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DONNE S. TANKERSLEY
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STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

MEMORANDUM OF
CONTRACT FOR PURCHASE AND SALE OF ASSETS

THIS MEMORANDUM made and entered into this 20th day of March, 1979, by and between Green Hotels, Inc. and Motel Foods, Inc., both South Carolina corporations (hereinafter called the "Seller"), and SWS Investments, Inc., a Georgia corporation (hereinafter called the "Buyer").

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller has agreed to sell unto Buyer, and Buyer has agreed to acquire from Seller, those tracts and parcels of land and properties located in Greenville County, South Carolina more particularly described in Exhibit A, attached hereto and incorporated by reference herein, together with the buildings, equipment and fixtures located thereon, and certain inventories, supplies and items of personal property. The terms and conditions of the sale of such assets are set forth in more detail in a Contract For Purchase And Sale Of Assets between the parties of even date herewith.

Such Contract For Purchase And Sale Of Assets provides that Buyer to make payment of the purchase price in installments over a period of twenty-five (25) years from the date hereof. Such contract obligates Seller, upon payment of the full purchase price by Buyer, to deliver unto Buyer a good and valid Warranty Deed or Deeds, assignments, Bills of Sale and other transfer documents for the purpose of then conveying legal title to all of such assets unto Buyer or Buyer's assignee. So long as no default exists on Buyer's part under such contract, Seller has granted unto Buyer possession, but not legal title, of the property and the assets to be sold unto Buyer.

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