*THIS INSTRUMENT PREPARED BY*:
Leslie Steele Smith, Esq.
Weil, Gotshal & Manges LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201

BILL GARRETT, Davidson County
Trans:T20110028650 DEEDQC
Recvd: 05/13/11 10:01 11 pgs
Fees:57.00 Taxes:0.00
20110513-0036788

# QUITCLAIM DEED

| ADDRESS NEW OWNER(s) AS FOLLOWS: | SEND TAX BILLS TO: | MAP PARCEL NUMBERS |
|---|---|---|
| **GRIFFIN INDUSTRIES LLC** | **GRIFFIN INDUSTRIES LLC** | 34-10-102 (tract 1 and tract 2 |
| 251 O'Connor Ridge Boulevard, Suite 300 | 251 O'Connor Ridge Boulevard, Suite 300 | 34-10-100 (tract 3) |
| Irving, Texas 75038<br>Attn: General Counsel | Irving, Texas 75038<br>Attn: General Counsel | |

**INASMUCH** as **Griffin Industries, Inc.**, a Kentucky corporation, converted into a Kentucky limited liability company and changed its name to **Griffin Industries LLC**, as evidenced by the Articles of Organization attached hereto as Exhibit A, a true and exact copy of which were filed in the Office of the Secretary of State of Kentucky on May 2, 2011, for no consideration, **GRIFFIN INDUSTRIES, INC.**, a Kentucky corporation, by these presents, does hereby quitclaim and convey unto **GRIFFIN INDUSTRIES LLC**, a Kentucky limited liability company, its successors and assigns, all its right, title and interest in and to the following described tract of land:

IN THE CITY OF MADISON, DAVIDSON COUNTY, TENNESSEE:

***See Exhibit B Attached Hereto and Incorporated Herein for all Purposes***

REFERENCE is made for prior title to Deeds of record in Book 4987, Page 792 and Book 5156, Page 585, in the Register's Office for Davidson County, Tennessee.

31 Edenwold Road, Madison, TN
GF42

**STATE OF TEXAS** §

**COUNTY OF DALLAS** §

The actual consideration for this transfer is *$0.00.*

**Affiant:**

**GRIFFIN INDUSTRIES, INC.,**
a Kentucky corporation

By:_____
John F. Sterling, Executive Vice President,
General Counsel and Secretary

Subscribed and sworn to before me this the 2nd day of May, 2011, by John F. Sterling, the Executive Vice President, General Counsel and Secretary of **GRIFFIN INDUSTRIES, INC.**, a Kentucky corporation, on behalf of said corporation.

PEGGY J. JONES
NOTARY PUBLIC
STATE OF TEXAS
6-12-2012

*(Affix Seal)*

*Notary Public – Peggy J. Jones*

*My commission expires: June 12, 2012*

Witness our hand this 2nd day of May, 2011, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officer on said day and date.

**GRIFFIN INDUSTRIES, INC.,**
a Kentucky corporation

By: _____
John F. Sterling, Executive Vice President,
General Counsel and Secretary

STATE OF TEXAS )

COUNTY OF DALLAS )

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared John F. Sterling, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the Executive Vice President, General Counsel and Secretary of **GRIFFIN INDUSTRIES, INC.**, a Kentucky corporation, the within named bargainor, and that he, as such officer, being authorized so to do, executed the within instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

Witness my hand and official seal at office this 2nd day of May, 2011.

PEGGY J. JONES NOTARY PUBLIC STATE OF TEXAS EXPIRES 6-12-2012

_____
Notary Public

My commission expires:

June 12, 2012

**EXHIBIT A**

Articles of Organization

***See Attached***

# COMMONWEALTH OF KENTUCKY

## Elaine N. Walker
## Secretary of State

## Certificate

I, Elaine N. Walker, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF ORGANIZATION CONVERTING GRIFFIN INDUSTRIES, INC. TO

GRIFFIN INDUSTRIES LLC FILED MAY 2, 2011.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 9th day of May, 2011.

COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE

Elaine N. Walker

Elaine N. Walker
Secretary of State
Commonwealth of Kentucky
emcnulty/0162690 - Certificate ID: 113289

0162690.06 mstratton ADD
Elaine N. Walker, Secretary of State
Received and Filed:
5/2/2011 12:37 PM
Fee Receipt: $40.00

# ARTICLES OF ORGANIZATION

# OF

# GRIFFIN INDUSTRIES LLC

The undersigned, serving as the organizer, pursuant to KRS Chapter 275, hereby executes and files the following Articles of Organization for the purpose of forming a Kentucky limited liability company under the Kentucky Limited Liability Company Act.

## ARTICLE I

## NAME

The name of the limited liability company shall be Griffin Industries LLC (the "Company").

## ARTICLE II

## CONVERSION; FORMER NAME

The Company is the result of the conversion of Griffin Industries, Inc., a Kentucky corporation (the "Corporation"), into a limited liability company pursuant to KRS 275.376. The former name of the Company was Griffin Industries, Inc.

