Karen Johnson Davidson County
Batch# 399947 DEEDWARRSP
05/14/2020 11:03:30 AM 9 pgs
Fees: $48.00 Taxes: $112,332.00
20200514-0050096

This instrument prepared by
~~**and after recording return to:**~~

Gregory D. Crane, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

Record and Return to:
First National Real
Estate Services, LLC
300 Rector Place, 4i
New York, NY 10280
#1252

SPECIAL WARRANTY DEED

Address New Owner(s) as follows:	Send Tax Bills To:	Tax Map/Parcel IDs:
Dean Dairy Fluid, LLC 1405 N. 98th Street Kansas City, KS 66111	Dean Dairy Fluid, LLC 1405 N. 98th Street Kansas City, KS 66111	092 08 0 353.00; 092 08 0 355.00; 092 12 0 520.00; 9309003800; 9309003900

FOR AND IN CONSIDERATION of the sum of Ten Dollars and No/100 ($10.00), cash in hand paid by the Grantee and other good and valuable consideration accepted as cash, the receipt and sufficiency of which are hereby acknowledged, **Suiza Dairy Group, LLC**, a Delaware limited liability company, successor by merger to Country Delite Farms, LLC, successor by merger to Country Delite Farms, Inc. (hereinafter referred to as "Grantor"), herein this day has bargained and sold, and does hereby transfer and convey, unto **Dean Dairy Fluid, LLC**, a Delaware limited liability company (hereinafter referred to as "Grantee"; the terms "Grantor" and "Grantee" to include their respective heirs, legal representatives, successors and assigns where the context requires or permits), the following described real property, to wit:

> ALL THAT TRACT OR PARCEL of improved land lying and being in Davidson County, Tennessee, being more particularly described on **Exhibit "A"** attached hereto (the "Land"); TOGETHER WITH any and all improvements, appurtenances, rights, privileges and easements benefiting, belonging or pertaining to the Land, and any right, title and interest of Grantor in and to any land lying in the bed of any street, road or highway in front of or adjoining said Land, together with any strips or gores relating to the Land (the Land and the foregoing rights, easements and appurtenances being hereinafter collectively referred to as the "Property").

TO HAVE AND TO HOLD said Property, with the appurtenance, estate, title and interest thereto belonging, to the Grantee, its successors and assigns forever.

Grantor covenants that it is lawfully seized and possessed of said Property in FEE SIMPLE, has a good right to convey it, and that the same is unencumbered, except for those matters shown on **Exhibit "B"** attached hereto and incorporated herein by this reference (the "Permitted Exceptions").

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said Property to said Grantee, its successors and assigns, against all persons claiming under Grantor, but not further or otherwise and subject, however, to the Permitted Exceptions.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 15 day of May, 2020.

Suiza Dairy Group, LLC, a Delaware limited liability company

By: Kristy Waterman
Name: Kristy Waterman
Title: Authorized Signatory

STATE OF TEXAS)
)
COUNTY OF DALLAS)

This instrument was acknowledged before me on this 27th day of April, 2020, by Kristy Waterman, as authorized signatory of Suiza Dairy Group, LLC, a Delaware limited liability company, on behalf of said limited liability company.

OFFICIAL SEAL:

TERESA YORK
Notary ID #11410261
My Commission Expires
November 9, 2022

Teresa York
Notary Public

My Commission Expires:

Teresa York
Printed Name

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STATE OF Kansas

COUNTY OF Wyandotte

I hereby swear and affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 30,360,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Dean Dairy Fluid, LLC, a Delaware limited liability company

Name: Andrew M. Brummel
Title Authorized Person

Sworn to and subscribed before me,
this 29th day of April, 2020.

