

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 Motel Foods, 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.



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

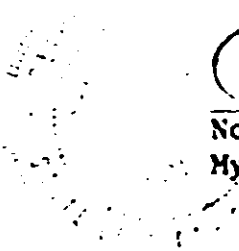
STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

PROBATE

PERSONALLY appeared before me Joseph S. Horsley
and made oath that (s)he saw the within named SWS Investments, 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 John R. Dunlap
witnessed the execution thereof.

Joseph S. Horsley

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



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

091910

4328 RV-2