street, Suite Entrance K Needham, MA 02194
925	401 E. LAKEWOOD AVENUE DURHAM, NC 27704	Heritage Square Associates 112 N. Main Street Durham, NC 27702
940	6569 MARKET DRIVE GLOUCESTER, VA 23061	Butler Investments I, LC c/o Derrine & Wheeler Real Estate Company Crown Center 580 East Main Street, Suite 300 Norfolk, VA 23510
941	US HIWAY 58 & SR 15 CLARKSVILLE, VA 23927	Daniel G. Kamin Clarksville, LLC, c/o Kamin Realty Company 490 S. Highland Street Pittsburgh, PA 15206
946	4950 PLANTATION ROAD ROANOKE, VA 24019	WD Roanoke, LLC, c/o I. Reiss & Company 200 East 61st Street, Suite 29F New York, NY 10021
949	3808 MECHANICSVILLE TURNPIKE RICHMOND, VA 23223	USRP I, LLC, Lockbox #4226 4226 Collection Center Drive Chicago, IL 60693
955	463 N. MAIN STREET KILMARNOCK, VA 22482	Lancaster Community Investors, LC P. O. Box 1582 Kilmarnock, VA 22482-1582
958	4211 BEULAH RD RICHMOND, VA 23237	Crenshaw-Singleton Properties 1011 East Main Street, Suite 206 Richmond, VA 23219
965	2098 NICKERSON BLVD. HAMPTON, VA 23663	GEM Nickerson, LLC, c/o Ellis Gibson Development Group 207 Business Park Drive, Suite 101 Virginia Beach, VA 23462
970	285 NORDAN DRIVE DANVILLE, VA 24541	Old 97, Inc., c/o Phillips Edison & Company 11690 Grooms Road Cincinnati, OH 45242
972	2301 SALEM CHCH RD FREDERICKSBURG, VA 22407	WD Route 3 Limited Partnership 1201 Central Park Boulevard Fredericksburg, VA 22401
979	1720 E. LITTLE CREEK ROAD NORFOLK, VA 23510	Rose J. Caplan and Esther S. Fleder, Trustees 500 Main Plaza East, 1324 Crestar Bank Building Norfolk, VA 23510
980	1092 BYPASS ROAD VINTON, VA 24179	PNC 230 S. Tryon Street, Suite 700 Charlotte, NC 28202
984	US 29 BUSINESS HURT, VA 24563	Staunton Plaza Associates, Limited Partnership 5 Norden Drive Glen Head, NY 11545
987	596 BLUE RIDGE AVENUE BEDFORD, VA 24523	Southgate Associates, II, LP P. O. Box 8510 Richmond, VA 23226
988	3225 OLD FOREST ROAD LYNCHBURG, VA 24501	George C. Walker, Jr., c/o John Stewart Walker Company 3211 Old Forest Road Lynchburg, VA 24501

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
989	7701 TIMBERLAKE ROAD LYNCHBURG, VA 24502	Timberlake Station, LLC P. O. Box 640594 Cincinnati, OH 45249-0594
990	301 OYSTER POINT ROAD NEWPORT NEWS, VA 23607	GEM Warwick, LLC, c/o Ellis-Gibson Development Group 1081 19th Street, Suite 203 Virginia Beach, VA 23451-5600
1006	2215 TOBACCO RD AUGUSTA, GA 30906	Peach Orchard Center, LLC 3152 Washington Road Augusta, GA 30907
1009	248 W COLUMBIA AVE BATESBURG, SC 29006	Lasco Realty, LLC, Attn: Robert Schwagerl P. O. Box 418 Keswick, VA 22947
1014	1070 A SOUTH LAKE DR LEXINGTON, SC 29073	The Delta Interests P. O. Box 1806 Greenville, SC 29602
1017	935 HWY 29 S ANDERSON, SC 29624	Southland-Anderson W.D. Delaware Business Trust c/o Wilmington Trust Co. 1100 N. Market Street Wilmington, DE 19890-0001
