

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

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MEMORANDUM OF CONTRACT FOR TRANSFER OF ASSETS

THIS MEMORANDUM made and entered into this 30th day of October, 1984, by and between Julian LeCraw, Roy LeCraw and Joseph H. DeLany, Jr., (hereinafter called the "Transferor"), and SWS Properties, Inc., a Georgia corporation (hereinafter called the "Transferee").

FOR AND IN CONSIDERATION OF THE EXCHANGE OF LIKE-KIND PROPERTY, Transferor has agreed to transfer unto Transferee that tract and parcel of land and property located in Greenville County, South Carolina more particularly described in Exhibit A, attached hereto and incorporated by reference herein, together with the buildings, equipment and fixtured located thereon, and certain inventories, supplies and items of personal property, pursuant to an Exchange Agreement between the parties. The terms and conditions of the transfer of such assets are set forth in an Exchange Contract between the parties.

Such Contract provides that the transfer of title will not occur until all payments have been made under that Contract for Purchase and Sale of Assets between Green Motels, Inc. and Motel Foods, Inc. as Seller and SWS Investments, Inc. as Buyer dated March 20, 1979.

This memorandum has been executed and recorded for the purpose of giving notice of the existence of such contract to all parties, and specifically for the purpose of giving notice to all parties of the rights and interests of Buyer under such contract, in and to the assets above described and the land described in Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties have hereunto executed this memorandum as of the date above set forth.

[Signature]
Witness

Jamie S. Pope
Witness

Louise Bailey
Witness

Ben S. Warren
Witness

Julian LeCraw
Julian LeCraw

Roy LeCraw
Roy LeCraw

By: Julian LeCraw
Julian LeCraw, his attorney
in fact

Joseph H. DeLany, Jr.
Joseph H. DeLany, Jr.

SWS PROPERTIES, INC.

By: Wesley R. Warren, Jr.
Wesley R. Warren, Jr.,
President

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