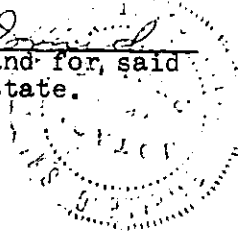


STATE OF TENNESSEE)
) ss.:
COUNTY OF SHELBY)

Personally appeared before me *Shirley M. Crews*
, who, being duly sworn, says that he saw the
corporate seal of Beech-Nut, Inc. affixed to the foregoing
instrument and that he also saw John Hull Dobbs, Vice Presi-
dent, and George A. Hunt, Secretary of said Beech-Nut, Inc.,
sign and attest the same, and that he with *Carolyn*
Massengill witnessed the execution and delivery
thereof as the act and deed of the said Beech-Nut, Inc.

Shirley M. Crews
Witness

Sworn to before me this 31st
day of December, 1969.

Estelle G. J... d
Notary Public in and for said
County and State.


My commission expires

My Commission Expires April 22, 1973

Recorded April 20, 1970 At 12:30 P.M. # 22825