

STC-243779-DT

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORDING IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

SPECIAL WARRANTY DEED WITH VENDOR'S LIEN

Effective Date: September 20, 2018

Grantor: LIFTFUND INC.

Grantor's Mailing Address: 2007 W. Martin St.
San Antonio, Texas 78207
Bexar County

Grantee: QUACKERY DEVELOPMENT GROUP, LLC

Grantee's Mailing Address: 219 E. Houston St., Suite 350
San Antonio, Texas 78205
Bexar County

Consideration: TEN AND NO/100THS DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency which is hereby acknowledged, and the further consideration of the execution and delivery by the Grantee of that two certain promissory notes of even date herewith, the first in the principal sum of SIX HUNDRED SEVENTY-ONE THOUSAND AND NO/100THS DOLLARS (\$671,000.00) and the second in the principal sum of FIVE HUNDRED THIRTY-SIX THOUSAND EIGHT HUNDRED AND NO/100THS DOLLARS (\$536,800.00) (individually and collectively the "Note"), payable to the order of PIONEER BANK SSB, as therein specified, providing for acceleration of maturity and for attorney's fees, the payment of which Note is secured by the vendor's lien herein retained, and is additionally secured by a First Lien Deed of Trust and a Second Lien Deed of Trust of even date herewith to Rex G. Baker, III, Trustee.

Property: (including any improvements)

TRACT I

The East 15 feet of Lot 10 and the West 35 feet of Lot 11, Block 10, New City Block 372, situated in the City of San Antonio, Bexar County, Texas.

TRACT II

Being 0.114 acres of land, more or less, out of Lots 9 and 10, Block 10, New City Block 372, City of San Antonio, Bexar County, Texas and being more particularly described in **Exhibit "A"** attached hereto.

TRACT III

A 0.095 acre tract of land out of Lots 8 and 9, Block 10, New City Block 372, San Antonio, Bexar County, Texas, being the same tract as recorded in Volume 9453, Page 2165, Official Public Records of Real Property of Bexar County, Texas, and being more particularly described in **Exhibit "A-1"** attached hereto.

TRACT IV

A 0.180 acre tract out of Lots 8 and 9, Block 10, New City Block 372, San Antonio, Bexar County, Texas, being the same tract as recorded in Volume 9453, Page 2165, Official Public Records of Real Property of Bexar County, Texas, and being more particularly described in **Exhibit "A-2"** attached hereto.

TRACT V

A 0.106 acre tract of land out of Lots 9 and 10, Block 10, New City Block 372, San Antonio, Bexar County, Texas, being the same tract as recorded in Volume 9453, Page 2180, Official Public Records of Real Property of Bexar County, Texas, and being more particularly described in **Exhibit "A-3"** attached hereto.

Reservations from and Exceptions to Conveyance and Warranty:

1. All reservations, exceptions, notices and encumbrances of record.
2. Any and all ad valorem taxes, standby fees and assessments by any taxing authority for prior years, the current year and all subsequent years.
3. Liens described as part of the Consideration and any other liens described in this deed as being either assumed or subject to which title is taken; validly existing easements, rights-of-way, and prescriptive rights, whether of record or not; all presently recorded and validly existing restrictions, reservations, covenants, conditions, oil and gas leases, mineral interests outstanding in persons other than Grantor, that affect the Property; validly existing rights of adjoining owners in any walls and fences situated on a common boundary; any discrepancies, conflicts, or shortages in area or boundary lines; any encroachments or overlapping of improvements; all rights, obligations, and other matters arising from and existing by reason of the rights of the United States of America, the State of Texas and all political subdivisions and all agencies and other governmental authorities and the public arising thereunder and all governmental rules and regulations; and all other matters to the extent same are recorded in the Official Records of Real Property of the County in which the Property is located or that may be evidenced from a physical inspection of the Property.

