

CLOSING ITEM NO.: A-3

BILL OF SALE

TO

ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

ULTRA DAIRY, LLC, a limited liability company organized and existing under the laws of the State of New York having an office for the transaction of business located at 2394 US Route 11, Lafayette, New York 13084 (the "Grantor"), for the consideration of One Dollar (\$1.00), cash in hand paid, and other good and valuable consideration received by the Grantor from the ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York having an office for the transaction of business located at 333 West Washington Street, Suite 130, Syracuse, New York 13202 (the "Grantee"), the receipt of which is hereby acknowledged by the Grantor, hereby sells, transfers and delivers unto the Grantee, and its successors and assigns, all right, title and interest of the Grantor in and to the materials, machinery, equipment, fixtures or furnishings that are described in Exhibit B attached hereto (the "Equipment"), whether now owned or hereafter acquired by the Grantor, which Equipment is located or intended to be located on the real property located at 6750 Benedict Road (tax map no. 042.-13-05.1) in the Town of Dewitt, Onondaga County, New York, which Land is more particularly described in Exhibit A attached hereto.

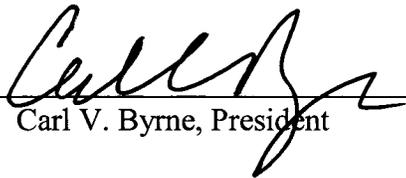
TO HAVE AND TO HOLD the same unto the Grantee, and its successors and assigns, forever, and the said Grantor, for itself, its successors and assigns, covenants and agrees to and with the Grantee, and its successors and assigns, to warrant and defend the sale of said Equipment hereby made unto the Grantee, and its successors and assigns, against the claims and demands of every and all persons whomsoever.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Grantor has caused this bill of sale to be executed in its name by its duly authorized member and dated as of May 1, 2019.

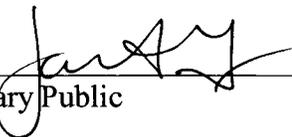
ULTRA DAIRY, LLC

BY: Byrne Dairy, Inc., its Sole Manager

By: 
Carl V. Byrne, President

STATE OF NEW YORK)
) SS.:
COUNTY OF *Onondaga*)

On the 30th day of April in the year 2019 before me, the undersigned, a Notary Public in and for said State, the undersigned, personally appeared Carl V. Byrne, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

23

EXHIBIT A

DESCRIPTION OF THE LAND

LEGAL DESCRIPTION

ALL THAT TRACT OR PARCEL OF LAND, being situate in the Town of Dewitt, County of Onondaga and State of New York and being a part of Farm Lot No. 32 in said Town and being further described as follows:

BEGINNING at a capped iron rered set at the intersection of the westerly highway limits of New York State 481 and the southerly road margin of Benedict Road; thence S 12° 30' 00" W, along the westerly highway limits of Interstate Route 481, a distance of 255.81 feet to a concrete monument found; thence S 19° 11' 00" W, continuing along the westerly highway limits of Interstate Route 481, a distance of 483.03 feet to an iron pipe found; thence N 83° 00' 00" W a distance of 386.55 feet to an iron rered found; thence N 06° 53' 10" E a distance of 82.00 feet to a capped iron rered found; thence N 83° 00' 00" W a distance of 200.00 feet to an iron pipe found; thence S 06° 53' 10" W a distance of 82.00 feet to a capped iron rered set; thence N 83° 00' 00" W a distance of 218.89 feet to a capped iron rered set; thence N 06° 53' 10" E a distance of 100.00 feet to a capped iron rered set; thence N 83° 00' 00" W a distance of 255.00 feet to a capped iron rered set at the easterly road margin of Fly Road; thence N 06° 53' 10" E, along the easterly road margin of Fly Road, a distance of 285.00 feet to a capped rered set at an angle point in said easterly road margin of Fly Road; thence N 18° 39' 16" E, continuing along the easterly road margin of Fly Road a distance of 49.39 feet to a capped iron rered set; thence S 83° 18' 00" E a distance of 244.93 feet to a capped iron rered found; thence N 06° 53' 10" E a distance of 350.00 feet to a capped iron rered set; thence N 83° 18' 00" W a distance of 256.75 feet to an iron rered found at the easterly road margin of Fly Road; Thence N 06° 53' 10" E, along the easterly road margin of Fly Road a distance of 79.45 feet to a capped iron rered found; thence N 06° 53' 10" E continuing along the easterly road margin of Fly Road a distance of 148.00 feet to a capped iron rered set; thence N 19° 24' 54" E, continuing along the easterly road margin of Fly Road a distance of 25.95 feet to a capped iron rered set at the intersection of said easterly road Margin of Fly Road and the southerly road margin of Benedict Road; thence S 83° 55' 50" E, along the southerly road margin of Benedict Road, a distance of 96.95 feet to a capped iron rered set; thence S 06° 53' 23" W a distance of 173.25 feet to a capped iron rered set; thence S 83° 55' 50" E a distance of 133.92 feet to a capped iron rered set; thence N 06° 07' 40" E distance of 173.23 feet to a capped iron rered set at the southerly road margin of Benedict Road; thence S 65° 44' 30" E, along the southerly road margin of Benedict Road, a distance of 829.99 feet to an iron pipe found at an angle point in said southerly road margin of Benedict Road; thence S 60° 50' 00" E, continuing along the southerly road margin of Benedict Road, a distance of 177.00 feet to the point of beginning.

EXHIBIT B

DESCRIPTION OF THE EQUIPMENT

All articles of personal property and all appurtenances now or hereafter attached to, contained in or used in connection with the construction and operation of the Facility or placed on any part hereof, though not attached thereto, including, but not limited to, all equipment, machinery, pipes, screens, fixtures, heating, lighting, plumbing, ventilation, air conditioning, compacting and elevator plants, drapes, blinds and accessories, moveable partitions, cleaning equipment, maintenance equipment, shelving, signs, waste containers, sprinkler systems and other fire prevention and extinguishing apparatus and materials; and together with any and all products of any of the above, all substitutions, replacements, additions or accessions therefor, and any and all cash proceeds or non-cash proceeds realized from the sale, transfer or conversion of any of the above.