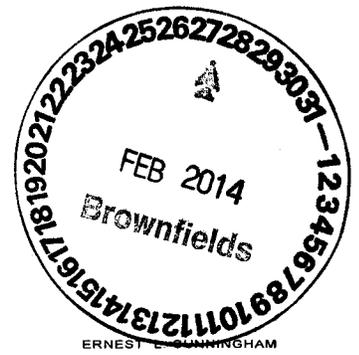


AMER CUNNINGHAM CO., L.P.A.
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AKRON, OHIO 44308-1322

ANDREW R. DUFF
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TELECOPIER 330/762-9918



ERNEST CUNNINGHAM
(1897-1971)

BERNARD J. AMER
(1896-1985)

JOSEPH F. COOK, SR.
(1926-1998)

February 24, 2014

North Carolina Department of Environmental and Natural Resources
Attn: Tracy Wahl
N.C. Division of Waste Management
Brownfields Program
Mail Service Center 1646
Raleigh, NC 27699-1646

Re: *Brownfields Project No. 08013-04-44*
Brownfields Property: Dayco Facility
Address: 2150 South Main Street, Waynesville, North Carolina
Waynesville Enterprises, L.L.C.

Dear Ms. Wahl:

As a follow-up to my correspondence of January 31, 2014 advising you that Waynesville Commons Retail Associates, L.L.C. was transferring the referenced property to an affiliate, Waynesville Enterprises, L.L.C. to accommodate a financing transaction please find enclosed herein for your records a copy of the Warranty Deed with effectuated the conveyance.

If there are any questions or concerns, please do not hesitate to contact either myself or Chuck Novak (330) 836-9971 (new owner representative).

Very truly yours,

Andrew R. Duff

cc: Chuck Novak - email
ARD/mlr
Enclosure
P:\12700\12700\12765 Letter to NCDENR 2.24.14

DATE 2014-02-10 BY SP

HAYWOOD COUNTY TAX CERTIFICATION

David B. Francis, Haywood County Tax Collector

Date: 2014-02-10 By: T.Tench

There are no delinquent taxes due that are a lien against parcel(s)

2014000947

HAYWOOD CO. NC FEE \$26.00
NO TAXABLE CONSIDERATION
PRESENTED & RECORDED
02/10/2014 12:03:13 PM
SHERRI C. ROGERS
REGISTER OF DEEDS
BY: STACY C. MOORE
DEPUTY

BK: RB 861
PG: 2045 - 2049

NORTH CAROLINA SPECIAL WARRANTY DEED

Revenue Stamp: NO CONSIDERATION PAID
(Transfer for corporate convenience)

Prepared by and after recording
return to:

Property Situs: _____

Andrew R. Duff, Esq.

PIN: 86041684272

159 South Main Street, Ste. 1100

860416858204

Akron, OH 44308

86041680396

This Deed is made and entered into this 4 day of ~~January~~ ^{February}, 2014, by and between WAYNESVILLE COMMONS RETAIL ASSOCIATES, L.L.C., a North Carolina limited liability company, Grantor, having an address of 1765 Merriman Road, Akron, Ohio 44313, and WAYNESVILLE ENTERPRISES, L.L.C., a North Carolina limited liability company, Grantee, of 1765 Merriman Road, Akron, Ohio 44313. The designation "Grantor" and "Grantee" as used herein shall include said parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine or neuter as required by context.

WITNESSETH: That Grantor has and by these presents, does grant, bargain, sell and convey unto the Grantee in fee simple, all the tract or parcel of land described on Exhibit A, attached hereto and made a part hereof (the "Property")

TO HAVE AND TO HOLD the said bargained premises, together with all and singular the rights, members and appurtenances thereof, to the same being, belonging or in any wise appertaining, to the only proper use, benefit and behoof of Grantee, forever, IN FEE SIMPLE.

And the Grantor covenants with the Grantee, that Grantor has done nothing to impair such title as Grantor received, and Grantor will warrant and defend the title against the lawful claims of all persons claiming by, under or through Grantor, except for the exceptions hereinafter stated and set forth on Exhibit B attached hereto and made a part hereof.

The Property which is the subject of this instrument is subject to the Brownfield Agreement attached as Exhibit A to the Notice of Brownfield Property recorded in the Haywood County Land Records, Book 700 Page 2031.

Mail after recording to: Harbor City Title Insurance Agency, Inc., 6201 Fairview Road, Suite 325, Charlotte, NC 28210; File No. 1311 2504

Submitted electronically by "Wyatt Early Harris Wheeler LLP" in compliance with North Carolina statutes governing recordable documents and the terms of the submitter agreement with the Haywood County Register of Deeds.

IN WITNESS WHEREOF, the Grantor has duly executed the foregoing the day and year first above written.

