0336881 Box 36

IDENTIF. ↑ REFERENCE

THIS INSTRUMENT PREPARED BY:

J. Michael Nordin
McAfee & Taft
A Professional Corporation
Tenth Floor, Two Leadership Square
211 North Robinson
Oklahoma City, OK 73102

97 AUG 12 PM 2:45

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

WARRANTY DEED

BOOK 10566 PG 654

Name and Address of New Owner:

Country Delite Farms, Inc.
c/o Suiza Foods Corporation
3811 Turtle Creek Boulevard, Suite 1300
Dallas, Texas 75219
Attention: Gregg L. Engles

Send Tax Bills To:

Country Delite Farms, Inc.
c/o Suiza Foods Corporation
3811 Turtle Creek Boulevard, Suite 1300
Dallas, Texas 75219
Attention: Gregg L. Engles

Map/Parcel:

92-8-353
92-8-355
92-8-356
93-9-39
93-9-42

Street Address of Subject Property:

FOR AND IN CONSIDERATION of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, FLEMING COMPANIES, INC., an Oklahoma corporation and successor by merger to Malone & Hyde, Inc., "Grantor," has bargained and sold, and by these presents does transfer and convey unto COUNTRY DELITE FARMS, INC., a Delaware corporation "Grantee," a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit "A" hereto.

The conveyance of the above described parcel of land is subject to the following:

1. Taxes and assessments for 1997 and subsequent years, a lien, but not yet due and payable.

2. The matters shown on Exhibit "B" hereto.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever, and Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and Grantor does further covenant and bind itself, its successors, assigns and representatives, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS its hand this 8th day of August, 1997.

FLEMING COMPANIES, INC., an Oklahoma corporation

By Mark K. Batenic
Vice President

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Mark K. Batenic, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath acknowledged himself to be a Vice President of Fleming Companies, Inc., an Oklahoma corporation, the within named bargainor, and that as such Vice President, being authorized to do so, executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and official seal at Oklahoma City, Oklahoma this 8th day of August, 1997.

[NOTARY PUBLIC SEAL]
BARBARA A. BASGALL
Cleveland County
Notary Public in and for
State of Oklahoma
My commission expires Jan. 3, 2001.

Barbara A. Basgall
Notary Public
My commission expires: Jan 3, 2001

BOOK 10566 PG 656

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

The actual consideration or value, whichever is greater, for this transfer is $4,147,627.

FLEMING COMPANIES, INC., an Oklahoma corporation

By _____
Vice President
Affiant

Subscribed and sworn to before me, this the 8th day of August, 1997.

BARBARA A. BASGALL
Cleveland County
[SEAL] Notary Public in and for
State of Oklahoma
My commission expires Jan. 3, 2001.

_____
Notary Public
My commission expires: Jan 3, 2001

/nord/flm/nash_deed

EXHIBIT "A"

PARCEL NO. ONE:

Being two parcels of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located in the southwesterly quadrant of the intersection of Church Street and Fourteenth Avenue North, being all or parts of Lots Nos. 159, 160, 161, 162, 163, 164, 165, 166 and 167 as shown on the plan of Hynes Addition to Nashville of record in Minute Book B, page 85, Chancery Court at Nashville, Tennessee, each parcel being more particularly described as follows:

Tract 1

BEGINNING at the point of intersection of the westerly right-of-way line of Fourteenth Avenue North, and the southerly right-of-way line of Church Street;

THENCE, with the westerly right-of-way line of Fourteenth Avenue North, S 35° 47′ 25" E, 437.57 feet to a point;

THENCE, with a curve to the right 96.36 feet to a point, said curve having a central angle of 01° 27′ 33", a radius of 3,783.72 feet, a tangent of 48.18 feet and a chord of S 35° 03′ 38" E 96.36 feet;

THENCE, along a curve to the right 19.28 feet to a point in the northerly right-of-way line of Grundy Street, said curve having a central angle of 73° 38′ 39" and a radius of 15.00 feet, a tangent of 11.28 feet and a chord of S 02° 29′ 28" W, 17.98 feet;

THENCE, with said northerly right-of-way line S 49° 23′ 39" W, 128.60 feet to a point in the easterly right-of-way line of an alley;

THENCE, with said easterly right-of-way line, N 35° 42′ 21" W, 434.44 feet to a point in the northerly right-of-way line of an alley;

THENCE, with the northerly right-of-way line of said alley, S 58° 54′ 37" W, 179.21 feet to a point in the easterly right-of-way line of Fifteenth Avenue North;

THENCE, with said easterly right-of-way line of Fifteenth Avenue North, N 41° 36′ 01" W, 136.50 feet to a point in the southerly right-of-way line of Church Street;

THENCE, with said southerly right-of-way line N 58° 42′ 01" E, 333.32 feet to the point of beginning.

Containing 103,202 square feet, or 2.37 acres, more or less.

