

CLOSING ITEM NO.: A-4

BILL OF SALE

TO

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY

RED BARN MEATS, INC., a business corporation organized and existing under the laws of the State of New York having an office for the transaction of business located at 9095 Briot Road, Croghan, New York (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 COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York having an office for the transaction of business located at 7551 South State Street, Lowville, New York (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 which 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 (collectively, the "Land") located at 9095 Briot Road (tax map number 147.00-01-18.210) and 9097 Briot Road (tax map number 147.00-01-18.100) in the Town of New Bremen, Lewis County, New York, which Land is more particularly described on 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, its successors and assigns, to warrant and defend the sale of said Equipment hereby made unto the Grantee, its successors and assigns against the claims and demands of every and all persons whomsoever.

THE GRANTOR hereby warrants to the Grantee that it owns the Equipment free and clear of all liens and encumbrances.

IN WITNESS WHEREOF, the Grantor has caused this bill of sale to be executed in its name by its duly authorized officer and to be dated as of the 1st day of September, 2024.

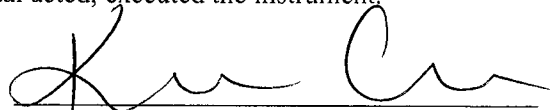
RED BARN MEATS, INC.

BY:  _____
Authorized Officer

STATE OF NEW YORK)
)ss:
COUNTY OF LEWIS)

On the 25 day of September, in the year 2024, before me, the undersigned, personally appeared Jordan Brandt, 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/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

KAYLA COMPO
Notary Public, State of New York
No. 01CO6413570
Qualified in Jefferson County
Commission Expires March 22, 2025



Notary Public

EXHIBIT A

DESCRIPTION OF THE LAND

The Land consists of the Leased Land (as described below) and the Licensed Land (as described below).

DESCRIPTION OF THE LEASED LAND

A leasehold interest created by a certain lease to agency dated as of September 1, 2024 (the “Lease to Agency”) between Red Barn Meats, Inc. (the “Company”), as landlord, and County of Lewis Industrial Development Agency (the “Agency”), as tenant, in an approximately 1.87 acre parcel of land (the “Leased Land”) located at 9095 Briot Road (tax map number 147.00-01-18.210) and 9097 Briot Road (tax map number 147.00-01-18.100) in the Town of New Bremen, Lewis County, New York, said Leased Land being more particularly described below), together with any improvements now or hereafter located on the Leased Land (the Leased Land and all such improvements being sometimes collectively referred to as the “Leased Premises”):

ALL THAT CERTAIN TRACT, PIECE OR PARCEL OF LAND situate, lying and being in the Town of New Bremen, Lewis County, New York, bounded and described as follows:

- SEE ATTACHED -

DESCRIPTION OF THE LICENSED LAND

A license interest created by a certain license agreement dated as of September 1, 2024 (the “License to Agency”) between Red Barn Meats, Inc. (the “Company”), as licensor, and County of Lewis Industrial Development Agency (the “Agency”), as licensee, in an approximately 1.87 acre parcel of land (the “Licensed Land”) located at 9095 Briot Road (tax map number 147.00-01-18.210) and 9097 Briot Road (tax map number 147.00-01-18.100) in the Town of New Bremen, Lewis County, New York, said Licensed Land being more particularly described below), together with any improvements now or hereafter located on the Licensed Land (the Licensed Land and all such improvements being sometimes collectively referred to as the “Licensed Premises”):

ALL THAT CERTAIN TRACT, PIECE OR PARCEL OF LAND situate, lying and being in the Town of New Bremen, Lewis County, New York, bounded and described as follows:

- SEE ATTACHED -

SCHEDULE "A"
LEGAL DESCRIPTION

9095 Briot Road, Town of New Bremen, Lewis County, New York
Tax ID: 147.00-01-18.210

Parcel 1

ALL THAT TRACT OR PARCEL OF LAND, situate in the Town of New Bremen, County of Lewis, and State of New York, being a part of the Second Third East and 11th North Ranges of the Subdivisions of Great Lot No. 5 of Macomb's Purchase, more particularly bounded and described as follows:

Beginning at a point in the center of the Briot Road, so called, said point situate 29.8 feet S.84°00' E., from an iron pipe set in the westerly bounds of said road, said point also being the northeasterly corner of the 24.62+ acre parcel deeded by Maynard G. Adams and Dorothy C. Adams to Claude Davey and Lucille Davey by Warranty Deed dated October 24, 1958, and recorded in the Lewis County Clerk's Office on October 28, 1958, in Book 251 of Deeds at page 496; thence N. 84° 00' W., along a wire fence, said fence being the northerly bounds of said 24.62+ acre parcel, a distance of 280.0 feet to a set iron pipe; thence S.5°05' W., a distance of 241.0 feet to a set iron pipe; thence S.84°00' E., a distance of 280.0 feet to a point in the center of said Briot Road; said point situate 22.0 feet S.84° 00' E. from an iron pipe set in the westerly bounds of said Briot Road; thence N.5°05' E. along the center of said road, a distance of 241.0 feet to the place and point of beginning; containing 1.55 acres of land, be the same more or less, as surveyed on May 12, 1960, by K.H. Mayhew, P.E.L.S., Lowville, New York, License No. 32763. All bearings referenced magnetic North.

EXCEPTING ALL THAT CERTAIN PIECE OR PARCEL OF LAND, situate in the Town of New Bremen, County of Lewis and State of New York, being a portion of the 1.55 acre parcel of land excepted and reserved in a Deed to Edward L. Briot and Juanita Briot by Claude Davey and Lucille Davoy dated May 31, 1960 and recorded in the Lewis County Clerk's Office June 2, 1960 in Book 260 of Deeds at page 11, bounded and described as follows:

Beginning at a corner fence post marking the northwest corner of the said 1.55 acre parcel; thence, from said point of beginning, S. 82° 42 min. 10 sec. E., along the north boundary of the said 1.55-acre parcel, a distance of 276.39' to a point in the centerline of the present surface of the Briot Road; thence S.06°02 min. 23 sec. W., along the centerline of the present surface of the Briot Road, a distance of 174.26' to a steel spike at an angle point in the said centerline; thence S. 04° 44 min. 00 sec. W., continuing along the said road centerline, a distance of 12.43' to a point in the said centerline; thence N. 83° 56 min. 59 sec. W., a distance of 19.40' to the center of an 18" maple tree; thence continuing N. 83° 56 min. 59 sec. W., a distance of 101.63' to a point 2 feet easterly from the east wall of a butcher shop on the said 1.55 acre parcel (as of October 16, 1992); thence N. 06° 51 min. 19 sec. E., parallel with and 2 feet east from the said wall, a distance of 14.79' to a point; thence N. 83° 08 min. 41 sec. W., parallel with and 2 feet north from the north wall of said shop and a westerly extension thereof, a distance of 157.13' to a point on the west boundary of the said 1.55 acre parcel; thence N. 06° 28 min. 21 sec. E., along a wire fence line marking the said west boundary, a distance of 175.71' to the point of beginning. Containing 1.15 acres of land, as surveyed by Thomas J. Kovach, P.L.S., on October 16, 1992.

EXCEPTING public and municipal rights in that portion of the above described parcel which falls within the established right of way of the Briot Road.

Being the southerly portion of a 1.55 acre parcel conveyed, with other premises, to Claude Davoy and Lucille Davoy by Maynard G. Adams and Dorothy C. Adams by Deed dated October 28, 1958, and recorded in the Lewis County Clerk's Office that same day in Book 251 Of Deeds at page 496.

SUBJECT TO AND RESERVING an easement, for the benefit of the described 1.15 acre exception to maintain and repair an existing water line crossing in part through the westerly portion of

the part of the afore-described 1.55 acres situate south of said exception.

TOGETHER WITH an easement to connect to, conduct, and use water from the waterline which services the 1.15 acre exception, along the present route of that existing accessory water line and including the right of entry on the said 1.15 acre parcel to maintain, replace, repair or inspect or improve same.

The above described Parcel 1 being the same premises conveyed by Claude Davoy and Lucille Davoy to David M. Davoy and Annette Davoy by Warranty Deed dated July 1, 1992, and recorded in the Lewis County Clerk's Office on November 20, 1992, in Book 554 of Deeds at page 31.

The above described Parcel 1 being a portion of the premises conveyed by KeyBank National Association to Dean F. Briot and Deborah Briot by Bargain and Sale Deed dated October 14, 2003, and recorded in the Lewis County Clerk's Office on November 6, 2003, as Instrument No. 2003-03646.

Parcel 2

ALL THAT CERTAIN PIECE OR PARCEL OF LAND situate in the Town of New Bremen, County of Lewis and State of New York, being a part of the 3rd, East, 11th North Range in Great Lot Number 5, of Macomb's Purchase, and being a portion of the parcel of land conveyed to Edward L. Briot and Juanita Briot, by Claude Davoy and Lucille Davoy by Deed dated May 31, 1960 and recorded in the Lewis County Clerk's Office on June 2, 1960, in Book 260 of Deeds at page 11, and said parcel being bounded and described as follows:

Beginning at the southeast corner of a parcel of land conveyed to David M. Davoy and Annette Davoy by Claude Davoy and Lucille Davoy by Deed dated July 1, 1992, and recorded in the Lewis County Clerk's Office on November 20, 1992, in Book 554 of Deeds at page 31; said corner being a point in the centerline of the present surface of the Briot Road;

Thence from said point of beginning, S. 05° 06 min. 03 sec. W., along the centerline of the present surface of the Briot Road a distance of 22.99' to the point in the said centerline; Thence S. 02° 20 min. 07 sec. W., along said centerline, a distance of 38.20' to a railroad spike set in the said centerline;

Thence N. 84° 15 min. 02 sec. W., 34.10' to a set 1/2" rebar;

Thence continuing N. 84° 15 min. 02 sec. W., 248.59' to a set 1/2" rebar;

Thence N. 06° 28 min. 21 sec. E., 68.67' to the southwest corner of the aforementioned parcel conveyed to Davoy by Deed 554/31;

Thence S. 82° 42 min. 10 sec. E., along the south boundary of the said lands conveyed to Davoy, a distance of 279.39' to the point of beginning containing 0.42 acres of land as shown on "Map Showing Lands To Be Conveyed To David M. Davoy and Annette Davoy in the 3rd East-11th North Range Great Lot Number 5- Macomb's Purchase Town of New Bremen-Lew Conty- New York" by Thomas Kovach P.L.S. No. 49092, dated July 16, 1996.

Subject to the rights of the public in and to the Briot Road;

Subject to any and all other rights, restrictions and reservations of record.

The above described Parcel 2 being a portion of the premises conveyed by KeyBank National Association to Dean F. Briot and Deborah Briot by Bargain and Sale Deed dated October 14, 2003, and recorded in the Lewis County Clerk's Office on November 6, 2003, as Instrument No. 2003-03646.

ALSO GRANTING AND CONVEYING perpetual rights of ingress, egress and regress, with vehicles, machinery and on foot, on, over and across the southerly portion of the above excepted 1.15 acres of land for the purpose of maintaining, repairing, inspecting, replacing, or improving the buildings on the above described premises, provided the premises are restored to substantially their former condition.

ALSO GRANTING AND CONVEYING perpetual common rights of ingress, egress, and regress, with vehicles, machinery and on foot, on, over and across a existing macadam driveway extending in a westerly direction from the Briot Road to the above described premises, as shown on "Map Showing

Land to be Conveyed to David M. & Annette Davoy in The 3rd East, 11th North Range in Great Lot Number 5 - Macomb's Purchase Town of Croghan - Lewis County-New York" by Thomas J. Kovach P.L.S. No. 49092 dated July 16, 1996, in common with Dean F. Briot and Deborah Briot, their heirs and assigns, provided the said driveway remains open and unobstructed. Necessary repair, maintenance and renewal of the said driveway shall be shared equitably by all parties who now or hereafter use the same; however, such parties must repair all damage attributed to their negligent use of the said driveway.

ALSO GRANTING AND CONVEYING perpetual rights of ingress, egress and regress, with vehicles, machinery and on foot, on, over and across the southerly portion of the above excepted 1.15 acres of land for the purpose of installing, maintaining, replacing, repairing and inspecting such septic tanks, piping, and leachfield as shall be necessary for the operation of the sewage treatment system used by the buildings located on the above described premises, provided the premises are restored to substantially their former condition.

ALSO GRANTING AND CONVEYING perpetual common rights to take water from a drilled well located on the easterly portion of the above excepted 1.15 acre parcel of land, and to transmit such water through an existing waterline to the above described premises. County of Lewis Industrial Development Agency, its successors and/or assigns shall the right and privilege to maintain the area surrounding the well, within a radius of 25 feet therefrom, and Dean F. Briot and Deborah L. Briot, for themselves, their heirs and assigns, covenant and agree to maintain said area free of contamination, development or disruption of any kind, without guaranteeing the quantity and quality of the water supply. Grantee, its successors and/or assigns, shall also have the right and privilege to enter upon the said 1.15 acre parcel of land, in the vicinity of the well and waterline, with vehicles, machinery, equipment and on foot, to maintain, repair and replace the existing well and waterline, provided the premises are restored to substantially their former condition.

9097 Briot Road, Town of New Bremen, Lewis County, New York
Tax ID: 147.00-01-18.100

ALL THAT CERTAIN PIECE OR PARCEL OF LAND situate in the Town of New Bremen, County of Lewis and State of New York, being a portion of the 1.55 acre parcel of land excepted and reserved in a Warranty Deed to Edward L. Briot and Juanita Briot by Claude Davoy and Lucille Davoy dated May 31, 1960 and recorded in the Lewis County Clerk's Office on June 2, 1960 in Book 260 of Deeds at page 11, bounded and described as follows:

Beginning at a corner fence post marking the northwest corner of the said 1.55 acre parcel;

THENCE from said point of beginning S. 82 deg. 42 min. 10 sec. E. along the North boundary of the said 1.55 acre parcel, a distance of 276.39' to a point in the centerline of the present surface of the Briot Road;

THENCE S. 06 deg. 02 min. 23 sec. W. along the centerline of the present surface of the Briot Road, a distance of 174.26' to a steel spike at an angle point in the said centerline;

THENCE S. 04 deg. 44 min. 00 sec. W. continuing along the said road centerline, a distance of 12.43' to a point in the said centerline;

THENCE N. 83 deg. 56 min. 59 sec. W. a distance of 19.40' to the center of an 18" maple tree;

THENCE continuing N. 83 deg. 56 min. 59 sec. W. a distance of 101.63' to a point 2 feet easterly from the East wall of a butcher shop on the said 1.55 acre parcel (as of October 16, 1992);

THENCE N. 06 deg. 51 min. 19 sec. E. parallel with and 2 feet East from the said wall, a distance of 14.79' to a point;

THENCE N. 83 deg. 08 min. 41 sec. W. parallel with and 2 feet North from the North wall of the said shop and a westerly extension thereof, a distance of 157.13' to a point on the West boundary of the said 1.55 acre parcel;

THENCE N. 06 deg. 28 min. 21 sec. E. along a wire fenceline marking the said West boundary, a distance of 175.71' to the point of beginning.

Containing 1.15 acres of land, as surveyed by Thomas J. Kovach, P.L.S., on October 16, 1992.

Excepting public and municipal rights in that portion of the above described parcel which falls within the established right of way of the Briot Road.

Together with an easement to access, conduct, and use water upon and from a well or spring situate on premises conveyed by Claude Davoy and Lucille Davoy to Edward Briot and Juanita Briot by Warranty Deed dated May 31, 1960 and recorded in the Lewis County Clerk's Office on June 2, 1960 in Book 260 of Deeds at page 11, as reserved in that latter Deed.

Subject to an easement, for the benefit of that portion of the 1.55 acre parcel herein mentioned which lies southerly of the described 1.15 acres, to connect to, conduct, and use water from the water line which services the 1.15 acre parcel and the improvements thereon, along the present route of that existing accessory water line, and including the right of entry on the said 1.15 acre parcel to maintain and repair

same.

The above described premises being the same premises conveyed by Claude Davoy and Lucille Davoy to David M. Davoy and Annette Davoy by Warranty Deed dated July 1, 1992 and recorded in the Lewis County Clerk's Office on November 20, 1992 in Book 554 of Deeds at page 34.

The above described premises being the same premises described as Parcel No. 2 in a Referee's Deed dated July 30, 2003 from Robert Baldwin to KeyBank National Association pursuant to a Judgment of Foreclosure and Sale entered on March 13, 2003 in a mortgage foreclosure action commenced by KeyBank National Association against David M. Davoy and Annette L. Davoy, also known as Annette Davoy et al. and recorded in the Lewis County Clerk's Office on August 12, 2003 as Instrument No. 2003-02483.

The above described premises being the same premises conveyed by KeyBank National Association to Dean F. Briot and Deborah Briot by Bargain and Sale Deed dated October 14, 2003 and recorded in the Lewis County Clerk's Office on November 6, 2003 as Instrument No. 2003-03646.

Subject to all rights, reservations and restrictions of record.

EXHIBIT B

DESCRIPTION OF THE EQUIPMENT

All equipment, fixtures, machines, building materials and items of personal property and all appurtenances (A) acquired, constructed and/or intended to be installed and/or to be acquired, constructed or installed prior to the Completion Date (as defined in the hereinafter defined Lease Agreement) in connection with the acquisition, construction and installation of the Red Barn Meats, Inc. Project (the "Project") of County of Lewis Industrial Development Agency (the "Agency") located on the real property described on Exhibit A hereto (the "Land"), said Project to be acquired, constructed and installed by Red Barn Meats, Inc. (the "Company") as agent of the Agency pursuant to a lease agreement dated as of September 1, 2024 (the "Lease Agreement") by and between the Agency and the Company and (B) now or hereafter attached to, contained in or used in connection with the Land or placed on any part thereof, though not attached thereto, including but not limited to the following:

(1) Pipes, screens, fixtures, heating, lighting, plumbing, ventilation, air conditioning, compacting and elevator plants, call systems, stoves, ranges, refrigerators and other lunch room facilities, rugs, movable partitions, cleaning equipment, maintenance equipment, shelving, flagpoles, signs, waste containers, outdoor benches, drapes, blinds and accessories, security system, sprinkler systems and other fire prevention and extinguishing apparatus and materials, motors and machinery;

(2) The following items of specific machinery:

- SEE ATTACHED -

(3) 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.

Equipment List

- PRS320 Mini Promarks Rollstock Machine with
 - o 2.1 Divider Set,
 - o 2 track rotary knife
 - o (1) Guillotine crosscut knife
 - o Trim rewinders
 - o Vacuum pump" Bush RA040
- Water chiller installation kit
- Refrigerated water chiller installation kit
- Kerres 1950/1C Jet-Air Gas Smoker
- 100 cm 5 station vertical Trolley
- 1950 SE Vertical Hybrid 17 station with 5 hanging
- 1950 & 2250 SE Vertical Screen
- Regular Smoke Stick 900 mm
- MHS IC-70/36 Slicer
- (15) stainless steel tables
- Talsa Mixer
- Promarks TM Vacuum Tumbler
- (4) Pro Kold Vertical freezers
- (4) TorRey Meat Case