“GRANTOR”:

WAYNESVILLE COMMONS RETAIL ASSOCIATES, L.L.C., a North Carolina limited liability company

By: Waynesville Capital Associates, L.L.C., Its: Managing Member

By: June Futia
Name: June Futia
Title: Vice President

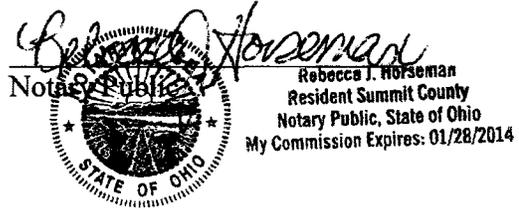
STATE OF Ohio
COUNTY OF Summit

I, a Notary Public of the County and State aforesaid, certify that June Futia personally known to me, personally appeared before me this day and acknowledged that he/she is the Vice President, of Waynesville Capital Associates, L.L.C., the Managing Member of **WAYNESVILLE COMMONS RETAIL ASSOCIATES, L.L.C.**, a North Carolina limited liability company, and that said writing was voluntarily signed by him/her on behalf of said company by its authority duly give for the purpose set forth herein.

Witness my hand and official stamp or seal, this 28th day of January, 2014.

My commission expires:

1/28/2014



The foregoing certificate(s) of _____ is/are certified to be correct. This instrument and this certificate are duly registered at the date and time in the Book and Page shown on the first page hereof

_____ REGISTER OF DEEDS FOR HAYWOOD COUNTY

By _____ Deputy/ Assistant – Register of Deeds

EXHIBIT "A"

Being all of Lots 1, 2 and 6 as shown upon a plat entitled "Major Subdivision for Property Owner/Developer; Waynesville Commons Retail Associates, LLC" recorded in Plat Cabinet C in Slot 5122 of the Haywood County Public Registry, as corrected in Plat recorded in Plat Cabinet C Slot 5182 of the Haywood County Public Registry, reference to which is made for a further and more complete description.

TOGETHER WITH those easement rights contained in the Restrictions Agreement and Grant of Easements recorded in Book 727, at Page 1744, as amended in Book 746, at Page 1191, of the Haywood County Public Registry.

EXHIBIT "B"

Permitted Exceptions

Taxes and assessments for the year 2014 and subsequent years, not yet due and payable.

Easements, Setback Lines and any other facts shown on that Plat in Cabinet C, Slots 503, 4845, 4889, 5069, 5122 and 5182, all of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Declaration of Covenants for Stormwater Management/Facilities Maintenance, including provisions for liens, by Waynesville Commons Retail Associates, LLC to and for the benefit of Town of Waynesville, North Carolina, as recorded in Book 742, Page(s) 861 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Restriction Agreement and Grant of Easements by and between Waynesville Commons Retail Associates, LLC, Home Depot USA, Inc. and Wal-Mart Stores East, LP, including provisions for private charges, as recorded in Book 727, Page(s) 1744; as affected by First Amendment to Restriction Agreement and Grant of Easement recorded in Book 746, Page 1191; as affected by Agreement and Declaration recorded in Book 820, Page 1104, all of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Easement(s) and/or Right(s) of Way in favor of Carolina Power & Light Company as recorded in Book 111, Page 239; Book 220, Page 412, 416 and 511; and Book 380, Page 1048, all of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Easement(s) in favor of the Town of Waynesville as recorded in Book 290, Page(s) 640 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Easement(s) in favor of the Town of Waynesville as recorded in Book 377, Page(s) 470 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Environmental Remediation Easement by Thermal Products Corporation in favor of Dayco Products Inc. as recorded in Book 464, Page(s) 161 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Notice of Residual Petroleum by Mark IV Industries, Inc. as recorded in Book 670, Page(s) 1587 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Right of way of Southern Railway as shown on Plat in Cabinet B-67, as affected by Deed recorded in Book 712, Page 414, all of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Notice of Brownfields Property by Haywood Advancement Foundation, Inc. as recorded in Book 700, Page(s) 2031 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Deed of Easement by R.V. Welch and wife, and Joe Welch to the Town of Waynesville as recorded in Book 289, Page(s) 203 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Right and easement contained in document as recorded in Book 157, Page(s) 304; as affected by Amendment recorded in Book 157, Page 580, all of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Indenture by and between Fannie Welch and the Dayton Rubber Manufacturing Company as recorded in Book 114, Page(s) 92 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Easement(s) in favor of Carolina Power & Light Company dba Progress Energy Carolinas, Inc. as recorded in Book 738, Page(s) 388 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Deed of Easement by R.V. Welch and wife, Gertrude P. Welch to the Town of Waynesville as recorded in Book 233, Page(s) 235 of the Haywood County Registry, reference being made to the records thereof for the full particulars.

Short Form Lease by and between Waynesville Commons Retail Associates, LLC, Lessor, and Wal-Mart Stores East, LP, Lessee, recorded in Book 751, Page 2267.

Memorandum of Lease by and between Waynesville Commons Retail Associates, LLC, Lessor, and Cellco Partnership dba Verizon Wireless, Lessee, recorded in Book 737, Page 197.

Memorandum of Lease Agreement by and between Waynesville Commons Retail Associates, LLC, Lessor, and Best Buy Stores, LP, Lessee, recorded in Book 750, Page 2471.

Agreement recorded in Book 775, Page 1117, all of the Haywood County Registry, referenced being made to the records thereof for the full particulars.

Unrecorded lease by and between Waynesville Commons Retail Associates, LLC, Lessor, and Gamestop, Inc.

Unrecorded lease by and between Waynesville Commons Retail Associates, LLC, Lessor, and Citifinancial, Inc., Lessee.