

UNANIMOUS CONSENT  
OF THE BOARD OF DIRECTORS  
OF PEANUT CORPORATION OF AMERICA  
IN LIEU OF MEETING

The undersigned, being all the directors of Peanut Corporation of America, a Georgia Corporation, which is authorized to do business in Virginia (the "Company"), do hereby take the following action by written consent pursuant to section 14-2-821 of the Official Code of Georgia, in lieu of meeting:

WHEREAS, the Company is a peanut processing company and maker of peanut butter for bulk distribution to institutions, food service industries and private label companies; and

WHEREAS, on January 13, 2009, the Company announced a voluntary recall of peanut butter produced in its Blakely, Georgia processing facility; and

WHEREAS, on January 18, 2009, the Company announced that it was expanding the recall of peanut butter and voluntarily recalling peanut paste made at its Blakely, Georgia facility; and

WHEREAS, on January 28, 2009, the Company announced that it was voluntarily recalling all peanuts and peanut products processed at its Blakely, Georgia facility since January 1, 2007; and

WHEREAS, on February 5, 2009, the Company received a letter from the United States Department of Agriculture, Agricultural Marketing Service (the "AMS") stating that the AMS was suspending and proposing for debarment the Company and its subsidiary Tidewater Blanching L.L.C.; and

WHEREAS, the negative economic effects on the Company of the recalls outlined above and related events have been extremely devastating to the financial condition of the Company; and

WHEREAS, the Company's Board of Directors examined and explored, with the help of The Finley Group and the Company's management and professional advisors, a number of potential options to address its financial situation, including a plan of liquidation under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") that would have given the Company the opportunity to explore a sale of some or all of its assets to potential purchasers under the supervision of the Bankruptcy Court (hereinafter defined), but the Company was unable to implement any of the potential options in order to remedy its financial situation; and

WHEREAS, the Board of Directors have determined that it is in the best interests of the Company and its creditors, stockholders and other interested parties to file a petition seeking relief under Chapter 7 of the Bankruptcy Code; it is therefore

RESOLVED, that the Company approves and ratifies the engagement of the Finley Group to provide a viability assessment for the Company's subsidiaries, and hereby directs an

Authorized Officer (defined below) to terminate such engagement pending receipt of a written summary of their work done to date; and it is further

RESOLVED that, in the business judgment of the Board of Directors of the Company, due to the circumstances affecting the Company, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties that a petition should be filed by the Company seeking relief under the provisions of Chapter 7 of the Bankruptcy Code (the "Chapter 7 Case"), and the filing of such petition is authorized hereby; and it is further

RESOLVED that the President, any Vice President, and any Secretary of the Company (each, an "Authorized Officer" and together, the "Authorized Officers") in such capacity is hereby authorized, empowered and directed on behalf of the Company to execute, deliver and verify a petition in the name of the Company under Chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Western District of Virginia ("Bankruptcy Court") in such form and at such time as the Authorized Officer executing said petition on behalf of the Company shall determine appropriate, and the execution and delivery thereof by such Authorized Officer shall be conclusive evidence of such officer's determination and this Board's approval thereof; and it is further

RESOLVED that each of the Authorized Officers, be and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute, deliver, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all documents necessary or appropriate in connection with the filing of said bankruptcy petition, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, in such form as one or more of the Authorized Officers, shall determine appropriate, such execution, delivery, verification and/or filing to be conclusive evidence of such Authorized Officer's determination and this Board's approval thereof and in that connection to employ and retain all assistance by legal counsel, investment bankers, accountants, brokers, financial advisors, financial consultants, and other professionals and to take any and all action which they deem necessary or proper in connection with the Chapter 7 Case; and it is further

RESOLVED that the law firm of Magee, Foster, Goldstein & Sayers, P.C., Suite 1200, BB&T Building, 310 First Street S.W., Roanoke, Virginia 24003-0404, is hereby employed as attorneys for the Company in the Chapter 7 Case and in related matters, on such terms and conditions as one or more of the Authorized Officers of the Company shall approve, and the payment of an appropriate retainer to such firm is hereby authorized; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, in the name and on behalf of the Company to take or cause to be taken any and all such further action and to enter into and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions, as one or more of the Authorized Officers shall determine necessary, proper or desirable, such taking of action and/or execution

and/or delivery of such documents to be conclusive evidence of such Authorized Officer's determination; and it is further

RESOLVED that all actions previously taken by any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved as acts of the Company; and it is further

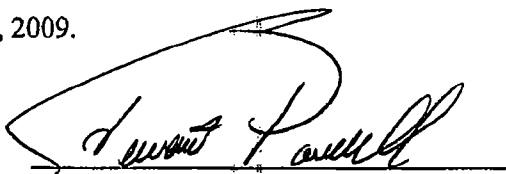
RESOLVED that the Board hereby confirms that these resolutions supersede any prior resolutions of the Board, if any, that are inconsistent with these resolutions solely to the extent of any such inconsistency; and it is further

RESOLVED that the Board hereby authorizes the Secretary or any Assistant Secretary of the Company to make such corrective or minor modifications or additions to the foregoing resolutions as shall be deemed necessary or appropriate, so long as the resolutions, as so modified or supplemented, effect the intent and purposes of these resolutions.

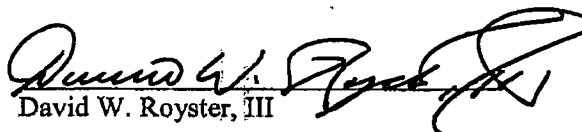
This consent may be executed in multiple counterparts. This consent shall become effective when at least one copy of this consent has been executed by each Director and delivered to the Company.

Effective this 12<sup>th</sup> day of February, 2009.

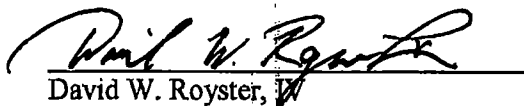
February 12, 2009  
Date of Execution

  
Stewart G. Parnell

February 12, 2009  
Date of Execution

  
David W. Royster, III

February 12, 2009  
Date of Execution

  
David W. Royster, III