

**First American Title
WHEN RECORDED, RETURN TO:**

Marc D. Blonstein, Esq.
Berens, Kozub, Kloberdanz & Blonstein, PLC
7047 East Greenway Pkwy., Suite 140
Scottsdale, Arizona 85254

DATE/TIME: 11/27/2012 1505

FEE: \$11.00

PAGES: 3

FEE NUMBER: 2012-101586



316 560756

SPECIAL WARRANTY DEED

For the consideration of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, SFD Rancho Mirage, LLC, an Arizona limited liability company (collectively "Grantor"), does hereby grant and convey to Rancho Mirage 93, LLC, an Arizona limited liability company ("Grantee"), that certain real property situated in Pinal County, Arizona, together with all of Grantor's rights, if any and without representation or warranty, in and to the following: (a) all appurtenances, hereditaments, easements, rights-of-way, reversions, remainders, development rights, water rights and air rights appurtenant thereto; (b) any rights to any adjoining strips or gores of property and any land lying within the bed of any adjoining street; and (c) any other rights or privileges appurtenant to such real property or used in connection therewith (collectively, the "Property"), described as follows:

SEE EXHIBIT "1" ATTACHED HERETO AND
INCORPORATED HEREIN BY THIS REFERENCE

SUBJECT TO: All non-delinquent taxes and other assessments; reservations in patents, reserved water rights, and all easements, rights of way, encumbrances, liens, covenants, conditions, restrictions, obligations and liabilities as may appear of record; all matters that would be revealed by an inspection or accurate ALTA survey meeting the Minimum Standard Detail Requirements for ALTA/ACSM Land Title Surveys jointly established by the American Land Title Association and American Congress on Surveying & Mapping in 2011, including all optional items in Table A, Optional Survey Responsibilities and Specifications.

The Grantor hereby binds itself and its successors to warrant and defend the title against all acts of Grantor herein and no other, subject only to the matters above set forth.

SIGNATURE AND ACKNOWLEDGMENT PAGES TO FOLLOW

316 560756

DATED this 27 day of November, 2012.

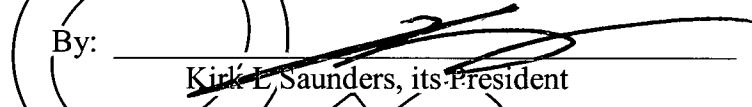
GRANTOR:

SFD Rancho Mirage, L.L.C., an Arizona limited liability company

By: SFD Real Estate Opportunity Fund, L.L.C., an Arizona limited liability company
Its: Member

By: SFD Management L.L.C., an Arizona limited liability company
Its: Manager

By: Saunders & Amos Management, Inc., an Arizona corporation
Its: Manager

By: 
Kirk L. Saunders, its President

STATE OF ARIZONA)

) ss.

COUNTY OF PIMA)

The foregoing instrument was acknowledged before me this 27 day of November, 2012, by Kirk L. Saunders, the president of Saunders & Amos Management, Inc., the manager of SFD Management L.L.C., the manager of SFD Real Estate Opportunity Fund, L.L.C., the member of SFD Rancho Mirage, L.L.C., an Arizona limited liability company, who acknowledged that he executed the foregoing document for the purposes therein contained.


Notary Public

My Commission Expires:

10/14/2015

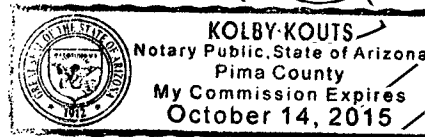


Exhibit "A "

PARCEL NO. 1:

LOTS 1 THROUGH 8 INCLUSIVE AND 63 THROUGH 147, INCLUSIVE, OF RANCHO MIRAGE ESTATES PARCEL 1, ACCORDING TO THE PLAT OF RECORD IN THE OFFICE OF THE COUNTY RECORDER OF PINAL COUNTY, ARIZONA, RECORDED IN CABINET F, SLIDE 113 AND AFFIDAVIT(S) OF CORRECTION RECORDED AS 2006-049584 OF OFFICIAL RECORDS AND AS 2007-068712 OF OFFICIAL RECORDS.