1270	1215 NORTH MAIN STREET SUMMERVILLE, SC 29483	Invesco, LP, W. C. Wilbur & Co. P. O. Box 5225 North Charleston, SC 29406
1272	2245 CHARLESTON HWY CAYCE, SC 29033	Cayce Marketplace Partners, LP 130 Bloor Street West, Suite 1200 Toronto, Ontario M5S 1N5
1313	1004 CENTRAL ST. WATER VALLEY, MS 38965	Macon W. Gravlee, Jr. P O. Box 310 Fayette, AL 35555
1325	12120 HWY 63 S LUCEDALE, MS 39452	SeaPea, Inc. 13505 North Amiss Road Baton Rouge, LA 70810
1330	2150 WEST JACKSON OXFORD, MS 38655	Greenville Compress Company Attn: Kenneth Brantley, Secretary-Treasurer P. O. Box 218 Greenville, MS 38702
1341	628 HWY 12 E. STARKVILLE, MS 39759	1997 Properties, LLC, c/o Roger P. Friou P. O. Box 55416 Jackson, MS 39296
1347	1925 SPILLWAY RD. BRANDON, MS 39047	Edens & Avant Properties Limited Partnership c/o Reservoir Square P. O. Box 528 Columbia, SC 29202
1352	658 E. MADISON HOUSTON, MS 38851	Macon W. Gravlee, Jr., c/o General Management Services P. O. Box 310 Fayette, AL 35555
1354	11TH AVE, HWY 78 E. GUIN, AL 35563	Guin Square, LLC, c/o LeDrue Gravlee P. O. Box 310 Fayette, AL 35555
1364	1321 W. GOVERNMENT ST. BRANDON, MS 39042	Premier Plaza Associates, LLC 3060 Peachtree Road, Suite 1850 Atlanta, GA 30305
1366	1201 US 49 S, SUITE 16 RICHLAND, MS 39218	Litchfield Investments Riverwood LLC c/o The Mitchell Company P. O. Box 16036 Mobile, AL 36616
1370	200 CLINTON BLVD. CLINTON, MS 39056	CPM Associates, LP, c/o Fletcher Bright Company 537 Market Street, Suite 400 Chattanooga, TN 37402
1401	HWY. 90 & JAMIE BLVD. AVONDALE, LA 70094	Avondale Square Limited Partnership 100 Conti Street New Orleans, LA 70130
1420	1123 PAUL MAILLARD ROAD LULING, LA 70070	Kingfisher, Inc. P. O. Box 47 Luling, LA 70070
1462	W. MAIN & PINE GRAMERCY, LA 70052	Alvyn L. Woods, Inc. P. O. Box 396 Lutcher, LA 70071

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
1465	29762 WALKER SOUTH ROAD WALKER, LA 70785	Walker, L.A., Commercial Properties Development Co., LLC, P. O. Box 1693 Baton Rouge, LA 70821
1473	1215 ELTON ROAD JENNINGS, LA 70546	Jula Trust 919 W. Second Street Crowley, LA 70527-1566
1550	5525 CAMERON ST. SCOTT, LA 70583	MPM Resources, LLC P. O. Box 80673 Lafayette, LA 70598
1560	4510 AMBASSADOR CAFFERY PKWY LAFAYETTE, LA 70508	Gregory F. Reggie, Caffery Center, LLC 1 Northview Lane Crowley, LA 70526
1565	LA HWY. 1 NATCHITOCHE, LA 71457	Cane River Associate, c/o Property One, Inc. One Lakeshore Drive, Suite 560 Lake Charles, LA 70629
1580	2160 HWY. 64 ZACHARY, LA 70791	Daniel G. Kamin, c/o Kamin Realty Company P. O. Box 10234 Pittsburgh, PA 15232
1586	9708 GREENWELL SPRINGS RD. BATON ROUGE, LA 70814	Folmar & Associates, Attn: Elaine Barnes P. O. Box 16765 Mobile, AL 36616
1605	4620 TAYLORSVILLE RD LOUISVILLE, KY 40220	Chester Dix Jefferson Corp. P. O. Box 40 Westbury, NY 11590
