**This document was prepared by:**

Walton International Group (USA), Inc.
Attention: Caroline Pricher, Esq.
4800 North Scottsdale Road, Suite 4000
Scottsdale, Arizona 85251

Davidson County DEEDWARRSP
Recvd: 05/23/14 13:54 9 pgs
Fees:48.00 Taxes:6549.00
20140523-0044819

**Address of New Owner:**

WM Sub CC, LLC
c/o Walton International Group (USA), Inc.
Attention: Caroline Pricher, Esq.
4800 North Scottsdale Road, Suite 4000
Scottsdale, Arizona 85251

**Send Tax Bill To:**

Same

**Map & Parcel:**

See attached
Exhibit "B"

# SPECIAL WARRANTY DEED

WALTON TENNESSEE, LLC, a Tennessee limited liability company (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 WM SUB CC, 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 with special warranty covenants 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 (the Land together with such rights, titles, being collectively called the "***Property***"), subject to, however, the current year taxes, which constitute a lien but are not yet due and payable, matters disclosed by an accurate and current ALTA/ACSM survey, matters of zoning, and easements, restrictions, conditions and other matters which are found of record in the Davidson County, Tennessee real estate records.

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 otherwise.

**IN WITNESS WHEREOF**, the undersigned has made, executed and delivered this Special Warranty Deed as of this 15th day of May, 2014.

**GRANTOR:**

**WALTON TENNESSEE, LLC**, a Tennessee limited liability company

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

By: _____

Name: GORDON A. PRICE
AUTHORIZED SIGNATORY

Title: _____

By: _____

Name: Rob Leinbach

Title: Director

STATE OF ARIZONA§

COUNTY OF MARICOPA§

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Gordon A. Price and Rob Leinbach, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be Authorized Signatory and Director of **Walton International Group, Inc.**, a Nevada corporation, the Manager of **WALTON TENNESSEE, LLC**, the within named bargainor, a Tennessee limited liability company, and that they as such Authorized Signatory and Director of **Walton International Group, Inc.**, as the Manager of **WALTON TENNESSEE, LLC**, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company, by the said Manager by Gordon A. Price as Authorized Signatory and Rob Leinbach as Director of such Manager.

WITNESS my hand and official seal at Scottsdale, Arizona, this 15th day of May, 2014.

_____
Notary Public

My Commission Expires: June 20, 2017

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

STATE OF ARIZONA )
COUNTY OF MARICOPA )

The actual consideration or value, whichever is greater, for this transfer is $1,770,000.

Affiant

Subscribed and sworn to before me this 23 day of May, 2014.

Notary Public

My Commission Expires: 1-1-15

OFFICIAL SEAL
MARIE D. SOJA
NOTARY PUBLIC - State of Arizona
MARICOPA COUNTY
My Comm. Expires Jan. 1, 2015

# EXHIBIT A

## PREMISES

TRACT 1:

Land in Davidson County, Tennessee, being Lot(s) 5, 6, 7, 9, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20, as shown on the map entitled Carothers Crossing, Phase One, of record in Instrument No. 20070614-0071367, Register' Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate legal description.

Tract II:

Land in Davidson County, Tennessee, being Lot(s) 21, 24, 27, 28, 29, 45, 46, 47, 48, 49, 56, 57, 58, 59, 60 and 61, as shown on the map entitled Carothers Crossing, Phase 2, Section 1, Lots 21-61, of record in Instrument No. 20070807-0093924, Register' Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate legal description.

Tract III:

Land in Davidson County, Tennessee, being Lot(s) 62 through 78, inclusive, 91 through 98, inclusive and 108 through 122, inclusive, as shown on the map entitled Carothers Crossing, Phase 2, Section 2, Lots 62-123, of record in Instrument No. 20070807-0093935, Register' Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate legal description.

Tracts I, II and III being property conveyed to Walton Tennessee, LLC, a Tennessee limited liability company by deed from Capital Bank, N.A. in Instrument No. 20140430-0036509, R.O.D.C.

Tract IV:

Tract "A"

Beginning at an iron rod in the northerly right-of-way of Carothers Road at a southeasterly corner of William J. Craig, et ux, Gloria Craig property of record as Instrument No. 20070119-0007961, R.O.D.C..

