This instrument prepared by:
Joseph B. Pitt, Jr., Attorney
414 Union Street, Suite 1800
Nashville, Tennessee 37219

Davidson County DEEDWARR
Recvd: 06/19/01 15:54 4pgs
Fees:19.00 Taxes:13147.21
20010619-0065128

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
H. J. Heinz Company, L.P.	Same	
(NAME) 600 Grant Street, 60th FL	(NAME) Attn: Tax Dept.	Map 94
(STREET ADDRESS OR ROUTE NUMBER) USX Tower Pittsburg, PA 15222	(STREET ADDRESS)	Parcel Numbers 110, 111, 115, 124, 168, and 176
(CITY) (STATE) (ZIP)	(CITY) (STATE) (ZIP)	

*FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee(s) and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged,** International DiverseFoods, Inc., a Tennessee corporation, have this day bargained and sold, and do hereby transfer and convey unto H.J. Heinz Company, L.P., a Delaware limited partnership, the said Grantees herein, their (successors), heirs and assigns, certain real estate in Davidson County, Tennessee as follows:*

**IDF Holdings, Inc., successor-in-interest to

See Exhibit "A" attached hereto.

A portion of the above-described tract was conveyed to Mike Ross Foods, Inc., by Warranty Deed from Robert N. Gregory, Trustee, of record in Book 7222, page 455, Register's Office of Davidson County, Tennessee, and by Quitclaim Deed of record in Book 7687, page 295, in said Register's Office. The above described property was also conveyed to Mike Rose Foods, Inc., by deed from Edwin Brown of record in Book 7804, page 681, said Register's Office; by deed from Tevis M. Wayland, solely as of record in Book 7025, page 155, Register's Office for Davidson County, Tennessee; and by deed from Charles Edwin Anderson and Peggy Anderson, and Lloyd F. Falls and wife, Myrtle Falls, of record in Book 7030, page 793, said Register's Office; and by deed from The Industrial Development Board of The Metropolitan Government of Nashville and Davidson County, of record in Book 7587, page 657, said Register's Office, and by deed from Shoney's Inc., (formerly Shoney's Big Boy Enterprises, Inc.) of record in Book 7587, page 661, said Register's Office; and by deed from Don H. Ware of record in Book 5838, page 715, said Register's Office; and by deed from Robert N. Gregory, Trustee, of record in Book 7222, page 455, all in said Register's Office. By Amendment to the Charter of Mike Rose Foods, Inc., the name Mike Rose Foods, Inc. was changed to International DiverseFoods, Inc., of record in Book 10760, page 401, said Register's Office. International DiverseFoods, Inc., has since merged into IDF Holdings, Inc., by Articles of Merger of records as Instrument No. 20010405-0033444, said Register's Office.

STATE OF Pennsylvania
COUNTY OF Allegheny

The actual consideration or value whichever is greater, for this transfer is $ 3,553,300.00

Affiant Karen J. Mercer

Subscribed and sworn to before me this the 15th *day of* June *2001*

My commission expires: PUBLIC

Notarial Seal
Laura L. Wenger, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Dec. 22, 2001
Member, Pennsylvania Association of Notaries

Notary Public Laura L Wenger

This is unimproved property, known as Spence Lane (Map 94, Parcel 176), Nashville Tennessee.
This is improved property known as 185, 189, 193, 197, 199, Spence Lane, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantees their (successors), heirs and assigns forever we covenant that we are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter on Exhibit "B".

We further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to said real estate to said Grantees, their (successors), heirs and assigns, against the lawful claims of all persons, claimimg by, through or under the grantor.

Whenever 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 our hand this 3rd *day of* May *, 2001, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.*

IDF Holdings, Inc., successor-in-interest to
By: International DiverseFoods, Inc., a Tennessee corporation

Its: Vice President

STATE OF Pennsylvania
COUNTY OF Allegheny

Before me, Bonnie L. Pastorius, a Notary Public of the State and County aforesaid, personally appeared Edward J. McMenamin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged him self to be Vice President of the IDF Holdings, Inc., the within named bargainor, a corporation, and that he as such Vice President being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as Vice President.

Witness my hand and official seal, at office in Pittsburgh, Pennsylvania, this 3rd day of May, 2001.

