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LEASE ASSIGNMENT, TERMINATION AND RELEASE AGREEMENT

DIVISION STORE

\$17.00

CGI WHOLESALE, INC., an Illinois corporation, having an address at 4800 S. Central Avenue, Chicago, Illinois 60638 (hereinafter called "Assignor"), for good and valuable consideration in hand paid by JOE B. FOODS, INC., having its principal office at 1805 South Linden, Park Ridge, Illinois 60068 (hereinafter called "Assignee"), the receipt and sufficiency of which are hereby acknowledged, and in consideration of the agreements and undertakings of Assignee hereinafter set forth, hereby sells, assigns, transfers and sets over to Assignee all of the right, title and interest of Assignor in and to the lease referred to on Exhibit A attached hereto and made a part hereof (hereinafter called the "Assigned Lease") and the premises demised thereby described on Exhibit B hereto (the "Premises").

TO HAVE AND TO HOLD until said Assignee the leasehold estate created by the Assigned Lease and all the aforesaid right, title and interests.

In consideration of the assignment of Assignor's rights in the Assigned Lease to Assignee and Assignor's payment of \$15,000 to Paul Butera and Joe Butera (the "Buteras"), Assignee, Chicago Title and Trust Company as Trustee under Trust Agreement dated March 11, 1968 and known as Trust No. 51843 (the "Trust"), the owner of the Premises and the landlord under the Assigned Lease, and the Buteras, the sole beneficiaries of the Trust all hereby agree with Assignor that (i) the Assigned Lease is hereby terminated and of no further force or effect; and (ii) that Assignor, its predecessors in interest, The Great Atlantic and Pacific Tea Company, Inc. and National Tea Co., and their respective attorneys, agents, servants, employees, officers, directors, stockholders, subsidiaries, successors and assigns, and any and all other persons and entities whatsoever are hereby forever released and discharged from any and all claims, demands, damages, actions or causes of action whatsoever, whether sounding in rule or regulations, whether in law or in equity, whether direct or consequential, compensatory or exemplary, liquidated or unliquidated, known or unknown, which the Assignee, the Trust and the Buteras, jointly and severally, now have or have ever had or which their successors, assigns, employees or agents hereafter shall or may have pertaining in any way to or arising in any way out of the Assigned Lease. The Assignee, the Trust and the Buteras understand that this release is a complete, unconditional and irrevocable release and that it is not intended to be limited, restricted or qualified in any way.

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This Agreement shall be binding upon the parties and their respective successors, assigns, employees and agents.

IN WITNESS WHEREOF, this Agreement is executed this 5TH day of June, 1987.

ASSIGNOR:

CGI WHOLESALE, INC.

By: [Signature]
Title: Pres

ASSIGNEE:

JOE B. FOODS, INC.

By: [Signature]
Title: Attorney

TRUST:

CHICAGO TITLE AND TRUST
COMPANY AS TRUSTEE UNDER
TRUST AGREEMENT DATED MARCH
11, 1968 AND KNOWN AS
TRUST NO. 51843

By: [Signature]
Title: Vice President

Attest: [Signature]
Title: Asst. Secretary

BUTERAS:

[Signature]
Paul Butera - President

Joe Butera

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EXHIBIT A

Index of Documents relating to and comprising Lease
of 3518 W. Division, Chicago, Illinois

1. Lease Agreement dated August 7, 1968 by and between LaSalle National Bank, a National Banking Institution as Trustee under Trust No. 38071, as Lessor, and National Tea Co., as Lessee.
2. Short Form Lease Agreement dated August 7, 1968 by and between LaSalle National Bank, a National Banking Institution as Trustee under Trust No. 38071, as Lessor, and National Tea Co., as Lessee.
3. Letter of Terms dated August 7, 1968 from National Tea Co. to LaSalle National Bank, a National Banking Institution as Trustee under Trust No. 38071.
4. Assignment of Lessor's Interest in Lease dated December 20, 1968 by and between LaSalle National Bank, a National Banking Institution as Trustee under Trust No. 38071, as Assignor, and The Equitable Life Assurance Society of the United States, as Assignee.
5. Letter of Agreement dated January 24, 1969 from National Tea Co. to The Equitable Life Assurance Society of the United States.
6. Amendment to Lease dated October 10, 1969 by and between LaSalle National Bank, a National Banking Institution as Trustee under Trust No. 38071, as Lessor, and National Tea Co., as Lessee.
7. Letter of Agreement dated January 26, 1970 by and between beneficiary of LaSalle National Bank Trust No. 38071, as Lessor, and National Tea Co., as Lessee.
8. Estoppel Certificate dated March 16, 1970 from National Tea Co. to The Equitable Life Assurance Society of the United States.
9. Notice of Lease Assignment dated March 24, 1970 from The Equitable Life Assurance Society of the United States to National Tea Co.
10. Acknowledgment of Notice of Assignment of Rents dated April 3, 1970 from National Tea Co. to The Equitable Life Assurance Society of the United States.
11. Lease Assignment and Assumption Agreement dated November 14, 1976 by and between National Tea Co., as Assignor, an