1606	225 KENTUCKY HOME SQUARE BARDSTOWN, KY 40004	Bardstown S.C., LLC 3220 Office Pointe Place, Suite 200 Louisville, KY 40220
1609	U S HIGHWAY 127& HOSPITAL FRANKFORT, KY 40601	Capital Plaza Shopping Center 31850 Northwestern Highway Farmington Hills, MI 48018
1610	135 EAST LINCOLN TRAIL RADCLIFF, KY 40160	Teachers' Retirement System of the State of Kentucky 239 South Fifth Street, Suite 917 Louisville, KY 40202
1613	3150 RICHMOND ROAD LEXINGTON, KY 40509	New Plan Excel Realty Trust 1120 Avenue of the Americas, 12th Floor New York, NY 10036
1614	4230 SARON DRIVE LEXINGTON, KY 40515	Teachers' Retirement System of the State of Kentucky Attn: Edward T. Wilson c/o Mortgage Company of Kentucky, Inc. 642 South Fourth Street Louisville, KY 40202
1636	4830 OUTER LOOP LOUISVILLE, KY 40219	Brown, Noltemeyer Company, Attn: Charles A. Brown, Jr. 2424 Eagles Eyrie Court Louisville, KY 40206
1653	2511 FREDERICA STREET OWENSBORO, KY 42303	Palm Lakes, LLC 2285 Executive Drive, Suite 420 Lexington, KY 40505
1669	175 MARKETPLACE DRIVE HILLVIEW, KY 40229	Teachers' Retirement System of the State of Kentucky c/o Mortgage Co. of Kentucky, Inc. 239 S. Fifth Street, Suite 917 Louisville, KY 40202
1670	HWY 44 SHEPHERDSVILLE, KY 40165	Shepherdsville Mall Associates Limited Partnership c/o Center Services, Inc. 6200 Crestwood Station Crestwood, KY 40014
1683	550 US 23S - HWY 114 PRESTONSBURG, KY 41653	Glimcher Properties Limited Partnership 20 S. Third Street Columbus, OH 43215
1691	1885 OLD STATE ROAD CORYDON, IN 47112	Dahlem Enterprise, Inc. 1000 Building Suite LL-2, 6200 Dutchmans Lane Louisville, KY 40205-3285
1702	20 WEST 6TH NEWPORT, KY 41071	Wiedemann Square Ltd, Suite 205 5710 Wooster Pike Cincinnati, OH 45227
1703	7850 ALEXANDRIA PIKE ALEXANDRIA, KY 41001	United Commercial Mortgage Corporation, c/o Lawrence Kadish 135 Jericho Turnpike Old Westbury, NY 11568

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
1763	848 MOLLY LANE MILFORD, OH 45150	Milford Associates, L.P., c/o QT Management, LLC 670 White Plains Road, Suite 305 Scarsdale, NY 10583
1768	5291 DELHI PIKE CINCINNATI, OH 45238	Del-Fair, Inc. P. O. Box 389229 Cincinnati, OH 45238-9229
1771	5150 GLENCROSSING WAY CINCINNATI, OH 45238	Glenway Associates, c/o DDRD Down REIT LLC P. O. Box 643474, Dept. 295 Pittsburgh, PA 15264-3474
1772	10180 COLERAIN AVENUE CINCINNATI, OH 45251	KIR Colerain 017, LLC, c/o Kimco Realty Corporation P. O. Box 5020 New Hyde Park, NY 11042-0020
1773	409 WEST KEMPER ROAD CINCINNATI, OH 45246	Springdale Station, Ltd. Attn: Mr. Michael C. Phillips, Managing Member, Phillips Edison & Company 4440 Lake Forest Drive, Suite 110 Cincinnati, OH 45242
1775	4605 DIXIE HIGHWAY FAIRFIELD, OH 45014	Midwest Centers, Ltd., Attn: Alvin Lipson 3307 Clifton Avenue Cincinnati, OH 45220
1811	655 N EXPRESSWAY GRIFFIN, GA 30223	JDN Realty Corporation Suite 400, 359 East Paces Ferry Road, NE Atlanta, GA 30305