NOTARY PUBLIC

My Commission Expires: 2/8/2021

ROSANNE GREEN
Notary Public-State of Kansas
My Appt. Expires 2/8/2021

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Exhibit "A"

Legal Description of Property

The land referred to herein below is situated in the County of Davidson, State of Tennessee, and described as follows:

PARCEL 1:

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 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 2:

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 THE SAME PROPERTY CONVEYED TO COUNTRY DELITE FARMS, INC., A DELAWARE CORPORATION, BY DEED FROM FLEMING COMPANIES, INC., AN OKLAHOMA CORPORATION, OF RECORD IN BOOK 10566, PAGE 654, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE. THE SAID COUNTRY DELITE FARMS, INC., HAVING SINCE MERGED INTO AND BECAME KNOWN AS COUNTRY DELITE FARMS, LLC, AS EVIDENCED BY CERTIFICATES OF MERGER IN INSTRUMENT NO. 200112310144767 AND INSTRUMENT NO. 200711060130954; AND COUNTRY DELITE FARMS, LLC

SUBSEQUENTLY MERGED INTO AND BECAME KNOWN AS SUIZA DAIRY GROUP, LLC, AS EVIDENCED BY CERTIFICATE OF MERGER IN INSTRUMENT NO. 200902170013117, SAID REGISTER'S OFFICE.

PARCEL 3:

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING DESCRIBED ACCORDING TO A SURVEY MADE BY DALE & ASSOCIATES, STEVEN D. DELLE, REGISTERED LAND SURVEYOR NO. 1710, DATED MAY 22, 2002, AS FOLLOWS:

BEGINNING AT AN IRON ROD SITUATED IN THE NORTHERLY MARGIN OF 15TH AVENUE NORTH, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF THE HAROLD HOOPER PROPERTY OF RECORD IN BOOK 3821, PAGE 875, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE, ALONG SAID ROAD, S 52 DEG. 07' 12" W, A DISTANCE OF 79.50 FEET TO AN IRON ROD;

THENCE, LEAVING SAID ROAD, N 36 DEG. 08' 43" W, A DISTANCE OF 121.56 FEET TO AN IRON ROD SITUATED IN THE SOUTHERLY MARGIN OF AN ALLEY;

THENCE, ALONG SAID ALLEY, N 58 DEG. 07' 34" E, A DISTANCE OF 77.50 FEET TO A POINT SITUATED IN THE WESTERLY MARGIN OF GRUNDY STREET;

THENCE, ALONG SAID ROAD, S 37 DEG. 14' 47" E, A DISTANCE OF 113.40 FEET TO THE POINT OF BEGINNING AND CONTAINING 9204.915 SQUARE FEET OR 0.211 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO COUNTRY DELITE FARMS, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, BY DEED FROM HAROLD L. HOOPER AND WIFE, JOSEPHINE HOOPER, OF RECORD IN INSTRUMENT NO. 200206040067677, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE. THE SAID COUNTRY DELITE FARMS, LLC, HAVING SINCE MERGED INTO AND BECAME KNOWN AS SUIZA DAIRY GROUP, LLC, AS EVIDENCED BY CERTIFICATE OF MERGER RECORD IN INSTRUMENT NO. 200902170013117, SAID REGISTER'S OFFICE.

PARCEL 4:

A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO WIT:

BEING PARTS OF LOTS NUMBER 167 AND 168 IN HAYNE'S ADDITION, A PLAN OF WHICH IS RECORDED IN MINUTE BOOK "B," PAGE 85, IN THE CHANCERY COURT OF DAVIDSON COUNTY, TENNESSEE, DESCRIBED AS FOLLOWS:

BEGINNING AT "2" BROWN'S NORTHEAST CORNER AS IT WAS IN 1875 ON STONEWALL STREET, FORMERLY WEST CARROLL STREET, NOW 15TH AVENUE, NORTH, AND RUNNING THENCE WITH SAID STREET NORTHWEST 42 FEET; THENCE BACK ABOUT 145 FEET TO AN ALLEY 20 FEET WIDE; THENCE SOUTH WITH SAID ALLEY 39 FEET TO SAID BROWN'S NORTHEAST CORNER AS IT WAS IN 1875; THENCE TO THE BEGINNING OF SAID BROWN'S LINE ABOUT 142 FEET.

