

Long Box



STATE OF NORTH CAROLINA)
COUNTY OF FORSYTH)

MEMORANDUM OF LEASE 45

THE LEASE dated February 17, 1971, as amended by Lease Amendment dated August 6, 1971, Second Lease Amendment dated April 18, 1972, and Third Lease Amendment dated November 3, 1972, by and between PARKVIEW MALL, a Joint Venture, comprised of RCS, Inc., a North Carolina corporation with its principal office in Winston-Salem, Forsyth County, North Carolina, and K & H Investment Company, a Partnership having its principal office in Richmond, Virginia, hereinafter called the "LANDLORD" and ROSE'S STORES, INC., a Delaware Corporation with its principal office in Henderson, Vance County, North Carolina, hereinafter called the "TENANT", has been amended by properly executed FOURTH LEASE AMENDMENT dated November 2, 1973. A memorandum of the original lease as amended is of record in the Office of the Register of Deeds of Forsyth County, North Carolina, in Book 1109, at page 0697.

The original lease, as amended, and the memorandum aforementioned and the FOURTH LEASE AMENDMENT dated November 2, 1973, are incorporated herein by reference.

THIS the 5th day of November, 1973.

LANDLORD:

PARKVIEW MALL, a Joint Venture

By: RCS, Inc., a Joint Venturer

By *J. Kelly* (SEAL)
Attorney-in-Fact

K & H Investment Company, a Joint Venturer

By *Chas. H. Kelly* (SEAL)
Attorney-in-Fact

TENANT:

ROSE'S STORES, INC.

By *L. H. Kelly*
President

Prepared By
HUDSON, PETER, STOCKTON, STOCKTON & ROBINSON
P. O. BOX 2860, WINSTON-SALEM, N.C. 27102
By *Richard E. Kelly*

ROSE'S STORES, INC.
ATTEST
1973
W. S. Kelly
Secretary

BOOK 1117P1084

424 RV-2

STATE OF NORTH CAROLINA)
COUNTY OF FORSYTH)

I, Patricia S. Siceloff, a Notary Public of said County and State, do hereby certify that S. O. KELLY, Attorney-in-Fact for RCS, Inc., a North Carolina corporation, a Joint Venturer, personally appeared before me this day and being by me duly sworn, says that he executed the foregoing instrument for and in behalf of RCS, Inc., and that his authority to execute and acknowledge said instrument is contained in an instrument duly executed, acknowledged, and recorded in the Office of the Register of Deeds of Forsyth County, North Carolina, on February 24, 1971, in Deed of Trust Book 1065, at page 104, and that this instrument was executed under and by virtue of the authority given by said instrument granting him power of attorney; and that the said S. O. KELLY acknowledged the due execution of the foregoing instrument for the purpose therein expressed for and in behalf of the said RCS, Inc. I do further certify that I am not a party to the attached instrument.

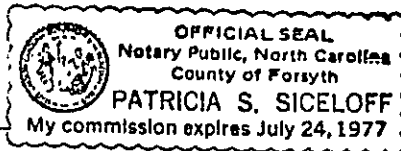
WITNESS my hand and notarial seal, this the 20th day of November, 1973.

(Notarial Seal)

Patricia S. Siceloff
Notary Public

My Commission Expires:

July 24, 1977



STATE OF NORTH CAROLINA)
COUNTY OF ORANGE)

I, Earl B. Bason, a Notary Public of said County and State, do hereby certify that GEORGE W. KANE, JR., Attorney-in-Fact for K & H Investment Company, a Partnership, a Joint Venturer, personally appeared before me this day, and being by me duly sworn, says that he executed the foregoing instrument for and in behalf of K & H Investment Company, and that his authority to execute and acknowledge said instrument is contained in an instrument duly executed, acknowledged, and recorded in the Office of the Register of Deeds of Forsyth County, North Carolina, on February 24, 1971, in Deed of Trust Book 1065, at page 104, and that this instrument was executed under and by virtue of the authority given by said instrument granting him power of attorney; and that the said GEORGE W. KANE, JR., acknowledged the due execution of the foregoing instrument for the purposes therein expressed for and in behalf of the said K & H Investment Company. I do further certify that I am not a party to the attached instrument.

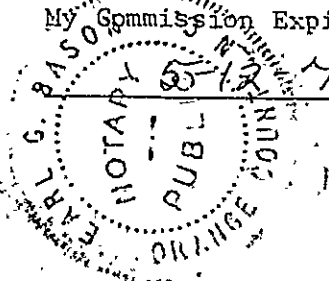
WITNESS my hand and notarial seal, this the 13th day of November, 1973.

(Notarial Seal)

Earl B. Bason
Notary Public

My Commission Expires:

5-12-75



BOOK 1117P1085

STATE OF

COUNTY OF

I, Nancy R. Reaves, a Notary Public, do hereby certify
that W. S. Kelley personally came before me this day
and acknowledged that he is _____ Secretary of ROSE'S STORES,
INC., a Delaware 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 himself as its _____ Secretary.

Witness my hand and official seal, this the 6th day of
November, 1973.

My commission expires: 12-4-74

Nancy R. Reaves
Notary Public
State and County aforesaid

(NOTARIAL SEAL)



STATE OF NORTH CAROLINA—Forsyth County

The foregoing (or annexed) certificate of Earl G. Baron, N.P. Orange Co., N.C.
(here give name and official title of the officer signing the certificate, passed upon)

N.C. & Nancy R. Reaves, N.P. Vance Co. N.C.
is (are) certified to be correct. This the 20 day of Nov, 1973.

Probate fee 50¢ paid.

PRESENTED FOR
REGISTRATION
AND RECORDED

Nov 20 2 54 PM '73

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY. N.C.
RP

Eunice Ayers, Register of Deeds

By Ruth Barrow Deputy-Assistant

1117P1086

424 RV-2