SPECIAL WARRANTY DEED

STATE OF TENNESSEE, COUNTY OF DAVIDSON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER FOR THIS TRANSFER IS $11,250,000.00.

Affiant

Subscribed and sworn to me on April 29, 2022.

NOTARY PUBLIC

My commission expires: 7/9/2023

TERESA KERSEY STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

Karen Johnson Davidson County
Batch# 849764 DEEDWARRSP
05/02/2022 03:53:24 PM 4 pgs
Fees: $23.00 Taxes: $41,625.00

20220502-0050923

THIS INSTRUMENT WAS PREPARED BY:
Peter Weiss
ORTALE KELLEY LAW FIRM
330 Commerce Street, Suite 110
Nashville, TN 37201
Our File #35693

NAME/ADDRESS OF NEW OWNER:	SEND TAX BILLS TO:	MAP – PARCEL #
Clear Hayes, LLC 112 N Curry Street Carson City, NV 89703	SAME	Map-Par. 092-16-0-083.00 (Tract I) Map-Par. 092-16-0-081.00 (Tract II) Map-Par. 092-16-0-082.00 (Tract III) Map-Par. 092-16-0-080.00 (Tract IV)

FOR AND IN CONSIDERATION of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantees, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, SHM Holdings, LLC, a Tennessee limited liability company **"GRANTOR"**, has bargained and sold, and by these presents do transfer and convey unto Clear Hayes, LLC, a Nevada limited liability company, **"GRANTEE"**, certain tracts or parcels of land in **Davidson County, State of Tennessee,** more particularly described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

The conveyance of the above-described parcel of land is subject to the following: (i) all current and subsequent real property taxes and assessments; (ii) Matters shown on the Plan of record in Book 21, page 39, Register's Office for Davidson County, Tennessee; (iii) restrictions, conditions, reservations, covenants, and easements of record; (iv) public rights of way, utility, and drainage easements; (v) zoning and planning ordinances and regulations; (vi) all matters shown on plats and plans of record; (vii) and health department regulations that may affect the property.

This property is also known as real property located at 1920, 1922, 1924, & 1926 Hayes Street, Nashville, Davidson County, Tennessee 37203.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors or representatives, forever, and GRANTOR does covenant with the said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and GRANTOR does further covenant and bind itself, its successors or representatives, to warrant and forever defend the title to the said land to the GRANTEE, its

successors and representatives, against the lawful claims of all persons claiming by or through GRANTOR, but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS my hand on April 29, 2022.

SHM Holdings, LLC, a Tennessee
limited liability company

By: _____
Michael D. Shmerling
President

STATE OF TENNESSEE, COUNTY OF DAVIDSON

Before me, the undersigned authority, of the State and County aforesaid, personally appeared Michael D. Shmerling, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, swore to and acknowledged himself to be the President of SHM Holdings, LLC, a Tennessee limited liability company, the within named bargainor, and that he as such officer executed the foregoing instrument for the purposes therein contained, by signing the name of SHM Holdings, LLC, a Tennessee limited liability company, by himself in his capacity as said President.

Witness my hand and official seal on the 29th day of April, 2022.

_____
Notary Public

My Commission Expires: 7/9/2022

TERESA KERSEY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

EXHIBIT "A"

Tract 1 and Tract II, being two (2) tracts or parcels of Land in Nashville, Davidson County, Tennessee, and more described according to a Survey by R. Scot Cherry, Tennessee Registered Land Surveyor No. 1512, Dated November 20, 2002, as follows:

TRACT I - Map-Par. 092-16-0-083.00

BEING A TRACT OR PARCEL of Land lying in Nashville, Davidson County, Tennessee, being part of Lot No. 154 on the Plan of the Boyd Home Tract, of record in Plat Book 21, Page 39, in the Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron set in northerly right-of-way line of Hayes Street, 50 feet in width, 49.8 feet East of the easterly right-of-way line of 20th Avenue North, at a corner common with the property of Jack L. Gaw of record in Deed Book 9581, Page 667, in the Register's Office for Davidson County, Tennessee;

THENCE leaving the northerly right-of-way line of said Hayes Street with the easterly property line of said Jack L. Gaw, North 30 deg., 55 min., 41 sec., West, 180.07 feet to an existing iron rod in the southerly right-of-way line of Alley Number 379, 20 feet in width (field measured);

THENCE with the southerly right-of-way line of Alley Number 379, North 58 deg., 49 min., 22 sec., East, 49.50 feet to a PK Nail set at a corner common with the property of Robert S. Whitfield of record in Deed Book 5415, Page 124, in the Register's Office for Davidson County, Tennessee;

THENCE leaving the southerly right-of-way line of Alley Number 379, with the westerly property line of said Robert S. Whitfield, South 31 deg., 01 min., 22 sec., East, 180.01 feet to an iron rod set in the northerly right-of-way line of said Hayes Street;

THENCE with the northerly right-of-way line of Hayes Street, South 58 deg., 45 min., 30 sec., West, 49.80 feet to the POINT OF BEGINNING.

