

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.

GREEN MOTELS, INC. (SEAL)

Harvey G. Sanders, Jr.
Witness

By: Robert C. Jones
President

Mark R. Holmes
Witness

MOTEL FOODS, INC. (SEAL)

By: Robert C. Jones
President
SELLER

Joseph S. Horsley
Witness

SWS INVESTMENTS, INC. (SEAL)

John P. Overly
Witness

By: Wesley B. Warden
President
BUYER

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

PROBATE

PERSONALLY appeared before me Harvey G. Sanders, Jr.
and made oath that (s)he saw the within named Green Motels, Inc., by its Pres.,
sign, seal and, as its act and deed, deliver the within Memorandum of
Contract For Purchase And Sale Of Assets for the uses and purposes herein
mentioned, and that he with Mark R. Holmes
witnessed the execution thereof.

Harvey G. Sanders, Jr.

SWORN to before me this 20th
day of March, 1979.

Carroll B. Bennett (SEAL)
Notary Public for South Carolina
My Commission Expires: Nov. 19, 1979.

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