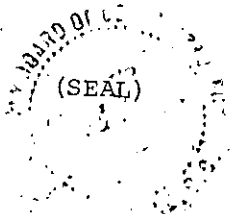


intention that the law of the State of South Carolina shall govern its construction.

IN WITNESS WHEREOF, GREENVILLE COUNTY, SOUTH CAROLINA, has executed this Agreement by causing its name to be hereunto subscribed by the Chairman of the County Board of Commissioners of Greenville County, the official seal of said County to be impressed hereon and attested by the Secretary of said County Board; and CONSOLIDATED FOODS CORPORATION has executed this Agreement by causing its corporate name to be hereunto subscribed by its Vice President and its corporate seal to be impressed hereon and attested by its Assistant Secretary, all being done as of the day and year first above written.



GREENVILLE COUNTY, SOUTH CAROLINA

BY Ralph W. Blahely
Chairman of County Board of
Commissioners of Greenville
County.

Attest:

Louise M. Moore
Secretary of County Board of
Commissioners of Greenville
County.

Signed, Sealed and Delivered
In the Presence of:

E. A. Kelly
Carolyn H. Cole
As to Greenville County.

(SEAL)

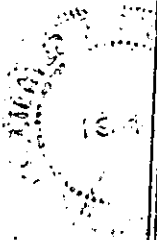
CONSOLIDATED FOODS CORPORATION

BY J. J. Covert
Vice President

Attest:

Gordon H. Newman
Assistant Secretary

(CONTINUED ON NEXT PAGE)



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