1829	2400 HIRAM ACWORTH HIGHWAY DALLAS, GA 30157	Hiram 99-GA, LLC, c/o Principal Net Lease Investors, LLC 711 High Street Des Moines, IA 50392-0301
1865	12160 COUNTY LINE ROAD FAYETTEVILLE, GA 30214	Nashville TN Associates, a NY general partnership c/o WD Fayetteville GA, LLC, Attn: Arthur Reiss 60 East 42nd Street, Suite 2201 New York, NY 10165
1867	1217 W SPRING ST MONROE, GA 30655	ARNOBO Associates Partnership a/k/a ARNOBO Associates, LLC, c/o SCG Management 3101 Towercreek Parkway, Suite 200 Atlanta GA 30339
1902	11208 S. MEMORIAL PKWY HUNTSVILLE, AL 35803	Amberjack, Ltd P. O. Box 81322 Mobile, AL 36689
1910	9076 HWY 20 STE F MADISON, AL 35758	Lennar Alabama Partners, Inc. 1601 Washington Avenue, Suite 700 Miami Beach, FL 33139
1911	6125 UNIVERSITY DR HUNTSVILLE, AL 35806	Madison Mall Shopping Center, Inc., c/o Marx Realty & Improvement Co., Inc. 708 Third Avenue, 15th Floor New York, NY 10017
1916	240 MCCURDY AVE N RAINSVILLE, AL 35986	WD Rainsville Trust 2650 Louis Menck Drive Ft. Worth, TX 76131
1918	4103 SPORTPLEX DRIVE MUSCLE SHOALS, AL 35661	Shoals Marketplace, LLC 6 Office Park Circle, Suite 100 Birmingham, AL 35223
1940	5450 HWY 153 CHATTANOOGA, TN 37409	Kemor Properties, Inc., Attn: Bill Raines, c/o The Raines Group 1200 Mountain Creek Road, #100 Chattanooga, TN 37405
1996	2800 CANTON HWY MARIETTA, GA 30066	LN Piedmart Village, LLC, Attn: Al Johnston, Leasing Manager 4475 River Green Parkway, Suite 100 Duluth, GA 30096
2017	802 EAST CENTER STREET LEXINGTON, NC 27292	David R. Krug & Associates, W/D Lexington, LLC 131 Providence Road Charlotte, NC 28207
2020	4709 LAWNSDALE-COTTAGE GREENSBORO, NC 27405	Kotis Properties P. O. Box 9296 Greensboro, NC 27429-9296
2037	900 WEST BOULEVARD LAURINBURG, NC 28352	Scotland Mall, Inc. c/o Mr. C. F. Smith, Jr., President (or successor) 1800 Rockingham Road Rockingham, NC 28379

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
2064	3712 SOUTH HOLDEN ROAD GREENSBORO, NC 27406	Collett Management, LLC P. O. Box 36799 Charlotte, NC 28236-6799
2105	1643 N BRIDGE STREET ELKIN, NC 28621	Elkmont Associates Attn: Mr. James L. Poindexter, c/o Poindexter Enterprises P. O. Box 28 Elkin, NC 28621-0028
2126	US HWY 701 & N STREET GEORGETOWN, SC 29440	PG-1 Development Company c/o Century 21 Grimes & Associates P. O. Box 664 Georgetown, SC 29442
2130	1120 OAKWOOD STREET BENNETTSVILLE, SC 29512	Bennettsville 99-SC, LLC, c/o Principal 801 Grand Avenue Des Moines, IA 50392-0490;
2168	348 PINWOOD ROAD SUMTER, SC 29154	Woodland Village Apartments, a General Partnership c/o J. Donald Dial 1320 Washington Street Columbia, SC 29201
2174	1671 SPRINGDALE DRIVE CAMDEN, SC 29020	Developers Diversified Realty 3300 Enterprise Parkway P. O. Box 228042 Beachwood, OH 44122
