

to and approved by Seller, which approval shall not be unreasonably withheld.

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IN WITNESS WHEREOF, the parties hereto have caused the execution of this Contract by its duly authorized officers this the day and year first above written.

In the presence of :

John D. [Signature]
John D. [Signature]

THE WORTHY GROUP

BY: *Barbara M. [Signature]* (SEAL)
BY: STERLING CAPITAL, LTD.
BY: *John M. [Signature]*
INGLE'S BAKERS, INC.
BY: *Robert P. [Signature]* (SEAL)

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