**This document was prepared by:**

Stephen C. Baker, Esq.
Waller Lansden Dortch & Davis LLP
511 Union Street, Suite 2700
Nashville, TN 37219

Davidson County DEEDWARRSP
Recvd: 04/30/14 14:12 8 pgs
Fees:43.00 Taxes:3885.00
20140430-0036389

**Address of New Owner:**

Walton Tennessee, LLC
c/o Walton International Group (USA), Inc.
Attention: Wayne G. Souza, Esq.
4800 North Scottsdale Road, Suite 4000
Scottsdale, Arizona 85251

**Send Tax Bill To:**

Same

**Map & Parcel:**

Map 188, Parcel 12
Map 188, Parcel 9
Map 188, Parcel 186

# SPECIAL WARRANTY DEED

CADENCE BANK, N.A., a national banking association (hereinafter called "***Grantor***"), in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00) and other good and valuable consideration in hand paid by WALTON TENNESSEE, LLC, a Tennessee limited liability company, whose address is c/o Walton International Group, 4800 N. Scottsdale Road, #4000, Scottsdale, Arizona 85251 (hereinafter called "***Grantee***"), the receipt and sufficiency of such consideration being hereby acknowledged and confessed, Grantor does hereby GRANT, BARGAIN, SELL and CONVEY unto Grantee, and its successors and assigns, FOREVER, the real property located in the County of Davidson and State of Tennessee, which is more particularly described on **Exhibit "A"** attached hereto and made a part hereof for all purposes (the "***Land***"), together with all right, title and interest of Grantor, if any, in (i) all improvements and fixtures on the Land, (ii) all oil, gas, coal, and other minerals, whether hydrocarbon or not, in, on or under or that may be produced from the Land (collectively, the "***Minerals***"), (iii) all adjacent and/or contiguous streets, roads, avenues, alleys, and rights of way, (iv) rivers, streams, and strips and gores of land adjoining, adjacent and contiguous thereto, (v) all easements, rights of ingress and egress, rights of way, and covenants appurtenant to the Land, (vi) all riparian rights, surface and underground water rights, and any and all other water rights pertaining to the Land, and (vii) all permits, approvals, licenses, rights, and authorizations and exemptions of any kind from governmental authorities related to the ownership, maintenance, use, development or operation of the Land or any improvements thereon, if any and to the extent transferable by Grantor (the Land together with such rights, titles, being collectively called the "***Property***"), subject to, however, those exceptions and encumbrances set forth on **Exhibit "B"** attached hereto and made a part hereof for all purposes (said exceptions and encumbrances being called the "***Permitted Exceptions***").

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns FOREVER, subject to the Permitted Exceptions, and, subject to the Permitted Exceptions, Grantor does hereby bind itself and its successors and assigns to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its successors and assigns, against every

person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Grantor, but not further or otherwise.

Grantor assigns, transfers and conveys to Grantee all of Grantor's right, title and interest which Grantor acquired or which Grantor has the right to convey as "founder," "declarant" and/or "developer," including the right to exercise the privileges allowed such parties, under that certain Master Deed Restrictions for Carothers Crossing, of record as Instrument No. 20070627-0076581 in the Register's Office of Davidson County, Tennessee, as amended or supplemented.

**IN WITNESS WHEREOF**, the undersigned has made, executed and delivered this Special Warranty Deed as of this 29th day of April, 2014.

**GRANTOR:**

**CADENCE BANK, N.A.**, a national banking association

By: Charles N. Powell, Jr.

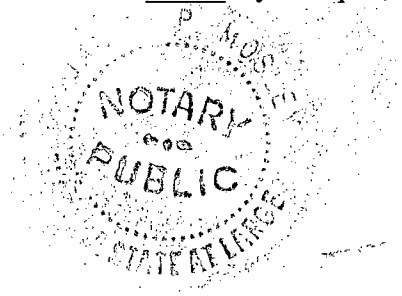
Name: Charles N. Powell, Jr.

Title: Vice President

STATE OF Alabama )
COUNTY OF Jefferson )

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Charles N Powell Jr. with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of **CADENCE BANK, N.A.**, the within named bargainor, a Vice-President, and that he as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as Vice-President.

WITNESS my hand and official seal at Birmingham, ~~Tennessee~~ Alabama, this 29th day of April, 2014.




Janice P Mosley
Notary Public

My Commission Expires: 3-7-18

STATE OF ARIZONA

COUNTY OF Maricopa

The actual consideration or true value, whichever is greater for this transfer is $1,050,000.00.

Affiant:

Walton Tennessee, LLC,
A Tennessee limited liability company

By: Walton International Group, Inc.,
a Nevada corporation,
its Manager

By: _____
Name: GORDON A. PRICE
Title: AUTHORIZED SIGNATORY

By: _____
Name: WAYNE G. SOUZA
Title: AUTHORIZED SIGNATORY

Subscribed and sworn to before me, this 17th day of April, 2014 personally appeared Gordon Price.

VANESSA CHIZMESHYA
NOTARY PUBLIC - ARIZONA
MARICOPA COUNTY
My commission Expires
June 20, 2017

_____
Notary Public

My Commission Expires: June 20, 2017

Subscribed and sworn to before me, this 17th day of April, 2014 personally appeared Wayne Souza.

VANESSA CHIZMESHYA
NOTARY PUBLIC - ARIZONA
MARICOPA COUNTY
My commission Expires
June 20, 2017

_____
Notary Public

My Commission Expires: June 20, 2017

# EXHIBIT A

## PREMISES

Tract 1:
Being land in the 31st Councilmanic District of Davidson County, and being a portion of the land conveyed to Robert E. Carothers in Deed Book 4819, page 848, R.O.D.C., and Instrument No. 20051219-0152014. Being generally located south of Carothers Road and east of Battle Road and being more particularly described as follows:

Beginning at an existing iron pin in the east margin of Battle Road, being the northwest corner of herein described tract and the southwest corner of Wood Ridge Investments, LLC as of record in Instrument No. 20060922-0117644 R.O.D.C.; Thence, with the south line of said Wood Ridge Investments, S 78°12'32'E, 751.68' to an existing iron pin in the west line Wood Ridge Investments, LLC as of record in Instrument No.20050907-0107736 R.O.D.C.; Thence, with the west line of said Wood Ridge Investments, LLC, S 11°47'28" W, 362.53' to an existing iron pin at the southwest corner of said tract; Thence, with the south line of Wood Ridge Investments, LLC, as of record in Instrument Nos. 20050907- 0107736 & 20060922-0117644 R.O.D.C., S 78°12'32" E, 987.15' to an existing iron pin on the west line of Wood Ridge Investments, LLC as of record in Instrument No. 20060919-0116017 R.O.D.C., Thence, with the lines of said Wood Ridge Investments, LLC., the following calls:

S 12°59'0l" W, 406.88' to an existing iron pin;

N 88°19'00" E, 289.98' to an existing iron pin;

S 09°18'17" W, 147.71' to an existing iron pin;

N 88°19'00" E, 338.90' to an existing iron pin;

S 68°52'l5" E, 313.27' to an existing iron pin;

N 83°41'07" E, 58.53' to an existing iron pin in the west line of Wood Ridge Investments, LLC, as of record in Instrument No. 20051219 0152014 R.O.D.C.;

Thence, with the lines of said Wood Ridge Investments, LLC, the following calls
S 06°35'28" W, 1085.63' to an existing iron pin;

S 87°22'52" E, 351.90' to an existing iron pin;

S 28°32'23" E, 156.74' to an existing iron pin;

S 08°06'08" E, 252.87 to an existing iron pin;

S 36°35'30" E, 82.04' to an existing iron pin;

S 57°47'17" E, 184.49' to an existing iron pin;

S 78°10'40" E, 470.15' to an existing iron pin on the westerly line of Wood Ridge Investments, LLC, as of record in Deed Book 451, page 2123, R.O.D.C.;

Thence, with the westerly line of said Wood Ridge Investments, LLC., S 06°10'08" E, 1086.6' to an existing iron pin at the northwesterly corner of David A. Gooch Etux as of Deed Book 196, page 199, R.O.D.C. Thence with the west line of said David A. Gooch Etux S 05°33'32" W 821.94' to an existing iron pin on the northerly line of Judith M. Moyle as of Deed Book 11744, Page 403, R.O.D.C. Thence with the north line of said Judith M. Moyle, N 62°55'07" W, 847.99' to set iron pin; Thence with a severance line through Robert E. Carothers etux in Deed Book 3677, page 596, R.O.D.C., and Robert E. Carothers as of record in Deed Book 4819, page 848, R.O.D.C, the following calls:

N 05°52'02" E, 889.64' to a set iron pin.

N 47°27'03" W, 73.13' to a set iron pin.

N 41°11'40" W, 1894.79' to a set iron pin.

N 76°50'35" W, 420.72' to a set iron pin.

N 0004552 E, 1172.55' to a set iron pin.

N 78°12'32" W, 1305.15' to a set iron pin in the east margin of Battle Road.

Thence with the east margin of Battle Road N 08°36'02" E, 708.81' to an existing iron pin, which is the point of beginning. Having an area of 4,356,000.00 square feet, 100.00 acres more or less.

Tract 1 being the same property conveyed to Cadence Bank, N.A., by deed from Ernest B. Williams, IV, Trustee, of record as Instrument No. 20111121-0091213, said Register's Office.

Tract 2:
Being land in the 99th Council District of Davidson County, Tennessee, and being the land conveyed Washer, Dorothy J. W.& Waldron, Gordon E. in Deed Book 8559, page 439, R.O.D.C.; being generally located north and south of Carothers Road and east of Battle Road and being more particularly described as follows:

Beginning at an existing iron pin on the southerly right-of-way line of Carothers Road at the northwest corner of the land conveyed to RE. Carothers c/o Janice Williams as of record in Deed Book 670, page 433, R.O.D.C.; thence, with the westerly line of said R. E. Carothers c/o Janice Williams the following calls: S 06°20'39" W a distance of 599.40' to an iron pin; N 83°53'32" W a distance of 495.00' to an iron pin; 495.00' to an iron pin; S 08°42'22" W a distance of 1632.61' to an iron pin; N 81°53'32" W a distance of 628.00' to an iron pin on the westerly line of Robert E. Carothers etux as of record in Deed Book 3677, page 596, R.O.D.C.; thence, with the lines of said Robert E. Carothers etux N 08°06'28" E a distance of 1655.43' to a PK nail in the center of Carothers Road; thence, with the centerline of said Carothers Road N 89°12'37" W a distance of 144.33' to a PK nail; thence, leaving said centerline with the easterly line of Robert

E. Carothers as of record in Deed Book 3344, page 585, R.O.D.C., N 07°08'00" E a distance of 2073.03' to a iron pin on the south line of Robert E. Carothers as of record in Deed Book 2032, page 541, R.O.D.C.; thence, with the southerly line of said Robert E. Carothers S 80°26'55" E a distance of 477.00' to an iron pin on the westerly line of Brookside Development, LLC as of record in Deed Book 289, page 176, R.O.D.C.; thence, with the lines of said Brookside Development, LLC the following calls: S 83°10'33" E a distance of 746.64' to an iron pin; S 05°05'26" W a distance of 80.04' to an iron pin; S 05°07'58" W a distance of 82.04' to an iron pin; S 05°02'57" W a distance of 83.89' to an iron pin; S 05°07'49" W a distance of 1221.59' to an iron pin; which is the point of beginning, having an area of 3,640,741 square feet or 83.58 acres more or less, according to survey of Duclos Survey & Design, Inc., P.O. Box 241, Nolensville, TN 37135, dated January 27, 2006.

Tract 2 being the same property conveyed to Cadence Bank, N.A., by deed from Ernest B. Williams, IV, Trustee, of record as Instrument No. 20091211-0113410, said Register's Office.

Tracts 1 and 2 being unimproved properties located on Carothers Road, Nolensville, Tennessee 37135.

## EXHIBIT B

## PERMITTED EXCEPTIONS

1. 2014 Metropolitan Government Taxes, which have been prorated.

2. Master Deed Restrictions of record as Instrument No. 20070627-0076851 and amended by Instrument No. 20080515-0049893, said Register's Office.

3. Application for Greenbelt Assessment of record in Instrument No. 20080307-0023273, said Register's Office.

4. Declaration of Right of Way for a Public Roadway with no Restrictions, of record as Instrument No. 20070511-0056719, said Register's Office.

5. Right-of-Way Easement of record in Book 2748, Page 573, Book 3611, Page 193, as re-recorded in Book 3671, page 353, and Book 4588, Page 476, said Register's Office.

6. Easements of record as Instrument No. 20070123-0009057 and Instrument No. 20070703-0079178, said Register's Office.

7. Title to that portion of the premises embraced within the bounds of any streets, roads or highways.

8. All matters shown on the ALTA/ACSM boundary survey dated April 04, 2014, prepared by John M. Duffer, RLS No. 1431, James + Associates, Inc., One Vantage Way, Suite 220, Nashville, Tennessee 37228.

# True Copy Certification

I, TERI GUEVARA, 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 herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Teri Guevara
Signature

State of ARIZONA

County of MARICOPA

Personally appeared before me, JAD JOHNSON, a notary public for this county and state, TERI GUEVARA 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: 12/29/2014
Notary' Seal (if on paper)

OFFICIAL SEAL
JAD JOHNSON
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires Dec. 29, 2014