2188	4320 W. STONE DRIVE KINGSPORT, TN 37660	West Eck Partners, LP 2743 Perimeter Parkway, Building 100, Suite 370 Augusta, GA 30909
2189	2450 MEMORIAL BOULEVARD KINGSPORT, TN 37664	Judy R. Street, c/o Joseph B. Lyle, Esq., Green & Hale, P.C. 126 Edgemont Avenue Bristol, TN 37621
2190	151 HUDSON DRIVE ELIZABETHTON, TN 37643	NP of Tennessee, LP 1120 Avenue of the Americas, 12th Floor New York, NY 10036
2198	HWY 36 & OAKLAND AVE JOHNSON CITY, TN 37601	Stichting Ken's Plaza Fonds, c/o Fletcher Bright Company 1300 First Tennessee Building Chattanooga, TN 37402
2193	1729 HIGHWAY 19E ELIZABETHTON, TN 37643	Elizabethton Plaza, Ltd, c/o Ed Street Development 1913 S. Roan Street, Suite 105 Johnson City, TN 37601
2386	7600 DR. PHILLIPS DRIVE ORLANDO, FL 32819	Woolbright/SSR Marketplace, LLC, Attn: Shai Moschowits 3200 North Military Trail, 4th Floor Boca Raton, FL 33431
2403	1580 E PRICE KELLER, TX 76248	Keller Crossing Texas, LP, c/o BVT Management Services, Inc. 3350 Riverwood Parkway, Suite 1500 Atlanta, GA 30339
2406	305 W. EULESS HWY. 10 EULESS, TX 76040	Tri-State Commercial Associates Joint Venture c/o Quine & Associates, Inc. 301 South Sherman Street, Suite 100 Richardson, TX 75081
2408	143 HARWOOD HURST, TX 76054	Parkwood Village, c/o HJ Brown Companies 7667B Lake Worth Road Lake Worth, FL 33467
2409	2632 FRANKFORD ROAD DALLAS, TX 75287	Frankford Dallas, LLC 2761 E. Trinity Mills Road, #114 Carrollton, TX 75006
2412	555 E 6TH STREET SAN ANGELO, TX 76903	Laureate Capital Corporation P. O. Box 890090 Charlotte, NC 28289-0090
2414	4501 NORTH I-35& E-LOOP 340 LACY-LAKEVIEW, TX 76705	Peregrine Properties Limited Partnership 711 High Street Des Moines, IA 50392
2415	1101 WALNUT CREEK MANSFIELD, TX 76063	Peregrine Properties Limited Partnership Attn: Commercial Real Estate Loan Administrator Ref. No. 750418 711 High Street Des Moines, IA 50392
2416	10325 LAKE JUNE ROAD DALLAS, TX 75277	Larissa Lake June, Ltd. 6300 Independence Parkway, Suite A-1 Plano, TX 75023

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
2420	1050 NORTH WESTMORELAND DALLAS, TX 75211	Saran, Ltd 5710 LBJ Freeway, Suite 135 Dallas, TX 75240
2421	6601 WATAUGA ROAD WATAUGA, TX 76148	R&G Associates 835 Douglas Avenue, Suite 815 LB-49, Dallas, TX 75235
2426	808 S.W. GREEN OAKS BLVD. ARLINGTON, TX 76017	Matlock Oaks Partners P. O. Box 660394 Dallas, TX 75266-0394
2434	5651 WESTCREEK DRIVE FORT WORTH, TX 76133	United Commercial Mortgage Corporation, c/o Lawrence Kadish 135 Jericho Turnpike Old Westbury, NY 11568
2437	800 N. KILGORE STREET KILGORE, TX 75662	Cap Mark Services, Inc. P. O. Box 404124 Atlanta GA 30384-8356
2438	1824 SOUTH JACKSON JACKSONVILLE, TX 75766	Herbert Singer, c/o Ben Fitzgerald Real Estate Services, LLC 1300 Pinecrest Drive East, Marshall, TX 75670
2443	7501 DAVIS BOULEVARD NORTH RICHLAND HILLS, TX 76180	DBT Porcupine WD3, HMG Coinvestment, LLC 1125 S. 103rd Street, Suite 450 Omaha, NE 68124