BEING THE SAME PROPERTY CONVEYED TO JAMES F. COOK BY DEED OF RECORD IN BOOK 1349, PAGE 105, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE. THE SAME JAMES F. COOK HAVING SINCE DECEASED AND DEVISED THE PROPERTY TO JAMES F. COOK, JR., MARY ANNE COOK, AND CONNIE COOK VANDERPOOL, BY WILL OF RECORD IN WILL BOOK 124, PAGE 671, PROBATE COURT FOR DAVIDSON COUNTY, TENNESSEE. FURTHER CONVEYED BY MARY ANNE COOK TO MARY ANNE COOK REVOCABLE LIVING TRUST AGREEMENT BY QUITCLAIM DEED OF RECORD IN INSTRUMENT NO. 20020913-0111897, AS CORRECTED IN INSTRUMENT NO. 20130604-0056587, SAID REGISTER'S OFFICE.

Said parcel of land is further described on the survey of Global Surveying LLC, certified to by Brian McMeans, Registration No.2645, dated 4/22/2013, last revised 5/13/2013, as follows:

The following is a description of the James F. Cook, Jr., Mary Anne Cook & Connie Cook Vanderpool property located at 128 15th Avenue N. in Davidson County, Tennessee. (Reference Davidson County Property Assessor's Map 093 Parcel 038.00 and Quit Claim Deed 20020913-0111897)

Beginning at a pk nail (new) in the Northeast margin of 15th Avenue N. (being a 50' right-of-way) Being the Southern most corner of this described property and the western most corner of Charles M. Stone, Jr. etux (Deed Book 3467 Page 9) and being located N 37° 03'26" W a distance of 350.51' from the point of intersection of the centerlines of 15th Avenue N. and Grundy Street; Thence leaving Stone and going with the 15th Avenue N. right-of-way N 41° 17'03" W a distance of 42.00' to a pk nail (new) being the Western most corner of this described property and Southern most corner of Country Delite Farms Inc. (Deed Book 10566 Page 654); Thence leaving 15th Avenue N. and going with the Country Delite Farms property N 57° 24' 52" E a distance of 147.58' to a 1/2" iron rod (old) in the Southwestern margin of alley #246 (being a 20' Right-of-way) being the Northern most corner of this described property and the Eastern most corner of Country Delite Farms; Thence leaving County Delite Farms and going with the alley #246 right-of-way S 36° 20' 00" E a distance of 38.66' to a 1/2" iron rod (old) at the corner of a block retaining wall being the Eastern most corner of this described property and the Northern most corner of Stone; Thence leaving alley #246 and going with the Stone property S 56° 14' 40" W a distance of 143.78' to the point of beginning, having an area of 0.13 acres, more or less.

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Exhibit "B"

Permitted Exceptions

Current taxes not delinquent; all covenants, conditions, reservations, rights, easements, leaseholds, rights of way, and restrictions of public record; all zoning ordinances and regulations and any other laws, ordinances or governmental regulations restricting or regulating the use, occupancy or enjoyment of the Property; matters to which this conveyance is expressly made subject and those made, suffered or done by the Grantee(s), and any state of facts an accurate survey would show.

True Copy Certification

I, Andrew J. Knoph, do hereby make oath that I am a licensed attorney and /or the custodian of the electronic version of the attached document tendered for registration herewith and that this a true and correct copy of the original document executed and authenticated according to law.

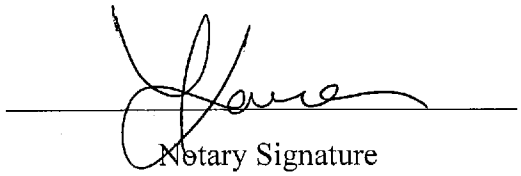


Signature

State of New York

County of New York

Personally appeared before me, Lauren Kane, a notary public for this county and state, Andrew J. Knoph, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.



Notary Signature

LAUREN AMANDA KANE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01KA6359396
Qualified In Queens County
My Commission Expires 05-30-2021