THIS IS AN ARMS-LENGTH AGREEMENT BETWEEN THE PARTIES. THE PURCHASE PRICE WAS BARGAINED ON THE BASIS OF AN "AS IS, WHERE IS" TRANSACTION AND REFLECTS THE AGREEMENT OF THE PARTIES THAT THERE ARE NO REPRESENTATIONS, DISCLOSURES, OR EXPRESS OR IMPLIED WARRANTIES, EXCEPT FOR THE WARRANTY OF TITLE STATED HEREIN. GRANTEE ACKNOWLEDGES AND AGREES THAT, EXCEPT AS EXPRESSLY SET FORTH HEREIN, GRANTOR HAS NOT MADE, DOES NOT MAKE AND SPECIFICALLY NEGATES AND DISCLAIMS ANY REPRESENTATIONS, WARRANTIES (OTHER THAN THE WARRANTY OF TITLE AS SET OUT IN THIS DEED), PROMISES, COVENANTS, AGREEMENTS OR GUARANTIES OF ANY KIND OR CHARACTER WHATSOEVER, WHETHER EXPRESS OR IMPLIED, ORAL OR WRITTEN, PAST, PRESENT OR FUTURE, OF, AS TO, CONCERNING OR WITH RESPECT TO (A) THE VALUE, NATURE, QUALITY OR CONDITION OF THE PROPERTY, INCLUDING, WITHOUT LIMITATION, THE WATER, SOIL AND GEOLOGY, (B) THE INCOME TO BE DERIVED FROM THE PROPERTY, (C) THE SUITABILITY OF THE PROPERTY FOR ANY AND ALL ACTIVITIES AND USES WHICH GRANTEE MAY CONDUCT THEREON, (D) THE COMPLIANCE OF OR BY THE PROPERTY OR ITS OPERATION WITH ANY LAWS, RULES, ORDINANCES OR REGULATIONS OF ANY APPLICABLE GOVERNMENTAL AUTHORITY OR BODY, (E) THE HABITABILITY, MERCHANTABILITY, MARKETABILITY, PROFITABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF THE PROPERTY, (F) THE MANNER OR QUALITY OF THE CONSTRUCTION OR MATERIALS, IF ANY, INCORPORATED INTO THE PROPERTY, (G) THE MANNER, QUALITY, STATE OF REPAIR OR LACK OF REPAIR OF THE PROPERTY, OR (H) ANY

OTHER MATTER WITH RESPECT TO THE PROPERTY, AND SPECIFICALLY THAT GRANTOR HAS NOT MADE, DOES NOT MAKE AND SPECIFICALLY DISCLAIMS ANY REPRESENTATIONS REGARDING COMPLIANCE WITH ANY ENVIRONMENTAL PROTECTION, POLLUTION OR LAND USE LAWS, RULES, REGULATIONS, ORDERS OR REQUIREMENTS, INCLUDING THE EXISTENCE IN OR ON THE PROPERTY OF HAZARDOUS MATERIALS. GRANTEE FURTHER ACKNOWLEDGES AND AGREES THAT HAVING BEEN GIVEN THE OPPORTUNITY TO INSPECT THE PROPERTY, GRANTEE IS RELYING SOLELY ON ITS OWN INVESTIGATION OF THE PROPERTY AND NOT ON ANY INFORMATION PROVIDED OR TO BE PROVIDED BY GRANTOR AND ACCEPTS THE PROPERTY AND WAIVE ALL OBJECTIONS OR CLAIMS AGAINST GRANTOR (INCLUDING, BUT NOT LIMITED TO, ANY RIGHT OR CLAIM OF CONTRIBUTION) ARISING FROM OR RELATED TO THE PROPERTY OR TO ANY HAZARDOUS MATERIALS ON THE PROPERTY. GRANTEE FURTHER ACKNOWLEDGES AND AGREES THAT ANY INFORMATION PROVIDED OR TO BE PROVIDED WITH RESPECT TO THE PROPERTY WAS OBTAINED FROM A VARIETY OF SOURCES AND THAT GRANTOR HAS NOT MADE ANY INDEPENDENT INVESTIGATION OR VERIFICATION OF SUCH INFORMATION AND MAKES NO REPRESENTATIONS AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION. GRANTOR IS NOT LIABLE OR BOUND IN ANY MANNER BY ANY VERBAL OR WRITTEN STATEMENTS, REPRESENTATIONS OR INFORMATION PERTAINING TO THE PROPERTY, OR THE OPERATION THEREOF, FURNISHED BY ANY REAL ESTATE BROKER, AGENT, EMPLOYEE, SERVANT OR OTHER PERSON. GRANTEE FURTHER ACKNOWLEDGES AND AGREES THAT, EXCEPT AS EXPRESSLY SET FORTH ABOVE, TO THE MAXIMUM ENTENT PERMITTED BY LAW, THE SALE OF THE PROPERTY AS PROVIDED FOR HEREIN IS MADE ON AN "AS IS" CONDITION AND BASIS WITH "ALL FAULTS". IT IS UNDERSTOOD AND AGREED THAT THE PURCHASE PRICE HAS BEEN ADJUSTED BY PRIOR NEGOTIATION TO REFLECT THAT ALL OF THE PROPERTY IS SOLD BY GRANTOR AND PURCHASED BY GRANTEE SUBJECT TO THE FOREGOING.

Grantor, for the consideration set forth above and subject to the reservations from and exceptions to conveyance and warranty, grants, sells, and conveys to Grantee the Property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever. Grantor binds Grantor and Grantor's heirs, executors, administrators, and successors to warrant and forever defend all and singular the property to Grantee and Grantee's heirs, executors, administrators, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to conveyance and warranty, when the claim is by through or under Grantor, but not otherwise.

It is expressly agreed that the Vendor's Lien, as well as Superior Title and the Second Lien in and to the above described premises, are retained against the above described property, premises and improvements until the above described Note and all interest thereon are fully paid according to the face, tenor, effect and reading thereof, when this Deed shall become absolute. PIONEER BANK SSB ("Lender"), at the instance and request of the Grantee herein, having advanced and paid in cash to the Grantor herein that portion of the purchase price of the herein described property as is evidenced by the hereinabove described Note, the Vendor's Lien, together with the Superior Title and Second Lien to said property, is retained herein for the benefit of said Lender and the same are hereby TRANSFERRED AND ASSIGNED to said Lender, its successors and assigns.

When the context requires, singular nouns and pronouns include the plural.

The payment of current ad valorem taxes on the property is assumed by Grantee.

Executed the 20 day SEPTEMBER, 2018.

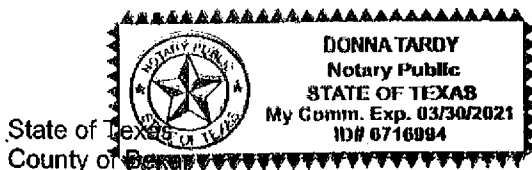
Grantor: LIFTFUND INC.,
a Texas corporation
By: [Signature]
Richard Ruebe, Chief Operating Officer

AGREED TO AND ACCEPTED:

Grantee: QUACKERY DEVELOPMENT GROUP, LLC,
a Texas limited liability company
By: [Signature]
Elizabeth Wammack, Manager
By: [Signature]
Frank G. Guerra, Manager
By: [Signature]
Carey Quackenbush, Manager

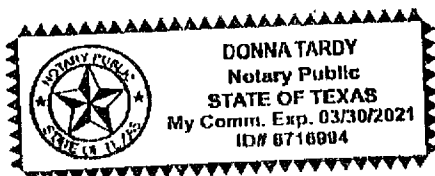
State of Texas
County of Bexar

This instrument was acknowledged before me on this 20 day of SEPTEMBER, 2018, by Richard Ruebe, Chief Operating Officer of LIFTFUND INC., a Texas corporation and on behalf of said corporation.



[Signature]
Notary Public in and for said State of Texas

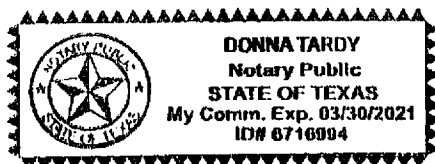
This instrument was acknowledged before me on this 20 day of SEPTEMBER, 2018, by Elizabeth Wammack, Manager of QUACKERY DEVELOPMENT GROUP, LLC, a Texas limited liability company and on behalf of said company.




[Signature]
Notary Public in and for said State of Texas

State of Texas
County of Bexar

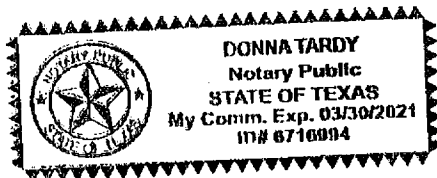
This instrument was acknowledged before me on this 26 day of SEPTEMBER, 2018, by Frank G. Guerra, Manager of QUACKERY DEVELOPMENT GROUP, LLC, a Texas limited liability company and on behalf of said company.

