RETURN TO:

HATCHER ESCROW COMPANY
113 SHIVEL DRIVE
HENDERSONVILLE, TN 37075

THIS INSTRUMENT PREPARED BY:
John P. McKleroy, Jr., Esq.
Spain & Gillon, L.L.C.
2117 Second Avenue, North
Birmingham, Alabama 35203

Davidson County DEEDWARR
Recvd: 11/08/00 12:46 5pgs
Fees:23.00 Taxes:7400.00
20001108-0111122

WARRANTY DEED

STATE OF TENNESSEE)
DAVIDSON COUNTY)

THIS INDENTURE, made this 25th day of October, 2000 between GOLDEN FLAKE SNACK FOODS, INC., organized and existing under the laws of the State of Delaware of the one part, and TENNESSEE CHIPS, LLC., organized and existing under the laws of the State of Tennessee of the other part.

WITNESSETH: That the said GOLDEN FLAKE SNACK FOODS, INC., for and in consideration of Two Million and No/100 Dollars ($2,000,000.00) to GOLDEN FLAKE SNACK FOODS, INC. in hand paid by the said TENNESSEE CHIPS, LLC., the receipt whereof is hereby acknowledged, hereby sells and conveys unto the said TENNESSEE CHIPS, LLC., its successors and assigns forever, the certain tract of lands situated and being in the County of Davidson, State of Tennessee the legal description of which is set forth on Exhibit "A" attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD, the aforesaid land, with all and singular the hereditaments and appurtenances of and to the same belonging or in anywise appertaining to the said TENNESSEE CHIPS, LLC., its successors and assigns forever; and the said GOLDEN FLAKE SNACK FOODS, INC., its successors and assigns to covenant and agree to and with the said TENNESSEE CHIPS, LLC., its successors or assigns that GOLDEN FLAKE SNACK FOODS, INC. is lawfully seized in fee of the aforesaid premises; that the same are free of all encumbrances, except for the encumbrances, if any, set forth on Exhibit "B" attached hereto and incorporated herein by reference; that it has good right to sell and convey the same to TENNESSEE CHIPS, LLC. as aforesaid; and

that the before granted land and premises it will warrant and defend against all lawful claims whatever.

IN WITNESS WHEREOF, the said parties have hereto set their hands and affixed their seals the day and year above written.

GOLDEN FLAKE SNACK FOODS, INC.

By: _____
Mark W. McCutcheon
Its President

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Mark W. McCutcheon, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of Golden Flake Snack Foods, Inc., the within named bargainor, a Delaware corporation, and that he executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and official seal, this the 25th day of October, 2000.

[SEAL]

NOTARY PUBLIC
MY COMMISSION EXPIRES 9/10/03

The value or consideration, whichever is greater, of this transfer is $2,000,000.

(Notary appears on the following page)

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that RONALD B. BUCHANAN, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed this statement of value or consideration.

Given under my hand and official seal, this the 25th day of October, 2000.

Notary Public
My Commission Expires 9/16/03

KATHY A. PURVIS NOTARY PUBLIC ALABAMA STATE AT LARGE

F:\0005\0001\nashville sale\Closing Documents\tenn deed clean.wpd

EXHIBIT "A"
TO
WARRANTY DEED

Parcel I:

Land in Davidson County, Tennessee, being Lot No. 21 and the northerly one-half (½) of Lot 20 on the Map of Sidco Subdivision, of record in Book 2133, page 115, Register's Office for said County.

Said Lot No. 21 and the northerly one-half (½) of Lot No. 20 adjoin and front together 150 feet on the easterly boundary of Kraft Drive and run back between parallel lines, 315 feet to a dead line.

Being the same property conveyed to Golden Flake, Inc. by G. F. Co., Inc., by deed from G. F. Co., Inc., of record in Book 4204, Page 750, Register's Office for Davidson County, Tennessee, said deed containing a typographical error in the legal description by stating the back line distance of the property as "313 feet" as opposed to the correct back line distance of "315 feet." (See deed from Sanders Transfer and Storage Co. to Golden Flake, Inc., of record in Book 3707, Page 425, Register's Office for Davidson County, Tennessee, wherein back line distance of the property is stated as "315 feet"). Title to the property is vested in Golden Flake Snack Foods, Inc. as the result of a corporate restructuring of Golden Flake, Inc. effective as of January 1, 1977, wherein Golden Flake Snack Foods, Inc., a Delaware corporation, was formed as a wholly-owned subsidiary of Golden Flake, Inc., and all of the assets of the snack foods division of Golden Flake, Inc., including the property described above, were transferred down to Golden Flake Snack Foods, Inc.

Parcel II:

Land in Davidson County, Tennessee, being Lot No. 22 and the southerly one-half of Lot 23 on the Map of Sidco Subdivision, of record in Book 2133, page 115, Register's Office for said County.

Said Lots No. 22 and part of 23 front 150 feet on the easterly side of Kraft Drive and extend back between parallel lines 315 feet to the center line of the L. & N. lead track.

Being the same property conveyed to Golden Flake Snack Foods, Inc. by deed from George B. Harris and J. F. Crowell, Jr., of record in Book 5848, Page 606, Register's Office for said County.

EXHIBIT "B"
TO
WARRANTY DEED

1. Taxes for 2000 are a lien, not yet due and payable.

2. Restrictions of record in Book 6513, Page 24 and in Book 8719, Page 650, and in 5848, Page 606, Register's Office for Davidson County, Tennessee.

3. Exception to Easement as of record in Book 5846, Page 715, Register's Office for Davidson County, Tennessee.

4. All things and matters as shown and stated on a plat of record in Book 2133, Page 115, Register's Office for Davidson County, Tennessee, which reference is hereby made.

5. Easement as set out in Book 5958, Page 861, Register's Office for Davidson County, Tennessee.