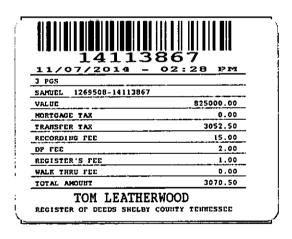


As evidenced by the instrument number shown below, this document has been recorded as a permanent record in the archives of the Office of the Shelby County Register.



WARRANTY DEED

THIS INDENTURE, is made and entered into as of the 5th day of November, 2014, by and between The Tennessee Brewery, L.L.C., a Tennessee limited liability company ("Grantor") and 495 Tennessee, LLC, a Tennessee limited liability company ("Grantee"),

WITNESSETH: That for and in consideration of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto the Grantee the following described real estate, situated and being in the County of Shelby, State of Tennessee:

BEGINNING at a point in the intersection of the West line of Tennessee Street with the South line of West Butler Avenue; running thence Southwardly with said West line of Tennessee Street 268.2 feet to a point in the North line of Center Alley; running thence Westwardly with said North line 150 feet to a point in the East line of another alley; running thence Northwardly with the East line of said alley 268.8 feet to a point in the South line of West Butler Avenue; running thence Eastwardly with said South line of West Butler Avenue 150 feet to the point of beginning.

Being Lots 1, 2, 3, 4 and 5 of Block 2, Butler Addition to the City of Memphis, and being the same property conveyed to Grantor by warranty deed of record at Instrument Number JV 9315, corrected by Affidavit of Scrivener's Error of record at Instrument Number 14097984, in the Register's Office of Shelby County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said Grantee, its successors and assigns in fee simple forever.

The said Grantor does hereby covenant with the Grantee that it is lawfully seized in fee of the aforedescribed real estate; it has a good right to sell and convey the same; that the same is unencumbered, **EXCEPT** for 2015 City of Memphis and Shelby County taxes, not yet due or payable, and easement of record at Instrument Number Z6 7568 in the Register's Office of Shelby County, Tennessee; and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons.

The Property is sold in "AS IS, WHERE IS" condition without any warranties of any nature as to the condition of the Property.

[SIGNATURE PAGE FOLLOWS]

Tom Leatherwood, Shelby County Register of Deeds: Instr. # 14113867

SIGNATURE PAGE TO WARRANTY DEED

WITNESS the signature of the said Grantor the day and year first above written.

The Tennessee Brewery, L.L.C.

Keyin J. Norman, Chief Manager

CHELLE MANN GO

STATE OF NEW MEXICO COUNTY OF Santafe

Before me, the undersigned Notary Public, of the state and county aforesaid, personally appeared Kevin J. Norman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the Chief Manager of The Tennessee Brewery, L.L.C., a Tennessee limited liability company, the within named bargainor, and that he as such Chief Manager, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as Chief Manager.

WITNESS my hand and Notarial Seal at office this Z day of No√____, 2014.

Notary Public

My Commission expires:

OFFICIAL SEAL
GARY A. WEIDNER
NOTARY PUBLIC STATE OF NEW ME/OCO
My Commission Expires

Tom Leatherwood, Shelby County Register of Deeds: Instr. # 14113867

(FOR RECORDING DATA ONLY)

Property Address:

495 Tennessee Street Memphis, TN

Property Owner:

495 Tennessee, LLC 4091 Viscount Ave. Memphis, TN 38118-6106

Ward, Block & Parcel Numbers:

005083 00003

Mail tax bills to:

495 Tennessee, LLC Attn: William Orgel 4091 Viscount Ave. Memphis, TN 38118-6016

This instrument prepared by:

Philip G. Kaminsky, Atty. Harris Shelton Hanover Walsh, PLLC 999 South Shady Grove Road, Suite 300 Memphis, TN 38120

Record and return to:

Burch, Porter and Johnson, PLLC 130 N. Court Ave. Memphis, TN 38103 I, or we, hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is \$825,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this the Shapof November, 2014.

Notary Public

My Commission Expires:

