Davidson County DEEDWARRSP
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Fees:23.00 Taxes:9805.00
20131223-0129414

This Instrument Prepared By:
Gerald D. Quast, P.C.
402 Sheridan Trail
Irving, Texas 75063

SPECIAL WARRANTY DEED
(this "Deed")

NAME AND ADDRESS OF NEW OWNER:

City Winery Nashville, LLC
155 Varick Street
New York, New York 10013
Attn: Michael Dorf

SEND TAX BILLS/NOTICES TO:

Same

Map 93-14, Parcel 592

STATE OF TENNESSEE {
{ KNOW ALL PERSONS BY THESE PRESENTS
COUNTY OF DAVIDSON {

That **5th Street Development LLC**, a Georgia limited liability company (the "Grantor"), for and in consideration of the sum of $10 and other good and valuable consideration paid by **City Winery Nashville, LLC** (the "Grantee"), and whose mailing address is set forth herein, the receipt and sufficiency of which are hereby acknowledged and confessed, has GRANTED, BARGAINED, SOLD, and CONVEYED, and by these presents DOES HEREBY GRANT, BARGAIN, SELL and CONVEY, unto Grantee, that certain real estate and all buildings, structures, fixtures and all other improvements situated and located thereon in Lot No. 3 on the Plan of the resubdivision of Lot Nos. 1 & 3, Nashville Union Rescue Mission, of record in Book 7900, Page 786, Register's Office of Davidson County, Tennessee (and being the same property conveyed to Grantor by special warranty deed of record in Instrument # 200706290077767, Register's Office for Davidson County, Tennessee) and all rights and appurtenances pertaining thereto, including any right, title and interest of Grantor in and to adjacent streets, alleys, rights-of-way, and recorded easements (collectively, the "Property").

The Property is improved property with the following two street addresses: (i) 609 Lafayette Street, Nashville, Tennessee; and (ii) 600 Middleton Street, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property together with all of the appurtenances, estate and title of Grantor thereunto unto Grantee, Grantee's successors and assigns forever, subject to (a) the lien of the 2014 and subsequent years' real property taxes, (b) all matters shown on the plat of record in Book 7900, Page 786, Register's Office of Davidson County, Tennessee; (c) sanitary sewer easements referenced in deed of record in Book 9052, Page 808, Register's Office of Davidson County, Tennessee; (d) easement

of record in Book 2482, Page 187, Register's Office of Davidson County, Tennessee; and (e) any facts, rights, or claims that may exist or arise by reason of any and all matters disclosed and/or depicted on that certain survey prepared by R. Scot Cherry, RLS # 1512, Cherry Land Surveying, Inc., job # 13181, dated September 30, 2013, last revised on October 21, 2013, including the trench drain crossing the Property, the fence apparently outside the western boundary of the Property, and the parking spaces apparently encroaching at the northwesternmost corner of the Property (collectively, the "Permitted Exceptions").

Grantor covenants with Grantee that Grantor is lawfully seized and possessed of the Property and that Grantor has good right to convey the Property.

Grantor further covenants and binds Grantor and Grantor's successors and assigns to forever warrant and defend the title to the Property unto Grantee, Grantee's successors and assigns, subject to the Permitted Exceptions against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, this Deed has been executed by Grantor as of December 23, 2013.

GRANTOR:

5th Street Development LLC,
a Georgia limited liability company

By: _____
John D. Heikenfeld
Its: Managing Member

STATE OF TEXAS {
{
COUNTY OF DALLAS {

Before me, the undersigned, of the State and County aforesaid, on this day personally appeared John D. Heikenfeld, Managing Manager of 5th Street Development LLC, a Georgia limited liability company, with whom I am personally acquainted (or who proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the managing member of 5th Street Development LLC, the within named bargainer, a limited liability company, and that he as such managing member of said limited liability company executed the foregoing instrument for the purpose therein contained, by signing his name as the managing member of said limited liability company.

Witness my hand and official seal on this 16th day of December, 2013.

GERALD D. QUAST
MY COMMISSION EXPIRES
October 15, 2014

Gerald D. Quast
Notary Public

My Commission Expires: _____

AFFIDAVIT

The actual consideration or value, whichever is greater, for this transfer is $2,650,000.00.

John D. Heikenfeld, Affiant

Sworn to and subscribed before me this
16th day of December, 2013.

GERALD D. QUAST
MY COMMISSION EXPIRES
October 15, 2014

Gerald D. Quast
Notary Public
My commission expires: _____

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True Copy Certification

I, William L. Rosenberg, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration therewith and that this is a true and correct copy of the original documents executed and authenticated according to law.

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Jodean M. King, a notary public for this county and state, William L. Rosenberg who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

My Commission Expires: 6/20/2017

Notary Seal:

