

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
SOUTHERN FOODS GROUPS, LLC, <i>et al.</i> ,)	Case No. 19-36313 (DRJ)
)	
Debtors. ¹)	Jointly Administered
)	
)	

NOTICE OF BIDS
[Relates to Dkt Nos. 925 & 1178]

PLEASE TAKE NOTICE that, on March 19, 2020, the United States Bankruptcy Court for the Southern District of Texas entered the *Order (I) Approving Bidding Procedures for Sale of Debtors' Assets, (II) Scheduling Hearing to Approve Sale of Debtors' Assets, (III) Approving Form and Manner of Notices of Sale and Sale Hearing, (IV) Approving Assumption and Assignment Procedures, and (V) Granting Related Relief* [D.I. 1178] (the "**Bidding Procedures Order**")².

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

² Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that, as required in the Bidding Procedures Order, the Debtors hereby file copies of the following bids that the Debtors received pursuant to the Bidding Procedures Order:

<u>No.</u>	<u>Bidder</u>	<u>Bid Asset(s)</u>
1.	320 Broadway Partners	All of Sellers' interests and rights in and to all leases concerning certain parcels of real estate located at 112 15 th Avenue N, 1401 Church Street, 132 15 th Avenue N, 15 th Avenue N, all located in Nashville, Tennessee
2.	BSC Ventures, LLC	Real property located in the State of Hawaii owned in fee simple by the Debtors located at: 925 Cedar Street, Honolulu, Hawaii 1302 Elm Street, Honolulu, Hawaii 824 Sheridan Street, Honolulu, Hawaii 55 S. Wakea avenue, Kahului, Hawaii 1841 Leleiona Street, Lihue, Hawaii A statewide truck fleet consisting of 102 trucks
3.	California Dairies Inc.	Substantially all of the assets, owned or leased, and used in connection with (i) the two dairy processing plants located in City of Industry, California and (ii) the distribution depots located in San Diego, California, Anaheim, California, Oxnard, California, and North Palm Springs, California
4.	Commercial Development Company	Model Dairy, LLC assets in Reno, N.V.
5.	Country Delight	All assets associated with the following facilities: Chemung – Dean Foods, 6303 Maxon road, Harvard, Illinois 60033 Rockford – Dean Foods, 1126 Kilburn Avenue, Rockford, Illinois 61101 De Pere – Dean Foods of WI, 3399 South Ridge Road, Ashwaubenon, Wisconsin 54115
6.	Cream-O-Land Dairies, LLC	McArthur facility and all associated assets, Fort Myers Facility and all associated assets, and the West Palm Beach Leasehold interest
7.	Dairy Farmers of America, Inc.	Assets, rights, interests, and properties relating to facilities in: Athens, Tennessee Albuquerque, New Mexico

		Belvidere, Illinois Billings, Montana Birmingham, Alabama Boise, Idaho Burlington, New Jersey City of Industry (North), California City of Industry (South), California Dallas, Texas Decatur, Indiana De Pere, Wisconsin El Paso, Texas Englewood, Colorado Franklin, Massachusetts Grand Rapids, Michigan Great Falls, Montana Greely, Colorado Harvard, Illinois High Point, North Carolina Houston, Texas Huntington, Indiana Lansdale, Pennsylvania Las Vegas, Nevada Lebanon, Pennsylvania Le Mars, Iowa Lubbock, Texas Marquette, Michigan Nashville, Tennessee (two plants) Orlando and Orange City, Florida Rensselaer, New York Rockford, Illinois Salt Lake City, Utah San Antonio, Texas Schuylkill, Pennsylvania Sharpsville, Pennsylvania St. George, Utah Spartanburg, South Carolina Springfield, Ohio Toledo, Ohio Wilbraham, Massachusetts Winston-Salem, North Carolina For the avoidance of doubt, the Dairy Farmers of America, Inc. bid excludes those assets related to the Good Karma, Franklin Plastics, Uncle Matt's Organic, and the Digester JV Business
8.	Darigold, Inc.	One, two, or all three of the assets of the

		Debtors located in Billings, Montana, Boise, Idaho, and/or Salt Lake City, Utah
9.	F&J Developers, LLC	Properties located in Orlando, Florida
10.	Golden West Dairy, LLC	All plants, offices, and manufacturing, processing, distribution, storage, warehousing and other facilities of Debtors at the following facilities: Lubbock – Gandy’s, 201 University Avenue, Lubbock, Texas 79415 El Paso – Price’s Creameries, 600 North Piedras Street, El Paso, Texas 79903 Albuquerque – Creamland Dairy, 1911 2 nd Street Northwest, Albuquerque, New Mexico 87102
11.	GRM Acquisition Corp.	McArthur facility and associated assets
12.	Harmoni, Inc.	All assets, rights, and properties in connection with or relating to the business of manufacturing, marketing, distribution, and selling of “Uncle Matt’s Organic” – branded juice products and popsicles.
13.	Hines Interests Limited Partnership and Oaktree Capital Management, L.P.	Real estate of Berkeley Farms located in Hayward, California
14.	Hollandia Dairy, Inc.	Certain of the assets and real property of the Debtors’ facility located at Alta Dena Dairy, 17851 Railroad Street, City of Industry, CA 91748
15.	IC Frozen Holdings, LLC (Peak Rock)	Certain of the Debtors’ facilities located in Birmingham, Alabama, Belvidere, Illinois, and Decatur, Indiana
16.	Industrial Realty Group, LLC	Certain of Debtors’ real estate properties in California, Hawaii, Florida, Nevada, Minnesota, Mississippi, Kentucky, South Dakota, North Dakota, Ohio, West Virginia, Kansas, Oklahoma, Michigan, Louisiana, and Illinois
17.	LBA, Inc.	Real estate of Berkeley Farms located at 25450 Clawiter Road, Hayward, CA
18.	Leder Holdings, LLC	Real estate located in Miami, Florida, at: 6851 NE 2 nd Avenue 249 NE 69 th Street 6999 NE 2 nd Avenue 250 NE 72 nd Street 240 NE 71 st Street 295 NE 70 th Street
19.	LiquiDairy, LLC	All assets associated with the Debtors’

		facilities in Marietta, Ohio, O'Fallon, Illinois, Woodbury, Minnesota, Bismarck, North Dakota, Sioux Falls, South Dakota, Tulsa, Oklahoma, Birmingham, Alabama, Hammond, Louisiana, Miami, Florida, Reno, Nevada, Hayward, California
20.	Mana Saves McArthur, LLC	McArthur dairy processing plant and distribution centers
21.	Maryland and Virginia Milk Producers Cooperative Association, Inc.	Milk Processing plant and all related real estate and other assets located at High Point, NC with an address of 1350 West Fairfield, High Point, NC 27263 Current Lease(s) for the branch facility located at Chesapeake, VA with an address of 916 Cavalier Boulevard, Chesapeake, VA 23223
22.	Morris Hill, LLC	Land located at 1301 W Bannock Boise, ID 83702
23.	OP Church Street Property, LLC	Several parcels of land located in Nashville, Tennessee, including: 1401 Church Street, Nashville, Tennessee 225 14 th Avenue North, Nashville, Tennessee 221 14 th Avenue North, Nashville, Tennessee 219 14 th Avenue North, Nashville, Tennessee 132 15 th Avenue North, Nashville, Tennessee 112 15 th Avenue North, Nashville, Tennessee
24.	Palatine Cheese of New York, LLC	All assets of the Debtors' facility located at 504 3 rd Avenue Ext, Rensselaer, New York
25.	Plains Dairy, L.L.C.	Certain assets used in the dairy processing, packaging, and distribution business associated with the "Gandy's" brand located around Lubbock, Texas, and associated with the "Creamland" brand located around Albuquerque, Mexico
26.	Prairie Farms Dairy, Inc.	All assets, rights, interests, and properties relating to the following facilities: Birmingham, Alabama, Tulsa, Oklahoma, Sioux Falls, South Dakota, Bismarck, North Dakota, Woodbury, Minnesota, Marietta, Ohio, O'Fallon, Illinois, Hammond, Louisiana, Akron, Ohio, and Livonia, Michigan. Customer list related to the facility located at Louisville, Kentucky
27.	Producers Dairy Foods	Trademark for the Berkeley Farms business Facilities located in Reno and Las Vegas,