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AFFIDAVIT OF PROPERTY VALUE

1. ASSESSOR'S PARCEL IDENTIFICATION NUMBER(S)

Primary Parcel: 502-55-0010

BOOK MAP PARCEL SPLIT

Does this sale include any parcels that are being split / divided?

(Check one: Yes No)

How many parcels, other than the Primary Parcel, are included in this sale? 92

Please list the additional parcels below (attach list if necessary):

- (1) 502-55-0011 (2) 502-55-0012
- (3) 502-55-0013 (4) 502-55-0014

2. SELLER'S NAME AND ADDRESS:

SFD Rancho Mirage, LLC
9240 South Kenneth Place
Phoenix, AZ 85284

3. (a) BUYER'S NAME AND ADDRESS:

Rancho Mirage 93, LLC
9383 E. Bahia Drive Ste 130
Scottsdale, AZ 85260

(b) Are the Buyer and Seller related? Yes No
 If Yes, state relationship: _____

4. ADDRESS OF PROPERTY:

Rancho Mirage
Maricopa, AZ

5. MAIL TAX BILL TO:

Rancho Mirage 93, LLC
9383 E. Bahia Drive Ste 130
Scottsdale, AZ 85260

6. PROPERTY TYPE (for primary parcel): NOTE: Check Only One Box

- a. Vacant land
- b. Single Family Residence
- c. Condo or Townhouse
- d. 2-4 Plex
- e. Apartment Building
- f. Commercial or Industrial Use
- g. Agriculture
- h. Mobile or manufactured Home
 Affixed Not Affixed
- i. Other Use; Specify: _____

7. RESIDENTIAL BUYER'S USE: If you checked **b, c, d** or **h** in item 6 above, please check one of the following:

- To be used as a primary residence. Owner occupied, not a primary residence.
- To be rented to someone other than a "family member".

See reverse side for definition of a "primary residence" or "family member."

8. If you checked e or f in item 6 above, indicate the number of units:
 For Apartments, Motels / Hotels, Mobile Home / RV Parks, etc.

9. TYPE OF DEED OR INSTRUMENT (Check Only One Box):

- a. Warranty Deed
- b. Special Warranty Deed
- c. Joint Tenancy Deed
- d. Contract or Agreement
- e. Quit Claim Deed
- f. Other: _____

THE UNDERSIGNED BEING DULY SWORN, ON OATH, SAYS THAT THE FOREGOING INFORMATION IS A TRUE AND CORRECT STATEMENT OF THE FACTS PERTAINING TO THE TRANSFER OF THE ABOVE DESCRIBED PROPERTY.

Signature of Seller / Agent _____
 State of AZ, County of Pima
 Subscribed and sworn to before me on this 21 day of November 2012
 Notary Public Kolby Kouts
 Notary Expiration Date 10/14/2015

FOR RECORDER'S USE ONLY

PINAL COUNTY

DATE/TIME: 11/27/2012 1505

FEE NUMBER: 2012-101586

10. SALE PRICE: \$ 2,325,000.00 00

11. DATE OF SALE (Numeric Digits): 1 1 / 1 2
 Month/Year

12. DOWN PAYMENT \$ 2,325,000 00

13. METHOD OF FINANCING:

- a. Cash (100% of Sale Price)
- b. Barter or trade
- c. Assumption of existing loan(s)
- d. Seller Loan (Carryback)
- e. New loan(s) from Financial institution:
 (1) Conventional
 (2) VA
 (3) FHA
- f. Other financing; Specify: _____

14. PERSONAL PROPERTY (see reverse side for definition):

(a) Did the Sale Price in item 10 include Personal Property that impacted the Sale Price by 5 percent or more? Yes No

(b) If Yes, provide the dollar amount of the Personal Property:
 \$ 00 AND

briefly describe the Personal Property: _____

15. PARTIAL INTEREST: If only a partial ownership interest is being sold,

briefly describe the partial interest: _____

16. SOLAR / ENERGY EFFICIENT COMPONENTS:

(a) Did the Sale Price in Item 10 include solar energy devices, energy efficient building components, renewable energy equipment or combined heat and power systems that impacted the Sale Price by 5 percent or more? Yes No