Bonnie L. Pastorius
Notary Public

My Commission Expires:

Notarial Seal
Bonnie L. Pastorius, Notary Public
Pittsburgh, Allegheny County
My Commission Expires May 9, 2004
Member, Pennsylvania Association of Notaries

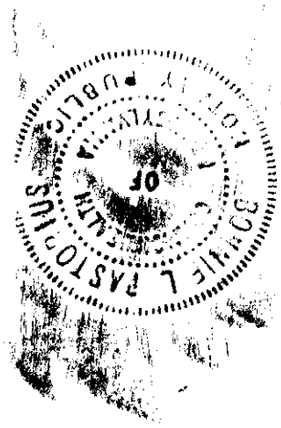


EXHIBIT "A"

LEGAL DESCRIPTION

Land in the First Civil District of Nashville, Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin in the westerly margin of Spence Lane, said point being the southeasterly corner of Lot 1-C on the Plan of The Resubdivision of Lot 1, Section One, River Hills Industrial Park, as of record in Plat Book 4300, page 151, Register's Office for Davidson County, Tennessee; thence leaving said westerly margin and with the line between Lots 1-C and 1-B North 75 deg. 08' 22" West 177.53 feet to an iron pin in the easterly margin of the railroad right of way; thence with said right of way and along a curve to the left, said curve having a radius of 2914.80 feet, an arc length of 401.23 feet, and a chord bearing and distance of North 19 deg. 58' 27" West 400.97 feet to a P.K. nail; thence continuing with said right of way North 24 deg. 30' 33" West 101.57 feet to a P.K. nail; thence North 24 deg. 50' 33" West, passing a concrete monument at 502.40 feet, a total distance of 644.25 feet to an iron pin in the southerly line of Bob Gregory Co., Inc., as of record in Book 5780, page 926; thence leaving said right of way and with Gregory's southerly line North 71 deg. 22' 48" East 524.87 feet to an iron pin in the westerly margin of Spence Lane; thence with said margin South 21 deg. 50' 52" East 504.08 feet to an iron pin; thence continuing with said margin and along a curve to the right, said curve having a radius of 495.72 feet, an arc length of 231.46 feet, and a chord bearing and distance of South 08 deg. 28' 18" East 229.36 feet to a concrete monument; thence South 04 deg. 54' 16" West 213.32 feet to an iron pin; thence along a curve to the right, said curve having a radius of 1128.21 feet, an arc length of 194.20 feet, and a chord bearing and distance of South 09 deg. 57' 20" West 193.96 feet to a point; thence South 14 degrees 53 minutes 47 seconds West, 174.79 feet to the beginning.

EXHIBIT "B"

Encumbrances:

1. Taxes for the year of 2001, a lien, but not yet due and payable.

2. Survey dated December 24, 1997 by International Land Surveying, Inc., Job No. 97-12-33, shows the following:
a. A 15 foot setback line from Spence Lane and a 20 foot rear setback line (also shown on plans of record in Book 4300, page 151, Book 6200, page 252, and Book 4300, page 86, Register's Office of Davidson County, Tennessee);
b. A 2.5 x 30 foot anchor easement (also shown on plans of record in Book 4300, page 151 and Book 4300, page 86, Register's Office of Davidson County, Tennessee);
c. A TVA easement across the northerly and center portions of property (also shown on plans of record in Book 4300, page 151, Book 6200,page 252, and Book 4300, page 86, Register's Office of Davidson County, Tennessee);
d. Encroachment of concrete retaining wall, chain link fence and one-story block building over westerly property line;
e. Encroachment of brick offices portion of one story metal building, parking area and curbs into TVA easement across northerly portion of property;
f. Encroachment of metal canopy and one-story metal building, chain link fence, concrete retaining wall, metal porch and steps, guard shack and parking areas and curbs into TVA easement across center of property;

3. Restrictive Covenants contained in an instrument of record in Book 7222, page 455, said Register's Office, omitting any covenant or restriction based on race, color, religion, sex, handicap, familial status, or national origin.

4. Easements granted TVA of record in Book 1237, page 50, Book 1163, page 167 and Book 1181, page 326, said Register's Office.