TRACT II - Map-Par. 092-16-0-081.00

BEING A TRACT OR PARCEL of land lying in Nashville, Davidson County, Tennessee, being part of Lot No. 154 on the Plan of the Boyd Home Tract, of record in Plat Book 21, Page 39, in the Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron set in northerly right-of-way line of Hayes Street, 50 feet in width, 149.4 feet East of the easterly right-of-way line of 20th Avenue North, at a corner common with the property of Robert S. Whitfield of record in Deed Book 5415, Page 124, in the Register's Office for Davidson County, Tennessee;

THENCE leaving the northerly right-of-way line of Hayes Street with the easterly property line of Robert S. Whitfield, North 31 deg., 07 min., 06 sec., West, 179.95 feet to a PK Nail set in the southerly right-of-way line of Alley Number 379, 20 feet in width (field measured);

THENCE with the southerly right-of-way line of Alley Number 379, North 58 deg., 49 min., 22 sec., East, 49.50 feet to an existing railroad spike at a corner common with the property of Clifton H. Simmons, III, et ux, of record in Deed Book 5472, Page 360, in the Register's Office for Davidson County, Tennessee;

THENCE leaving the southerly right-of-way line of Alley Number 379, with the westerly property line of Clifton H. Simmons, III, South 31 deg., 12 min., 44 sec., East, 179.90 feet to an existing iron rod in the northerly right-of-way of Hayes Street;

THENCE with the northerly right-of-way line of Hayes Street, South 58 deg., 45 min., 30 sec., West, 49.80 feet to the POINT OF BEGINNING.

Being the same property conveyed to Michael D. Shmerling Partners, G.P., a Tennessee General Partnership, by deed from John M. Tudor, Tom E. Nesbitt, William B.

Crenshaw, Phillip P. Porch, Jr., Robert B. Barnett, Keith W. Hagan, Robert A Sewell and John Wesley McClellan and David Gray McClellan, as Trustees of the Robert E. McClellan Marital Trust under the Will of Robert E. McClellan. Deceased, of record in Instrument No. 20030205-0015663, dated January 31, 2003, said Register's Office. Title to the subject property now being vested in SHM Holdings, LLC, a Tennessee limited liability company, as successor to Michael D. Shmerling Partners, G.P., a Tennessee General Partnership through conversion, as evidenced Certificate of Conversion, dated July 6, 2017, and of record in Instrument No. 20170724-0074484, Register's Office for Davidson County, Tennessee.

TRACT III - Map-Par. 092-16-0-082.00

LAND being located in Davidson County, Tennessee, being part of Lot No. 154 on the plan of the Boyd Home Tract, as of record in Book 21, page 39, Register's Office for said County, described as follows:

Beginning on the northerly margin of Hayes Street at a point 100 feet east of the easterly margin of 20th Ave. North, said point being the southeast corner of the property conveyed to S.H. Nixon and wife, by deed from Alfred S. Price and wife, of record in Book 1314, page 209, said Register's Office; thence with the northerly margin of said Street eastwardly 50 feet to the southwest corner of the property conveyed to Frank J. Hostettler, et al., by deed from Catherine T. Lowery, et al., of record in Book 1133, page 645, said Register's Office; thence with said Hostettler's westerly line northwardly 175 feet, more or less, to the southerly margin of an alley; thence with said alley westwardly 50 feet to the northeast corner of said Nixon property; thence with the easterly line of same southwardly 175 feet more or less, to the beginning.

Being the same property conveyed to Robert S. Whitfield and wife, Peggy L. Whitfield, by deed from Lucy May Napier, Talatha H. Napier, Fran May Barber, Tommie Sue Darden and Billy T. Napier, being all of the Heirs-at-Law of E.Y. Napier, of record in Book 5415, page 124, dated April 4, 1979, said Register's Office. The said Robert S. Whitfield having since died on or about September 1, 1991, leaving Peggy L. Whitfield , as his surviving tenant by the entirety. The said Peggy L. Whitfield a/k/a Margaret L. Whitfield having since died testate on or about June 6, 2002 leaving said property to Peggy Easter Whitfield and Roger T. Whitfield pursuant to her will of record in Seventh Circuit Court of Davidson County, Tennessee, Docket No. 02P-1402. Being further conveyed to SHM Holdings, LLLC, a Tennessee Limited Liability Company, by quitclaim deed from Peggy Easter Whitfield and Robert T. Whitfield, of record in Instrument No. 20211230-0172008, dated December 23, 2021, Register's Office for Davidson County, Tennessee.

TRACT IV - Map-Par. 092-16-0-080.00

LAND in Davidson County, Tennessee, being a tract or parcel of land located in Nashville, Davidson County, Tennessee, being part of Lot No. 154 on the Plan of Boyd Home Tract, as of record in Book 21, Page 39, Register's Office for Davidson County, Tennessee, and being more fully described according to an ALTA Survey by Ronald G. Taylor, Tennessee Registered Land Surveyor No. 2123, dated May 14, 2021, as follows:

Beginning at a "Mag Nail Set" located at the corner of the Right-Of-Way of 20`". Avenue North and the Right of Way of Hayes Street; Thence, with the northeasterly margin of the Right-Of -Way of 20th. Avenue North, North 30 Degrees 22 Minutes 45 Seconds West, 180.15 feet, to a "Rebar/Pipe Found";

Thence leaving the northeasterly margin of the Right-Of -Way of 20th. Avenue North, North 59 Degrees 57 Minutes 43 Seconds East, 49.47 feet, to a "Rebar/Pipe Found";

Thence, South 30 Degrees 23 Minutes 19 Seconds East, 180.15 feet, to a "Rebar/Pipe Found", located at the Right-Of-Way of Hayes Street;

Thence, with the northwesterly Right-Of-Way of Hayes Street, South 59 Degrees 57 Minutes 43 Seconds West, 50.00 feet to the point of beginning.

Being the same property conveyed to SHM Holdings, LLC, a Tennessee limited liability company, by deed from Jack L. Gaw, of record in Instrument No. 20210611-0079344 and Instrument No. 20210611-0079345, dated June 11, 2021, said Register's Office.