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The Great Atlantic & Pacific Tea Company, Inc., as Assignee.

12. Lease Assignment and Assumption Agreement dated as of January 21, 1985, by and between The Great Atlantic and Pacific Tea Company, Inc., as Assignor, and CGI Wholesale, Inc., as Assignee.
13. Consent to Assignment Letter dated January 21, 1985, executed by LaSalle National Bank as Trustee under Trust No. 38071, as Lessor.
14. Agreement dated as of January 21, 1985, by and among Certified Grocers of Illinois, Inc., CGI Wholesale, Inc. and The Great Atlantic and Pacific Tea Company, Inc.
15. Guaranty of Lease dated January 21, 1985, from Certified Grocers of Illinois, Inc.

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EXHIBIT B

Legal Description
3518 W. Division, Chicago, Illinois

That part of the South West quarter of the North East quarter lying South West of the right-of-way of the Chicago, Milwaukee and St. Paul Railway North of the North line of Division Street and East of the East line of Central Park Avenue of Section 2, Township 39 North, Range 13, East of the Third Principal Meridian, in Cook County, Illinois, except that portion occupied by retaining wall of Chicago, Milwaukee and St. Paul Railroad.

PROPERTY IDENTIFICATION NUMBER: 16-03-224-001-0000

ADDRESS:

3518 W. DIVISION
CHICAGO, ILLINOIS

THIS INSTRUMENT PREPARED BY:

CRAIG N. SMETKO
BUDNICK & WULFE
30 N. LA SALLE
CHICAGO, ILLINOIS 60602
(312) 368-4042

Mail to: Steve Fiorantino
Ste. 1955
221 N. LaSalle
Chgo, IL 60601

BOX 333-HV

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, CRAIG N. SMETKO, a Notary Public, in and for said County, in the State aforesaid, DO HEREBY CERTIFY that JOSEPH E. AHERN President of CERTIFIED GROCERS MIDWEST, INC. and _____ Secretary of said corporation, are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such _____ President and _____ Secretary, respectively, appeared before me this day in person and acknowledged that they signed and delivered said instrument as their own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth; and said _____ Secretary then and there acknowledged that he, as custodian of the corporate seal of said corporation, did affix the corporate seal of said corporation to said instrument as his own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this 5TH day of JUNE, A.D., 1987.

Craig N. Smetko (SFAL)
Notary Public

My Commission Expires:

APRIL 22, 1990



STATE OF _____)
) SS
COUNTY OF _____)

I, _____, a Notary Public, in and for said County, in the State aforesaid, DO HEREBY CERTIFY that _____ President of _____ and _____ Secretary of said corporation, are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such _____ President and _____ Secretary, respectively, appeared before me this day in person and acknowledged that they signed and delivered said instrument as their own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth; and said _____ Secretary then and there acknowledged that he, as custodian of the corporate seal of said corporation, did affix the corporate seal of said corporation to said instrument as his own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this _____ day of _____, A.D., 1987.

Notary Public (SEAL)

My Commission Expires:

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STATE OF ILLINOIS,
COUNTY OF COOK

SS

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY that the above named Assistant Vice President and Assistant Secretary of the CHICAGO TITLE AND TRUST COMPANY, GEORGE, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Assistant Vice President and Assistant Secretary respectively, appeared before me this day in person and acknowledged they truly signed and delivered the said instrument as their own free and voluntary act and in the free and voluntary act of said Company for the same and purposes therein set forth; and the said Assistant Secretary then and there acknowledged that said Assistant Secretary, as a member of the corporate staff of said Company, caused the foregoing act of said Company to be affixed to said instrument as said Assistant Secretary's own free and voluntary act and in the free and voluntary act of said Company for the same and purposes therein set forth.

Given under my hand and Notary Seal this 24th day of July, 1937
Notary Public

Notary Seal

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