

NUM PGS 5
DOC TAX _____ CK# _____
FEES 28.50 PD 28.50 CK# 166787
CHG _____ ACCT# (Open Title)
RET FEES: _____ CASH _____ R.O.D. CK# _____
REC'D Dawn-Adams Land
RETURN Adams Land Title
Hastings NE 68901



ADAMS COUNTY, NE
FILED
INST. NO. **20101696**
Date 5-5-10 Time 3:55 PM
Jamie D Johnson
REGISTER OF DEEDS

NUM Hastings Industrial Park West
RD. COMP x BM 4:17
COMPARE ✓ AL
CADAS - AO ✓

Upon Recording return to:

Schiff Hardin LLP
1201 West Peachtree Street
Suite 2300
Atlanta, Georgia 30309
Attention: Tracy S. Plott

MEMORANDUM OF LEASE

This Memorandum of Lease (this "Memorandum of Lease") is dated as of April 1, 2010 and is made by and between the **CITY OF HASTINGS, NEBRASKA**, a political subdivision duly organized and existing under the laws of the State of Nebraska, having an address of City Hall, 1st Floor, 220 N. Hastings Avenue, Hastings, Nebraska 68901 ("Issuer") and **BUBBA FOODS, LLC**, a Delaware limited liability company, having an address of 4339 Roosevelt Boulevard, Suite 400, Jacksonville, Florida 32210, Attn: William H. Morris, President/CEO ("Company").

1. Lease Agreement: The Issuer and the Company have entered into that certain Lease Agreement, dated as of April 1, 2010 (the "Lease Agreement"). Under the terms of the Lease Agreement, proceeds of the hereinafter defined Bonds will be made available to the Company for the purpose of financing the acquisition, construction and equipping of a beef processing facility located at 2001 Summit Avenue, Hastings, Nebraska to be owned by Issuer and used by Company as a beef processing facility. Capitalized terms used but not defined in this Memorandum of Lease shall have the meaning ascribed to them in the Lease Agreement.

2. Lease Term: Commencing on April 29, 2010 and expiring on the date and when payment of all amounts relating to the City of Hastings, Nebraska Industrial Development Revenue Bonds (Bubba Foods, LLC Project), Series 2010 (the "Bonds") shall have been made or provided for pursuant to the Indenture of Trust dated as of April 1, 2010 (the "Indenture"), between the Issuer and Wells Fargo Bank, National Association, as bond trustee (the "Trustee").

3. Leased Property: The real property located in Adams County, Nebraska at 2001 Summit Avenue, Hastings, Nebraska, as more particularly described on Schedule A annexed hereto (the "Leased Property").

4. No Modification: The description of the Lease Agreement set forth in this Memorandum of Lease is solely for the purpose of providing record notice of the Lease Agreement and constitutes only a general description of the content of the Lease Agreement with respect to matters set forth therein and shall not, in any event, be construed to change, vary, modify or interpret the Lease Agreement or any of the terms, covenants or conditions thereof, or any part thereof, which are set forth, described or summarized herein and reference is hereby made to the Lease Agreement for any and all purposes. In the event of any discrepancy between the provisions of the Lease Agreement and this Memorandum of Lease, the provisions of the Lease Agreement shall take precedence and prevail over the provisions of this Memorandum of Lease.

5. Counterparts: This Memorandum of Lease may be executed in multiple counterparts, all of which, taken together, shall constitute one binding document and agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first above written.

ISSUER:

CITY OF HASTINGS, NEBRASKA

By: Vern Powers
Vern Powers, Mayor

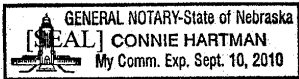
Attest:

By: Connie Hartman
Clerk

STATE OF Nebraska
COUNTY OF Adams

The foregoing Memorandum of Lease was acknowledged before me on this 12th day of April, 2010, by Vern Powers, as the Mayor of the City of Hastings, Nebraska, on behalf of said City of Hastings, Nebraska.

Connie Hartman
Notary Public



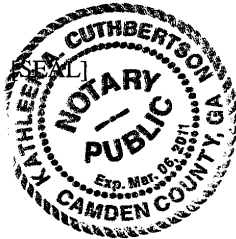
COMPANY:

BUBBA FOODS, LLC, a Delaware
limited liability company

By: *William H. Morris*
Name: William H. Morris
Title: President

STATE OF Georgia
COUNTY OF Camden

The foregoing Memorandum of Lease was acknowledged before me on this 22 day
of April, 2010, by William H. Morris, as President of Bubba
Foods, LLC, on behalf of said Bubba Foods, LLC.



Kathleen Cuthbertson
Notary Public

[This execution page is part of the Memorandum of Lease dated as of April 1, 2010]

20101696

Schedule A

Land Description

All of Lots Three (3), Four (4), Five (5), and Six (6), Ten (10), Eleven (11) and Twelve (12), all in Block One (1), Hastings Industrial Park West, in the City of Hastings, Adams County, Nebraska, according to the recorded plat thereof.

AT8190116.5

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