Thence with the easterly boundary of said Craig property North 08° 40' 56" East, 5.90 feet to a southwesterly corner of PNB Holding Co. 2 property of record as Instrument No. 20111228-0101446, R.O.D.C.;

Thence with the southerly boundary of said PNB property as follows:
South 78° 12' 26" East, 141.32 feet;
North 11° 47' 34" East, 13.00 feet;

South 78° 12' 26" East, 50.00 feet;
South 11° 47' 34" West, 13.00 feet;
South 78° 12' 26" East, 338.18 feet;
South 82° 02' 26" East, 51.93 feet;
North 11° 47' 34" East, 9.49 feet;
South 78° 12' 26" East, 59.00 feet;
South 11° 47' 34" West, 7.28 feet;
Southeasterly with a curve to the right 86.59 feet to the northerly right-of-way of Carothers Road, said curve having a radius of 385.05 feet, a central angle of 12° 53' 07" and a chord of 86.41 feet at South 71° 22' 13.5" East;

Thence with said northerly right-of-way North 78° 18' 32" West,725.79 feet to the beginning.

Containing 5,502 Square Feet or 0.13 Acre, more or less.

Tract "B"

Beginning in the northerly right-of-way of Carothers Road South 78° 18' 32" East, 770.04 feet from an iron rod at a southeasterly corner of William J. Craig, et ux, Gloria Craig property of record as Instrument No. 20070119-0007961, R.O.D.C. at an exterior corner of PNB Holding Co. 2 property of record as Instrument No. 20111228-0101446, R.O.D.C..

Thence with the southerly boundary of said PNB property as follows:
North 32° 31' 54" East, 246.05 feet;
North 49° 54' 12" West, 12.48 feet;
North 40° 05' 48" East, 50.00 feet;
South 49° 54' 12" East, 9.61 feet;
North 35° 48' 37" East, 5.33 feet;
South 54° 11' 23" East, 50.00 feet;
South 35° 48' 37" West, 9.08 feet;
South 49° 54' 12" East, 520.87 feet;
Southeasterly with a curve to the left 8.38 feet to the northerly right-of-way of Carothers Road, said curve having a radius of 95.07 feet, a central angle of 05° 02' 52" and a chord of 8.37 feet at South 52° 25' 38" East;

Thence with said northerly right-of-way North 78° 18' 32" West, 618.59 feet to the beginning.

Containing 86,413 Square Feet or 1.98 Acres, more or less

Tract "C"

Beginning at an iron rod in the northerly boundary of GreenBank (now Capital Bank, N.A.) property of record as Instrument No. 20100326-0022858, R.O.D.C., said iron rod being a southwesterly corner of Lot 904 on the final plat of Carothers Crossing Phase 2, Section 1 of record as Instrument No. 20070807-0093924, R.O.D.C. and a southeasterly corner of GreenBank (now Capital Bank, N.A.) property of record as Instrument No. 20100326-0022862, R.O.D.C..

Thence North 66° 39' 51" West, 128.09 feet;

Northwesterly with a curve to the right 163.58 feet, said curve having a radius of 467.00 feet, a central angle of 20° 04' 12" and a chord of 162.75 feet at North 56° 37' 45" West;
Thence South 86° 45' 48" West, 98.79 feet to the easterly boundary of PNB Holding Co. 2 property of record as Instrument No. 20111128-0101446, R.O.D.C.;

Thence with the boundary of said PNB property as follows:
South 86° 45' 48" West, 112.67 feet;
North 78° 56' 46" West, 2.51 feet;
North 11° 03' 14" East, 20.00 feet;
North 86° 45' 48" East, 115.65 feet;
North 12° 06' 00" East, 124.23 feet;
North 32° 59' 04" West, 276.15 feet;
Northwesterly with a curve to the left 176.32 feet, said curve having a radius of 473.00 feet, a central angle of 21° 21' 28" and a chord of 175.30 feet at North 43° 39' 48" West;
South 32° 57' 25" West, 7.80 feet;
North 57° 02' 35" West, 50.00 feet;
North 32° 57' 25" East, 7.51 feet;
Northwesterly with a curve to the left 120.85 feet to the southerly right-of-way of Carothers Road, said curve having a radius of 473.00 feet, a central angle of 14° 38' 20" and a chord of 120.52 feet at North 67° 43' 16" West;

Thence with said southerly right-of-way South 78° 18' 32" East, 803.00 feet to the westerly boundary of the aforementioned Carothers Crossing, Phase 2, Section 1 subdivision;

Thence with the boundary of said subdivision as follows:
South 11° 32' 38" West, 7.79 feet;
South 78° 27' 22" East, 90.00 feet to an iron rod;
South 11° 32' 38" West, 70.08 feet to an iron rod;
South 00° 55' 43" East, 257.33 feet;
South 14° 53' 42" West, 141.02 feet;
North 66° 39' 51" West, 50.99 feet;
South 23° 20' 09" West, 84.00 feet to the beginning.

Containing 270,837 Square Feet or 6.22 Acres, more or less.

Tract IV being a portion of the property conveyed to Walton Tennessee, LLC, a Tennessee limited liability company by deed from Capital Bank, N.A. in Instrument No. 20140430-0036509, R.O.D.C. and in Instrument No. 20140430-0036510, R.O.D.C.

# EXHIBIT B

Map/Parcel

**Tract I:**

188-10-0A-005.00-CO
188-10-0A-006.00-CO
188-10-0A-007.00-CO
188-10-0A-009.00-CO
188-10-0A-011.00-CO
188-10-0A-012.00-CO
188-10-0A-013.00-CO
188-10-0A-014.00-CO
188-10-0A-015.00-CO
188-10-0A-016.00-CO
188-10-0A-017.00-CO
188-10-0A-018.00-CO
188-10-0A-019.00-CO
188-10-0A-020.00-CO

**Tract II:**

188-10-0A-021.00-CO
188-10-0A-024.00-CO
188-10-0A-027.00-CO
188-10-0A-028.00-CO
188-10-0A-029.00-CO
188-10-0A-045.00-CO
188-10-0A-046.00-CO
188-10-0A-04 7.00-CO
188-10-0A-048.00-CO
188-10-0A-049.00-CO
188-l 0-0A-056.00-CO
188-10-0A-057.00-CO
188-10-0A-058.00-CO
188-10-0A-059.00-CO
188-10-0A-060.00-CO
188-10-0A-061.00-CO

**Tract III:**

188-10-0A-062.00-CO
188-10-0A-063.00-CO
188-l 0-0A-064.00-CO
188-10-0A-065.00-CO
188-10-0A-066.00-CO

188-10-0A-067.00-CO
188-10-0A-068.00-CO
188-10-0A-069.00-CO
188-10-0A-070.00-CO
188-10-0A-071.00-CO
188-10-0A-072.00-CO
188-10-0A-073.00-C
188-10-0A-074.00-C
188-10-0A-075.00-CO
188-10-0A-076.00-C
188-10-0A-077.00-C
188-10-0A-078.00-C
188-10-0A-091.00-CO
188-10-0A-092.00-CO
188-10-0A-093.00-CO
188-10-0A-094.00-CO
188-10-0A-095.00-CO
188-10-0A-096.00-CO
188-10-0A-097.00-CO
188-10-0A-098.00-CO
188-10-0A-108.00-C
188-10-0A-109.00-CO
188-10-0A-110.00-CO
188-10-0A-111.00-CO
188-10-0A-112.00-CO
188-10-0A-113.00-CO
188-10-0A-114.00-CO
188-10-0A-115.00-C
188-10-0A-116.00-CO
188-10-0A-117.00-CO
188-10-0A-118.00-CO
188-10-0A-119.00-CO
188-10-0A-120.00-CO
188-10-0A-121.00-CO
188-10-0A-122.00-CO

**Tract IV:**

188-00-0-034.00-CO (Part)
188-00-0-187.00-CO (Part)
188-00-0-188.00-CO

# True Copy Certification

I, Andrew Platt, 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.

Signature

State of Arizona

County of Maricopa

Personally appeared before me, Sarah Buvala, a notary public for this county and state, Andrew Platt ] 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: June 19, 2015

Notary' Seal (if on paper)

SARAH ANNE BUVALA
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires June 19, 2015