MORTGAGEE'S WAIVER AND CONSENT

Undersigned holds security title to or a security interest in

County, South Carolina and further described on Exhibit "A" attached hereto
and made a part hereof, (hereafter called "Premises"), by virtue of a mortgage,
deed of trust, security deed or like instrument executed by A.G.S. Food Systems,
Inc., (hereafter called "debtor") on July 22, 1971, and recorded in Mortgage Book
1199, Page 554, 555, and 556 in the records of the Register of Mesne Conveyances
of said County (hereafter called "Mortgage").

There has been or will be installed, attached or affixed to Premises the following described property (hereafter called "Property"):

(1) ABR Meat Dicer Complete, Model CD1, Serial No. 342 and (4) #1000-14 STD SS Sausage Trucks RTRB, together with all appurtenances and attachments thereto.

To secure Debtor's obligation to pay certain indebtedness owed Walter E. Heller & Company of Georgia (hereafter called "Secured Party"), security title to and a security interest in Property has been or will be retained by or has been or will be transferred, conveyed or assigned to Secured Party under a security agreement, conditional sales contract, chattel mortgage, bill of sale to secure debt or like agreement (hereafter called "security Agreement").

In consideration of the premises and Secured Party's reliance upon the described security interest, it is agreed:

- (1) Undersigned expressly consents to the aforedescribed security interest, disclaims any interest in Property as a fixture of and to Premises and agrees that Property is and shall be and remain personal property whether or not physically attached or affixed to the Premises;
- (2) Undersigned subordinates any and all liens, claims or rights undersigned may have to Property by virtue of Mortgage, other contract, operation of law or otherwise, to the security title and security interest of Secured Party in Property;
- (3) Secured Party is expressly authorized and privileged at any time, to enter upon Premises and remove Property therefrom. If such removal requires a physical detachment of the Property from the realty or cause

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