## ARTICLE III

## APPROVAL OF CONVERSION

The conversion of the Corporation into the Company pursuant to KRS 271B.12-030 and KRS 275.376 required shareholder approval, which approval was obtained from the sole shareholder of the Corporation by written consent of the sole shareholder in lieu of a meeting on May 2, 2011. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the plan of conversion of the Corporation, and number of votes of each voting group indisputably represented by written consent of the sole shareholder, were as follows:

| Designation of Voting Group: | Common Stock |
|---|---|
| Number of Outstanding Shares: | 1,000 |
| Number of Votes Entitled to be Cast: | 1,000 |
| Number of Votes Indisputably Represented by Written Consent of the Sole Shareholder: | 1,000 |

The total number of undisputed votes cast in favor of the amendment was 1,000 out of 1,000, which was sufficient approval of the conversion in accordance with the Corporation's Articles of Incorporation and Bylaws and the Kentucky Business Corporation Act.

## ARTICLE IV

## REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office is 306 W. Main Street, Suite 512, Frankfort, Kentucky 40601. The name of its initial registered agent at that office is CT Corporation System.

## ARTICLE V

## PRINCIPAL OFFICE

The mailing address of the principal office of the Company shall be 4221 Alexandria Pike, Cold Spring, KY 41076.

## ARTICLE VI

## STATEMENT OF MANAGEMENT

The affairs of the Company are to be managed by a board of managers, as set forth in its Operating Agreement.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

The undersigned hereby certifies that the foregoing constitutes the Articles of Organization of Griffin Industries LLC.

Executed by the undersigned on May 2, 2011.

John F. Sterling

## CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 14.A, the undersigned, as the registered agent Identified in Article IV of the Articles of Organization of Griffin Industries LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.

CT Corporation System

Joyce Gilbert, Asst. Secretary

**EXHIBIT B**

Legal Description

TRACT NO. 1:

Land being described according to a survey made by Dixie Engineering Associates, December 18, 1973, as follows:

BEGINNING at a point in the southerly margin of Railroad Street, said point being the northeast corner of the land herein described: thence South 58° 30' West, 198.9 feet with the southerly margin of said Railroad Street to an iron pin; thence South 24° 26' 26" East, 424.71 feet to an iron pin in the center of Dry Creek; thence North 87° 27' 22" East, 325.46 feet to a chiseled square in the top of a concrete encased sewer line; thence South 39° 45' East, 185.49 feet to a chiseled square on the northwest wingwall of a culvert under Myatt Drive; thence North 15° 29' 12" West, 477.46 feet with the westerly margin of Myatt Drive to an iron pin; thence North 27° 11' 39" West, 65.08 feet with the old school lot line to an iron pin; thence South 68° 30' West, 99.0 feet to an Iron pin; thence North 28° 35' West, 100.0 feet to an Iron pin; thence South 64° 00' West, 102.0 feet to an iron pin; thence North 25° 32' West, 112.0 feet to an iron pin, the point of beginning, containing 4.32 acres, more or less

TRACT NO. 2:

Land being described according to a survey made by E, L. Miller, Jr, & Co., October 8, 1964, revised
November 7, 1964 as follows:

BEGINNING at a point approximately 45 feet west of the center line of the street railroad crossing on the southerly margin of a street called Railroad Street. said beginning point being the northeast corner of Clyde Martin lot and recorded in Book 1306, page 206; thence running 12 feet northeast parallel with Railroad Street North 58° East; thence 134 feet North 63° 30' East to a steel bolt approximately 15 feet from the center line of Railroad Street and being the west boundary of a new highway right of way; formerly a Davidson County School lot; thence southerly parallel with highway along a rock fence line 227 feet South 26° 00' East to a fence corner post in the rock wall; thence being the northeast boundary of R. L. Pullum tract as recorded in Book 999, page 215; thence westerly 99 feet South 6° 30' West to a steel rod; thence northwesterly 95 feet North 28° 35' west to a corner fence post and steel bolt; thence 52 feet south 640 00' West to a corner post; this being the southeast corner of the Clyde Martin lot; thence northerly 118 feet north 22° 00' West along a fence line of the Martin lot to a steel pin buried in the ground, this being the starting point.

Being the same property conveyed to Griffin Industries, Inc., of Tennessee, a Tennessee corporation by Deed of record in Book 4987, page 792, Register's Office for Davidson County, Tennessee. Pursuant to instrument of record in Book 5859, page 776, Register's Office for Davidson County, Tennessee, the said Griffin Industries, Inc., a Tennessee, a Tennessee corporation merged with and into and became known as Griffin Industries, Inc., a Kentucky

corporation.

TRACT NO. 3:
A tract of land in the 10th, formerly 20th, Civil District of Davidson County, at or near Edgefield Junction, described as follows:

Beginning at a point on the southerly margin of a street, called Railroad Street, said beginning being the northeast corner of a tract of land formerly owned by W. T. Burkhart, said beginning point is also the northwest corner of property now owned by Elizabeth Anglea Patton; running thence north 58 1/2° east 60 feet with the southerly margin of Railroad Street; thence south 21 0 east 118 feet; thence south 64° west 50 feet; thence north 26° west 112 feet to the point of beginning.

Being the same property conveyed to Griffin Industries - Tennessee, Inc. by Deed of record in Book 5156, page 585, Register's Office for Davidson County, Tennessee. Pursuant to instrument of record in Book 5859, page 776, Register's Office for Davidson County, Tennessee, the said Griffin Industries - Tennessee, Inc. merged with and into and became known as Griffin Industries, Inc" a Kentucky corporation.