2452	719 NORTH HAMPTON ROAD DESOTO, TX 75115	EIG Hampton Square, LLC, c/o Equity Investment 111 East Wayne Street, Suite 500 Fort Wayne, IN 46802
2457	4601 DENTON HIGHWAY HALTOM CITY, TX 76117	DBT Porcupine WD3, HMG Coinvestment, LLC 1125 S. 103rd Street, Suite 450 Omaha, NE 68124
2462	714 SOUTH FORT HOOD STREET KILLEEN, TX 76541	440 Group, Ltd, Attn: Gene Williams P. O. Box 578 Killeen, TX 76540-0578
2480	1020 WEST MAIN STREET GUN BARREL CITY, TX 75751	Ben Fitzgerald Real Estate Services, c/o Dr. Herbert Singer 1300 Pinecrest Drive East, Marshall, TX 75672
2483	4457 SOUTH 1ST STREET ABILENE, TX 79605	First Westgate Mall, LP P. O. Box 671402 Dallas, TX 75267
2485	1950 EPHRIHAM FORT WORTH, TX 76106	Mitchell Mortgage Company, LLC, Attn: ORE Department/POP 325, P. O. Box 27459 Houston, TX 77227-7459
2487	4609 SOUTHWEST PARKWAY WICHITA FALLS, TX 76310	WD Wichita Falls TX LP, c/o I. Reiss & Son 200 E. 61st Street, Suite 29F New York, NY 10021
2490	2301 CROSS TEMBERS ROAD FLOWER MOUND, TX 75028	Galileo CMBS T1 HL TX LP P. O. Box 74845 Cleveland, OH 44194-4845
2491	5325 WILLIAM TATE GRAPEVINE, TX 76051	Vineyard Marketplace Limited Partnership c/o Cencor Realty Services, Inc., Attn: Property Manager 3102 Maple Avenue, Suite 500 Dallas, TX 75201
2495	4445 SATURN GARLAND, TX 75041	East Partners, Ltd 3838 Oaklawn, Suite 810 Dallas, TX 75219
2523	710 EDWARDS DRIVE HARKER HEIGHTS, TX 76543	Central Texas Shopping Center Group, Ltd. c/o HHP Company, LLC Attn: Michael A. Phelan or Patrick H. Phelan 6310 Lemmon Avenue, Suite 202 Beaumont, TX 75209
2535	7351 SPRING HILL DRIVE SPRING HILL, FL 34606	Spring Hill Associates, Ltd, c/o Bruce Strumpt, Inc. 314 South Missouri Avenue, Suite #305 Clearwater, FL 34616
2536	4028 LITTLE ROAD NEW PORT RICHEY, FL 34655	The Center of Seven Springs, Inc. 50 Coconut Row, Suite 114 Palm Beach, FL 33480
2577	420 GEORGE NIGH EXPRESSWAY MCALESTER, OK 74501	Indianapolis Life Insurance Company 304 Airport Road, Suite A Bentonville, AR 72712

<u>Store Number</u>	<u>Leased Property Location</u>	<u>Landlord</u>
2625	800 HWY 1 SOUTH GREENVILLE, MS 38701	Delta Plaza, LLC, c/o Gabriel Jeidel 16 East 34th Street, 16th Floor New York, NY 10016
2739	10800 ALPHARETTA HWY ROSWELL, GA 30076	CCP Employee Profit Sharing Plan & Trust c/o Cardinal Capital Partners, Inc. 8214 Westchester Drive, 9th Floor Dallas, TX 75225
2741	5450 PEACHTREE PARKWAY NORCROSS, GA 30092	MCW-RC-GA-Peachtree Parkway Plaza, LLC c/o Regency Centers, LP 121 West Forsyth Street, Suite 200 Jacksonville, FL 32202
9001	833 SHOTWELL ROAD CLAYTON, NC 27520	ZSF/WD Clayton, LLC, c/o Euclid Warehouses, Inc One Chase Manhattan Plaza New York, NY 10005
9038	6100 S MCINTOSH SARASOTA, FL 34238	ZSF/WD Clayton, LLC, c/o Euclid Warehouses, Inc One Chase Manhattan Plaza New York, NY 10005