		Nevada
28.	Riverstone Capital Group	Real Estate properties located in Miami, Florida at: 250 NE 72 Street 240 NE 71 Street 295 NE 70 Street 6999 NE 2 nd Avenue 249 NE 69 Street 6851 NE 2 nd Avenue
29.	T2 Operating Co. Inc.	Parcel of land located at 25450-25500 Clawiter Road, Hayward, California 94545
30.	Tarlton Properties, Inc.	The real estate located at 25450-25500 Clawiter Road, Hayward, CA 94545
31.	Turner Dairy Farms, Inc.	Debtors' facilities in Sharpsville, Pennsylvania, including the remnants of the Debtors' former Erie, Pennsylvania operations
32.	Twenty Lake Management, LLC	All real estate assets located at: 1302 Elm Street, Honolulu, Hawaii 55 S Wakea Avenue, Kahului, Hawaii 1841 Leleiona Street, Lihue, Hawaii 25599 Clawiter Road, Hayward, California 6851 NE 2 nd Avenue, Miami, Florida 619 E State Street, Ofallon, Illinois 126 Barber CT, Homewood, Alabama 2407 1 st Avenue South, Irondale, Alabama 7960 Schillinger Park Road, Mobile, Alabama 65 Choctaw, Havana, Florida 1930 Wooddale Drive, Woodbury, Minnesota 1207 E Main Avenue, Bismark, North Dakota 506 1 st Street West, Williston, North Dakota 2103 5 th Avenue N, Moorhead, Minnesota 500 Gould Street, Reno, Nevada 47081 Conrad E. Anderson, Hammond, Louisiana 11100 Three Rivers Road, Gulfport, Mississippi 1701 Green Street, Marietta, Ohio 1931 Washington Street, Charleston, West Virginia Route 2, Box 354, Clarksburg, West Virginia 1415 W Waterloo Road, Akron, Ohio 215 W Mathew Brady St N, Tulso,

		Oklahoma 216 N Handley Drive, Wichita, Kansas 316 N Western Avenue, Oklahoma City, Oklahoma 1200 Russell St, Sioux Falls, South Dakota
33.	Spieker Keech Cabot a California LLC	Parcel of land located 25450 Cabot Road, Hayward, CA
34.	United Dairy, Inc.	The following owned real property and related owned facilities of the Debtors: the entire Marietta plant generally located at 1701 Greene Street, Marietta, OH 45750; the entire distribution depot and related facilities generally located at 1931 Washington Street, Charleston, WV 25312; the entire distribution depot and related facilities generally located at Route 2, Nox 354, Clarksbury, WV 26301.
35.	Upstate Niagara Cooperative, Inc.	The parcel of land located at 504 3 rd Avenue, Rensselaer, New York, 12144 and the land located in Sharpsville, Pennsylvania

PLEASE TAKE FURTHER NOTICE that copies of the Bidding Procedures Order, this Notice of Bids, and any other related documents filed with the Court are available free of charge on the Debtors' case information website, located at <https://dm.epiq11.com/SouthernFoods> or can be requested by email at DeanInfo@epiqglobal.com.

Dated: March 30, 2020
Houston, Texas

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

/s/ William R. Greendyke

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