Prepared by:

John P. McKleroy, Jr.
Spain & Gillon, LLC
2117 Second Avenue North
Birmingham, AL 35203

Davidson County DEEDWARR
Recvd: 11/26/08 14:56 5 pgs
Fees:28.00 Taxes:7770.00
20081126-0115989

SPECIAL WARRANTY DEED

THIS INDENTURE, made this 25th day of November, 2008, between Golden Flake Snack Foods, Inc., a Delaware corporation, hereinafter called "Grantor", and P356 Properties, LLC, a Tennessee limited liability company, hereinafter called "Grantee" (the words "Grantor" and "Grantee" to include their respective heirs, successors and assigns where the context requires or permits).

WITNESSETH:

That Grantor, for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid at and before the sealing and delivery of these presents, the receipt and sufficiency whereof are hereby acknowledged, has granted, bargained, sold, aliened, conveyed and confirmed, and by these presents does grant, bargain, sell, alien, convey and confirm unto the said Grantee, fee simple interest in and to all that tract or parcel of land described as follows:

See **Exhibit "A"** attached hereto and incorporated by reference herein.

This conveyance is made subject to the Permitted Encumbrances set forth on **Exhibit "B"** attached hereto and made a part hereof by this reference.

TO HAVE AND TO HOLD said tract or parcel of land, with all and singular the rights, members and appurtenances thereof, to the same being, belonging, or in anywise appertaining, to the only proper use, benefit and behalf of the said Grantee forever in FEE SIMPLE.

And, except as to the Permitted Encumbrances, the said Grantor will warrant and forever defend the right and title to the above described property unto the said Grantee against the lawful claims of Grantor and all persons claiming through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, the Grantor has signed and sealed this Deed, the day and year above written.

GOLDEN FLAKE SNACK FOODS, INC.,
a Delaware corporation

By: _____
Name: Mark W. McCutcheon
Title: President

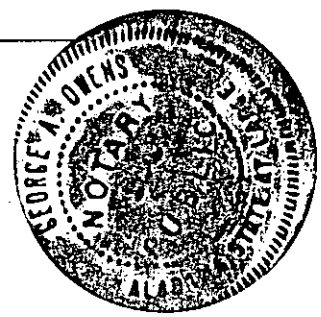
STATE OF ALABAMA
COUNTY OF JEFFERSON

Before me, a Notary Public within and for said State and County, duly commissioned and qualified, personally appeared Mark W. McCutcheon, with whom I am personally acquainted, and who upon oath acknowledged himself to be the President of Golden Flake Snack Foods, Inc., a Delaware corporation, the within named bargainor, and that he as such officer being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the company by himself as said officer.

WITNESS my hand and Notarial Seal at office this 20 day of November, 2008.

_____
Notary Public

My Commission Expires: 01/07/2012



(FOR RECORDING DATA ONLY)

Tax Parcel ID Numbers: 6DA 35468 Map 118-16, Parcel 4 – Parcels I and I
6DA 35441 Map 118-16, Parcel 79 – Parcel III

Property address: 2926 Kraft Drive
Nashville, Tennessee 37204

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $2,100,000.00 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

New Owner &
Mail tax bills to: (Person or Agency responsible for payment of taxes)
P356 Properties, LLC
2525 Wilmford Ave.
Nashville, TN 37211

AFFIANT: Mark J. Rl.

Subscribed and sworn to before me this 25 day of November, 2008.

Notary Public Tammy J. Jackson

My commission expires: 3/21/09

JAMES G. LACKEY, III
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

Exhibit "A"
To Deed

Legal Description

PARCEL I

Land in Davidson County, Tennessee, being Lot No. 21 and the northerly one-half (1/2) of Lot 20 on the Map of Sidco Subdivision, of record in Plat Book 2133, page 115, Register's Office for said County.

Said Lot No. 21 and the northerly one-half (1/2) 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.

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 Plat 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.

Parcels I and II being the same property conveyed to Golden Flake Snack Foods, Inc. by deed from Ronald B. Buchanan, Trustee, of record in Instrument No. 20080505-0046017, Register's Office for Davidson County, Tennessee.

PARCEL III

Land in Davidson County, Tennessee, being Lot No. 1 as shown on the Plan of Final Plat Hailey Subdivision, Revision 1, Sidco Section 1, of record in Plat Book 5200, page 364, and revised in Plat Book 7900, page 422, Register's Office for Davidson, County, Tennessee, to which plan reference is hereby made for a more complete description.

Being part of the same property conveyed to Golden Flake Snack Foods, Inc., a Delaware corporation by deed from W. L. Hailey and Company, Inc., of record in Book 5806, page 545, Register's Office for Davidson County, Tennessee.

Exhibit "B"
To Deed

Permitted Encumbrances

1. Subject to all matters shown on the Plan of Final Plat Hailey Subdivision, Revision 1, Sidco Section 1, of record in Plat Book 5200, page 364, and revised in Plat Book 7900, page 422, Register's Office for Davidson County, Tennessee. (Parcel III)

2. Restrictive Covenant of record in Book 6513, page 24, said Register's Office, as partially released by instrument of record in Book 8719, page 650, said Register's Office. (All Parcels)

3. Rights reserved with reference to uranium. thorium and all other material essential to production of fissionable materials as is fully set out in deed of record in Book 2152, page 347, Register's Office for Davidson County, Tennessee. (All Parcels)

4. Subject to all matters shown on the Plan of Sidco Subdivision of record in Plat Book 2133, Page 115, as amended in Book 5842, page 627, said Register's Office. (Parcels I and II)

5. Mutual Easement of record in Book 5958, Page 861, Register's Office for Davidson County, Tennessee. (Parcels I and II)

6. Easement for sanitary sewers and/or storm drainage granted Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 4017, page 327, Register's Office for Davidson County, Tennessee, as affected by Exception to Easement as of record in Book 5846, Page 715, Register's Office for Davidson County, Tennessee. (Parcels I and II)

7. Easements as set out in instrument of record in Book 2293, page 555, Register's Office of Davidson County, Tennessee. (Parcels I and II)

8. Matters shown on survey of Timothy Mark Donlon, TN RLS No. 2297, of Donlon Land Surveying, LLC, Job No. 28020, dated June 12, 2008, last revised Nov. 21, 2008, including: 10' sanitary sewer easement across parcels I and II; additional sewer easement on parcel II, with sewer line appearing outside sewer easement area; 25' private easement for L & N Railroad at rear of parcels I and II; chainlink fence partially within and partially without boundaries of parcels I and II; location of various improvements on parcels I and II; overhead electric lines crossing all parcels; 15' drainage easement crossing northerly portion of parcel III; 3' X 15' anchor easement on parcel III; and encroachment of concrete sidewalk of adjoining property onto northerly portion of parcel III.