Tract 2

BEGINNING at the point of intersection of the easterly right-of-way line of Fifteenth Avenue North and the southerly right-of-way of an alley;

THENCE, with said southerly right-of-way line, N 58° 54' 37" E, 134.03 feet to a point;

THENCE, along a curve to the right 37.28 feet to a point in the westerly right-of-way line of an alley, said curve having a central angle of 85° 25' 52", and a radius of 25.00 feet, a tangent of 23.08 feet and a chord of S 78° 24' 20" E, 33.92 feet;

THENCE, with said right-of-way line, S 35° 43' 24" E, 46.93 feet to a point;

THENCE, leaving said right-of-way line with the northerly line of property conveyed to James F. Cook by Deed of record in Book 1349, page 105, R.O.D.C., S 57° 22' 06" W, 149.40 feet to a point in the easterly right-of-way line of Fifteenth Avenue, North;

THENCE, with said easterly right-of-way line, N 41° 23' 15" W, 75.0 feet to the point of beginning.

Containing 10,598 square feet or 0.24 acres, more or less.

PARCEL NO. TWO:

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located in the southwesterly quadrant of the intersection of Fourteenth Avenue North and Hynes Avenue, being all or parts of Lots Nos. 63, 64 and 65 as shown on the plan of Hynes Addition to Nashville, Tennessee, of record in Minute Book B, page 85, R.O.D.C., and being more particularly described as follows:

BEGINNING at the point of intersection of the southerly right-of-way line of Hynes Avenue and the easterly right-of-way line of the first alley west of Fourteenth Avenue North;

THENCE, with said southerly right-of-way line, N 58° 41' 00" E, 125.92 feet to a point;

THENCE, with a curve to the right 22.61 feet to a point in the westerly right-of-way line of Fourteenth Avenue North, said curve having a central angle of 86° 21' 05", a radius of 15.00, a tangent of 14.07 feet and a chord of S 78° 08' 27" E, 20.53 feet;

THENCE, with said right-of-way line, S 34° 54' 47" E, 194.89 feet to a point;

THENCE, leaving said right-of-way line with the northerly line of property conveyed to the Marvin W. Stansell Family L.P. by deed of record in Book 9535, page 751, R.O.D.C., S 58° 39' 20" W, 140.66 feet to a point in the easterly right-of-way line of an alley;

THENCE, with said right-of-way line, N 34° 43' 58" W, 209.00 feet to the point of beginning.

Containing 29,230 square feet, or 0.67 acres, more or less.

Being part of the same property conveyed to Malone & Hyde, Inc., a Tennessee corporation, by Limited Warranty Deed from Kraft, Inc., a Delaware corporation, of record in Book 6109, page 528, Register's Office for Davidson County, Tennessee, and by Quitclaim Deed of record in Book 7419, page 291, Register's Office for Davidson County, Tennessee; said Malone & Hyde, Inc., a Tennessee corporation, having merged with M & H Food Companies, Inc., a Delaware corporation, evidenced by Certificate of Merger of record in Book 7419, page 293, in said Register's Office. Malone & Hyde Food Companies, Inc., a Delaware corporation, merged into Malone & Hyde, Inc., a Delaware corporation, by Certificate of Ownership and Merger of record in Book 9108, page 406, in said Register's Office. Said Malone & Hyde, Inc., a Delaware corporation, now being known as Fleming Companies, Inc. by Articles of Merger being recorded simultaneously herewith.

6101 08/12 0101 02CHECK 15:25:22

EXHIBIT "B"

1. Easement rights for utility purposes retained by the City of Nashville within the bounds of the closed portion of Alley No. 245 by Metropolitan Council Bill No. 63-500.

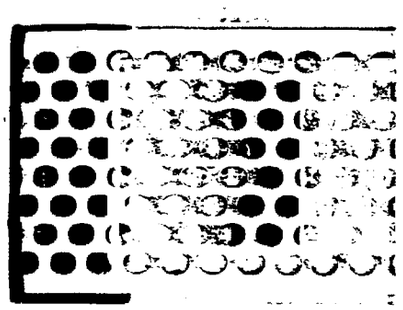
2. Matters shown on Plats of Surveys by Barge, Waggoner, Sumner and Cannon, Inc., Wendell Talley R.L.S. No. 785, dated November 25, 1987, last revised August 8, 1997, and dated August 8, 1997, File No. 8485-01, including:

   (a) 10' gas pipeline easement granted by Right of Way Agreement to Nashville Gas Company of record in Book 6260, page 347, Register's Office for Davidson County, Tennessee.

   (b) 10" sanitary sewer line located within the bounds of the closed portion of Alley No. 245.

   (c) Concrete dumpster pad and dock encroaching the open portion of Alley No. 245.

   (d) An overhead pipe extending across the open portion of Alley No. 245 from Tract 1 to Tract 2.



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10566 PG 661

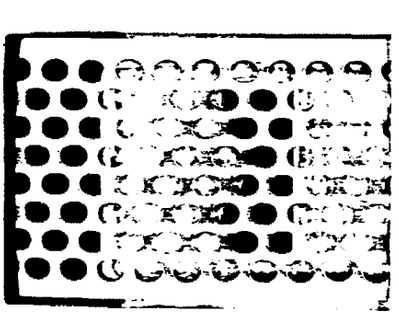
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
4147627.00
CON TX 15346.22
PRFEE 1.00
WDEED 28.00
TOTAL 15375.22
CHECK 15375.22

08/12/97 01 14:46 0001 6101

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0336881
IDENTIF. ↑ REFERENCE

97 AUG 12 PM 2:45
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1185675