

BILL OF SALE

Fleischman

This Bill of Sale is made as of the 31st day of December, 2012, by AB MAURI FOOD INC., a corporation organized under the laws of the State of California ("**Assignor**"), to THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE, a public not-for-profit corporation of the State of Tennessee, with an office in Memphis, Tennessee ("**Assignee**").

WITNESSETH:

That Assignor, for valuable consideration, receipt of which is hereby acknowledged, does hereby sell, assign, and transfer unto Assignee, all right, title and interest in and to certain personal property described in **Exhibit "A"** attached hereto.

That Assignor does hereby avow itself to be the true and lawful owner of said property.

That Assignor has full power, good right, and lawful authority to dispose of said property in the manner aforesaid.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly qualified officer to be effective as of the date first above written.

[SIGNATURE PAGE FOLLOWS]

BILL OF SALE

SIGNATURE PAGE

WITNESS the signature of Grantor the day and year first above written

ASSIGNOR:

AB Mauri Food Inc.

By:  _____

Name: DANIEL J. KUCERA

Title: Chief Financial Officer

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Exhibit "A"

Also included in this Exhibit are replacements for all of the listed items during the term of this Lease, as well as any similar items of tangible personal property which the Lessee may require for the operation of its facility.

Memphis IDB Assets 12312012 (2)

AB Mauri Food
 Memphis
 IDB Assets
 12/31/2012

ASSET NUMBER	SUB	DESCRIPTION	Memphis Group Classification	Date Added	IN-SERVICE DATE	USEFUL LIFE	COST
5010911	000	LAB DOUGH MIXER	Group 1	20120615	20120115	1200	5,900.00
5010910	000	SAFETY ITEMS	Group 1	20120615	20120615	1200	63,373.00
							Group 1 Assets
5010903	000	RVF LIFT STRUCTURE	Group 5	20120415	20120115	1200	14,950.00
504167	002	COOLING TOWER REPLACEMENT	Group 5	20120415	20120115	1200	45,914.00
5010905	000	VACUUM PUMP	Group 5	20120415	20120115	1200	14,184.00
5010893	001	WATER CHILLER #2	Group 5	20120415	20120115	306	11,085.00
5010462	001	LEROI COMPRESSOR	Group 5	20120415	20120115	1200	9,391.00
508658	001	GLYCOL CHILLER #1	Group 5	20120415	20120415	1200	43,407.00
504402	001	SPARE BLOWER	Group 5	20120415	20120115	1200	7,611.00
5010907	000	PACKAGING LABEL APPLICATOR	Group 5	20120815	20120615	1200	11,414.00
5010915	000	MEDIUM TEMP ROOM CONTROL UPGRD	Group 5	20120815	20120715	1200	14,400.00
5010906	000	PALLET INVERTER	Group 5	20120815	20120615	1200	31,054.00
5010912	000	PKG PRODUCT TEMP IMPROVEMENT	Group 5	20120815	20120615	1200	79,057.00
5010914	000	BLOCK AND BAG X-RAY	Group 5	20120815	20120715	1200	234,709.00
504048	002	#2 SEPARATOR BOWL RPMT	Group 5	20120815	20120515	1200	33,156.00
5010909	000	PACKAGING MOISTURE IMPROVEMENT	Group 5	20120615	20120615	1200	80,922.00
5010919	000	#4 BLOWER REFURBISHMENT	Group 5	20121115	20121115	1200	69,661.00
5010920	000	FERMENTER PLATE & FRAME REBLD	Group 5	20121215	20121215	1200	287,618.00
							Group 5 Assets
							988,533.00

Total All Assets 1,057,806.00