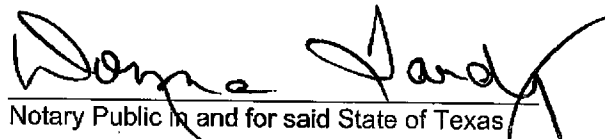



Notary Public in and for said State of Texas

State of Texas
County of Bexar

This instrument was acknowledged before me on this 20 day of SEPTEMBER, 2018, by Carey Quackenbush, Manager of QUACKERY DEVELOPMENT GROUP, LLC, a Texas limited liability company and on behalf of said company.




Notary Public in and for said State of Texas

AFTER RECORDING RETURN TO:
QUACKERY DEVELOPMENT GROUP, LLC
Attn: Elizabeth Wammack
219 East Houston St., Suite 350
San Antonio, Texas 7820

Exhibit A

Exhibit "A"
(Legal Description)

TRACT II:

Being 0.114 acres of land, more or less, out of Lots 9 and 10, New City Block 372, City of San Antonio, Bexar County, Texas, and being designated as Tract I on survey plat prepared this same date, said 0.114 acres being more particularly described by metes and bounds as follows:

COMMENCING at a 1/2 inch Iron rod found for the southwest corner of Lot 8, New City Block 372, same being at the intersection of the East Right-of-Way line of Lewis Street and the North Right-of-Way of W. Poplar (Poplar per Deed), same also being the southwest corner of the Accion Texas, Inc., 0.298 acres (Volume 9719, Page 483) and the POINT OF COMMENCEMENT;

THENCE along the North Right-of-Way of W. Poplar, South 89 degrees 47 minutes 43 seconds East, a distance of 74.87 feet (called 75.00 feet) to a 1/2 inch iron rod found for the southeast corner of said Lot 8, same being the southwest corner of this 0.114 acres and the POINT OF BEGINNING;

THENCE along the line common to this 0.114 acres and said Accion 0.298 acres, North 00 degrees 11 minutes 54 seconds East, a distance of 83.00 feet to an "X" set on concrete for the northwest corner of this 0.114 acres, same being the southwest corner of the Accion Texas, Inc., 0.106 acres (Volume 14882, Page 352);

THENCE along the line common to this 0.114 acres and said Accion 0.106 acres, South 89 degrees 48 minutes 06 seconds East, a distance of 59.88 feet (called 60.00 feet) to a 1/2 inch iron rod found for the northeast corner of this 0.114 acres, same being the southeast corner of said Accion 0.106 acres and in the West Line of Tract II surveyed this same date;

THENCE along the line common to this 0.114 acres and said Tract II, South 00 degrees 11 minutes 54 seconds West, a distance of 83.00 feet to an "X" set on concrete for the southeast corner of this 0.114 acres, same being the southwest corner of said Tract II and in the North Right-of-Way line of said W. Poplar;

THENCE along the North Right-of-Way line of said W. Poplar, North 89 degrees

48 minutes 06 seconds West, a distance of 59.88 feet (called 60.00 feet) to the
POINT OF BEGINNING, and containing 0.114 acres of land, more or less.

Exhibit A-1

Northstar Land Surveying, Inc.
9033 Aero St., Suite 105
San Antonio, Texas 78217
(210) 826-6228

FIELD NOTES FOR

A 0.095 ACRE TRACT OF LAND OUT OF LOTS 8 AND 9, BLOCK 10, NEW CITY BLOCK 372, SAN ANTONIO, BEXAR COUNTY, TEXAS, BEING THE SAME TRACT AS RECORDED IN VOLUME 9453, PAGE 2165, OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF BEXAR COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING: At a set ½ inch iron rod at the intersection of the east right-of-way line of Lewis St., the south line of a 14.8 foot alley, the northwest corner of Lot 8, the northwest corner of the herein described tract;

THENCE: South 89 degrees 48 minutes 06 seconds East (bearings are based on the referenced deed), 75.00 feet coincident with the south line of the 14.8 foot alley, to a set ½ inch iron rod, the northwest corner of a 0.106 acre tract as recorded in Volume 9453, Page 2180, Official Public Records of Real Property of Bexar County, Texas, the northeast corner of the herein described tract;

THENCE: South 00 degrees 11 minutes 54 seconds West, 55.00 feet coincident with the west line of the aforementioned 0.106 acre tract, to a set mag nail, the northeast corner of a 0.180 acre tract as recorded in the aforementioned Volume 9453, Page 2165, Official Public Records of Real Property of Bexar County, Texas, the southeast corner of the herein described tract;

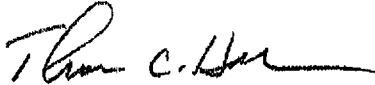
THENCE: North 89 degrees 48 minutes 06 seconds West, 75.00 feet coincident with the north line of the aforementioned 0.180 acre tract to a set mag nail on the east right-of-way line of Lewis St., the northwest corner of the 0.180 acre tract, the southwest corner of the herein described tract;

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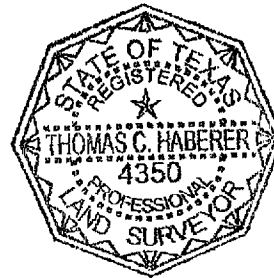
0.095 acres
Page 2 of 2

THENCE: North 00 degrees 11 minutes 54 seconds East, 55.00 feet coincident with the east right-of-way line of Lewis St. to the **POINT OF BEGINNING**, containing 0.095 acres.

These Field Notes are based on a survey made on the ground and a survey map prepared by employees of Northstar Land Surveying, Inc. who were working under my supervision.


Thomas C. Haberer
Registered Professional Land Surveyor #4350

December 13, 2010
Job No. 12-10-0081(0.095)



Northstar Land Surveying, Inc.***9033 Aero St., Suite 105******San Antonio, Texas 78217******(210) 826-6228*****FIELD NOTES FOR**

A 0.180 ACRE TRACT OF LAND OUT OF LOTS 8 AND 9, BLOCK 10, NEW CITY BLOCK 372, SAN ANTONIO, BEXAR COUNTY, TEXAS, BEING THE SAME TRACT AS RECORDED IN VOLUME 9453, PAGE 2165, OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF BEXAR COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING: At a set ½ inch iron rod at the intersection of the north right-of-way line of W. Poplar St. and the east right-of-way line of Lewis St., the southwest corner of Lot 8, the southwest corner of the herein described tract;

THENCE: North 00 degrees 11 minutes 54 seconds East (bearings are based on the referenced deed), 105.00 feet coincident with the east right-of-way line of Lewis St. to a set mag nail, the southwest corner of a 0.095 acre tract as recorded in the aforementioned referenced deed, the northwest corner of the herein described tract;

THENCE: South 89 degrees 48 minutes 06 seconds East, 75.00 feet coincident with the south line of the aforementioned 0.095 acre tract, to a set mag nail on the west line of a 0.106 acre tract as recorded in Volume 9453, Page 2180, Official Public Records of Real Property of Bexar County, Texas, the southeast corner of the 0.095 acre tract, the northeast corner of the herein described tract;


THENCE: South 00 degrees 11 minutes 54 seconds West, at 22.00 feet, a set mag nail, the southwest corner of the aforementioned 0.106 acre tract, the northwest corner of a 0.114 acre tract of land as recorded in Volume 9719, Page 483, Official Public Records of Real Property of Bexar County, Texas, and continuing with the west line of the aforementioned 0.114 acre tract, a total distance of 105.00 feet to a set ½ inch iron rod on the north right-of-way line of W. Poplar St., the southwest corner of the 0.114 acre tract, the southeast corner of the herein described tract;

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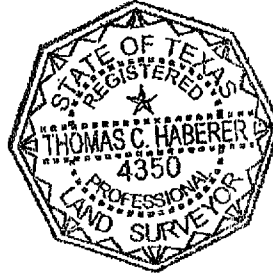
0.180 acres
Page 2 of 2

THENCE: North 89 degrees 48 minutes 06 seconds West, 75.00 feet to the **POINT OF BEGINNING**, containing 0.180 acres.

These Field Notes are based on a survey made on the ground and a survey map prepared by employees of Northstar Land Surveying, Inc. who were working under my supervision.


