

BILL OF SALE
AB MAURI FOOD INC.

This Bill of Sale is made as of the 31st day of December, 2015, by AB MAURI FOOD INC., a California corporation ("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 and currently located at 2743 Riverport Road, Memphis, Tennessee, or at other locations situated within Shelby County, Tennessee, and utilized by Lessee for its operations;

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; and

That Assignor does warrant that said property is unencumbered, except as provided in Exhibit B attached hereto.

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

AB MAURI FOOD INC.

By: 

Title: Chief Financial Officer

EXHIBIT A

PERSONAL PROPERTY

| <u>ASSET NUMBER</u> | <u>SUB</u> | <u>DESCRIPTION</u> | <u>Memphis Group Classification</u> | <u>IN-SERVICE DATE</u> | <u>USEFUL LIFE</u> | <u>COST</u> |
|---------------------|------------|---------------------------------|-------------------------------------|------------------------|--------------------|--------------------------------------|
| 5010884 | 006 | IRON FILTRATION MEDIA GRAVEL | Group 2 | 20150415 | 500 | 90,163.84 |
| | | | | | | Group 2 Assets 90,163.84 |
| 5010950 | 000 | PKG REBLEND HOT WATER STATION | Group 5 | 20150215 | 1200 | 9,927.12 |
| 5010951 | 000 | FERMENTER 2 HEAT EXHGR | Group 5 | 20150115 | 1200 | 26,525.00 |
| 5010953 | 000 | REPLACE BOILER WATER SOFTENER | Group 5 | 20150315 | 1200 | 18,570.00 |
| 5010954 | 000 | BOILER SYSTEM OVERHAUL | Group 5 | 20150415 | 1200 | 72,857.87 |
| 5010955 | 000 | REPLACED WELL WATER PUMP | Group 5 | 20150415 | 1200 | 62,508.79 |
| 5010957 | 000 | FERM ACID LINE UPGRADE | Group 5 | 20150415 | 1200 | 14,275.32 |
| 5010958 | 000 | STEAM SYSTEM UPGRADE | Group 5 | 20150415 | 1200 | 82,451.07 |
| 5010960 | 000 | KAESER AIR COMPRESSOR #1 | Group 5 | 20150415 | 1500 | 105,784.01 |
| 5010960 | 001 | KAESER AIR COMPRESSOR #2 | Group 5 | 20150415 | 1500 | 105,784.01 |
| 5010960 | 002 | KAESER SAM-CSD 75 CONTROL UNIT | Group 5 | 20150415 | 1500 | 28,152.22 |
| 5010961 | 000 | FERM#1 HT EXCHG PLATE PK REPLAC | Group 5 | 20150715 | 1200 | 77,670.00 |
| 5010962 | 000 | MEMPHIS FIRE PROTECTION PROJ | Group 5 | 20150715 | 1200 | 230,785.30 |
| 5010963 | 000 | SA 45 DESLUDGER REFURBISHMENT | Group 5 | 20150715 | 1200 | 46,184.55 |
| 5010964 | 000 | RBLD PROCONER 1:5LB XTRUD MIXR | Group 5 | 20150815 | 1200 | 56,187.90 |
| 5010965 | 000 | PRE-STRAINER DESLUDGER PROCESS | Group 5 | 20150815 | 1200 | 17,047.72 |
| 5010966 | 000 | QUALITY PROTEIN ANALYZER | Group 5 | 20150815 | 1200 | 56,072.01 |
| 5010967 | 000 | TRANSFORMER #1 REWIRE | Group 5 | 20151015 | 1200 | 49,793.00 |
| 5010968 | 000 | SPARE BLOWER MOTOR 800HP | Group 5 | 20151015 | 1200 | 54,272.46 |
| 5010969 | 000 | COMPRESSOR REPLACEMENT UNIT 2 | Group 5 | 20151015 | 1200 | 12,162.00 |
| | | | | | | Group 5 Assets 1,127,010.35 |
| 5010949 | 000 | FERMENTER CIP TANK | Group 6 | 20150115 | 1200 | 32,160.00 |
| | | | | | | Group 6 Assets 32,160.00 |
| | | | | | | Total All Assets 1,249,334.19 |

PERSONAL PROPERTY LEASE AGREEMENT

Exhibit *B*

PERMITTED ENCUMBRANCES

All matters of record that effect the Property and are recorded in the Shelby County Registers Office or the California Secretary of State's Office.