Thomas C. Haberer
Registered Professional Land Surveyor #4350

December 13, 2010
Job No. 12-10-0081(0.180)



Northstar Land Surveying, Inc.

***9033 Aero St., Suite 105
San Antonio, Texas 78217
(210) 826-6228***

FIELD NOTES FOR

A 0.106 ACRE TRACT OF LAND OUT OF LOTS 9 AND 10, BLOCK 10, NEW CITY BLOCK 372, SAN ANTONIO, BEXAR COUNTY, TEXAS, BEING THE SAME TRACT AS RECORDED IN VOLUME 9453, PAGE 2180, OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF BEXAR COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING: At a set ½ inch iron rod at the intersection of the east right-of-way line of Lewis St. and the south line of a 14.8 foot alley, the northwest corner of Lot 8 and a 0.095 acre tract as recorded in Volume 9453, Page 2165, Official Public Records of Real Property of Bexar County, Texas;

THENCE: South 89 degrees 48 minutes 06 seconds East (bearings are based on the referenced deed), 75.00 feet coincident with the south line of the 14.8 foot alley, the north line of the aforementioned 0.095 acre tract, to a set ½ inch iron rod, the northeast corner of the aforementioned 0.095 acre tract, the northwest corner and **POINT OF BEGINNING** of the herein described tract;

THENCE: South 89 degrees 48 minutes 06 seconds East, 60.00 feet coincident with the south line of the 14.8 foot alley, to a set ½ inch iron rod, the northwest corner of the east 15 feet of Lot 10 and the west 35 feet of Lot 11 as recorded in Volume 9719, Page 483, Official Public Records of Real Property of Bexar County, Texas, the northeast corner of the herein described tract;

THENCE: South 00 degrees 11 minutes 54 seconds West, 77.00 feet coincident with the west line of the aforementioned east 15 feet of Lot 10 and the west 35 feet of Lot 11, to a set ½ inch iron rod, the northeast corner of a 0.114 acre tract as recorded in the aforementioned Volume 9719, Page 483, Official Public Records of Real Property of Bexar County, Texas, the southeast corner of the herein described tract;

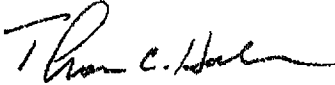
THENCE: North 89 degrees 48 minutes 06 seconds West, 60.00 feet coincident with the north line of the aforementioned 0.114 acre tract to a set mag nail on the east line of a 0.180 acre tract as recorded in Volume 9453, Page 2165, Official Public Records of Real Property of Bexar County, Texas, the southwest corner of the herein described tract;

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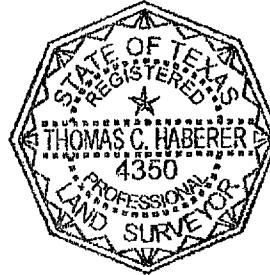
0.106 acres
Page 2 of 2

THENCE: North 00 degrees 11 minutes 54 seconds East, 77.00 feet coincident with the east line of the aforementioned 0.180 acre tract and the 0.095 acre tract to the **POINT OF BEGINNING**, containing 0.106 acres.

These Field Notes are based on a survey made on the ground and a survey map prepared by employees of Northstar Land Surveying, Inc. who were working under my supervision.


Thomas C. Haberer
Registered Professional Land Surveyor #4350

December 13, 2010
Job No. 12-10-0081(0.106)



File Information

**eFILED IN THE OFFICIAL PUBLIC eRECORDS OF BEXAR COUNTY
GERARD C. RICKHOFF, BEXAR COUNTY CLERK**

Document Number: 20180190217
Recorded Date: September 25, 2018
Recorded Time: 3:03 PM
Total Pages: 14
Total Fees: \$74.00

**** THIS PAGE IS PART OF THE DOCUMENT ****

**** Do Not Remove ****

Any provision herein which restricts the sale or use of the described real property because of race is invalid and unenforceable under Federal law

STATE OF TEXAS, COUNTY OF BEXAR

I hereby Certify that this instrument was eFILED in File Number Sequence on this date and at the time stamped hereon by me and was duly eRECORDED in the Official Public Record of Bexar County, Texas on: 9/25/2018 3:03 PM




Gerard C. Rickhoff
Bexar County Clerk