If Yes, briefly describe the solar / energy efficient components: _____

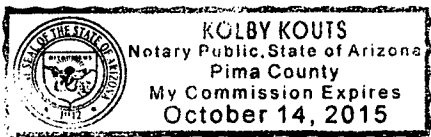
17. PARTY COMPLETING AFFIDAVIT (Name, Address, Phone Number):

First American Title Insurance Company National Commercial Services
2425 E. Camelback Road, Suite 300
Phoenix, AZ 85016
NCS-560756-PHX1 (cap) Phone (602)567-8100

18. LEGAL DESCRIPTION (attach copy if necessary):

See attached Exhibit "A"

Signature of Buyer / Agent _____
 State of _____, County of _____
 Subscribed and sworn to before me on this _____ day of _____ 20____
 Notary Public _____
 Notary Expiration Date _____



AFFIDAVIT OF PROPERTY VALUE

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Primary Parcel: 502-55-0010
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Check one: Yes No

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Please list the additional parcels below (attach list if necessary):

(1) 502-55-0011 (2) 502-55-0012
 (3) 502-55-0013 (4) 502-55-0014

2. SELLER'S NAME AND ADDRESS:

SFD Rancho Mirage, LLC
9240 South Kenneth Place
Phoenix, AZ 85284

3. (a) BUYER'S NAME AND ADDRESS:

Rancho Mirage 93, LLC
8249 E. Vista de Valle
Scottsdale, AZ 85255

(b) Are the Buyer and Seller related? Yes No

If Yes, state relationship:

4. ADDRESS OF PROPERTY:

Rancho Mirage
Maricopa, AZ

5. MAIL TAX BILL TO:

Rancho Mirage 93, LLC
8249 E. Vista de Valle
Scottsdale, AZ 85255

6. PROPERTY TYPE (for primary parcel): NOTE: Check Only One Box

- a. Vacant land
 b. Single Family Residence
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 d. 2-4 Plex
 e. Apartment Building
 f. Commercial or Industrial Use
 g. Agriculture
 h. Mobile or manufactured Home
 Affixed Not Affixed
 i. Other Use; Specify:

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- a. Warranty Deed
 b. Special Warranty Deed
 c. Joint Tenancy Deed
 d. Contract or Agreement
 e. Quit Claim Deed
 f. Other:

THE UNDERSIGNED BEING DULY SWORN, ON OATH, SAYS THAT THE FOREGOING INFORMATION IS A TRUE AND CORRECT STATEMENT OF THE FACTS PERTAINING TO THE TRANSFER OF THE ABOVE DESCRIBED PROPERTY.

Signature of Seller / Agent _____

State of _____, County of _____

Subscribed and sworn to before me on this _____ day of _____ 20____

Notary Public _____

Notary Expiration Date _____

DOR FORM 82162 (08/2012)

FOR RECORDER'S USE ONLY

10. SALE PRICE: \$2,325,000.00 00

11. DATE OF SALE (Numeric Digits): 1 1 / 1 2
 Month/Year

12. DOWN PAYMENT \$2,325,000 00

13. METHOD OF FINANCING:

- a. Cash (100% of Sale Price)
 b. Barter or trade
 c. Assumption of existing loan(s)
 d. Seller Loan (Carryback)
 e. New loan(s) from Financial institution:
 (1) Conventional
 (2) VA
 (3) FHA
 f. Other financing; Specify:

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\$ 00 AND

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If Yes, briefly describe the solar / energy efficient components:

17. PARTY COMPLETING AFFIDAVIT (Name, Address, Phone Number):

First American Title Insurance Company National Commercial Services

2425 E. Camelback Road, Suite 300

Phoenix, AZ 85016

NCS-560756-PHX1 (cap) Phone (602)567-8100

18. LEGAL DESCRIPTION (attach copy if necessary):

See attached Exhibit "A"

Signature of Buyer / Agent See Attached

State of _____, County of _____

Subscribed and sworn to before me on this _____ day of _____ 20____

Notary Public _____


Notary Expiration Date _____

BUYER'S SIGNATURE PAGE TO AFFIDAVIT OF PROPERTY VALUE

RANCHO MIRAGE 93, LLC,
an Arizona limited liability company

By: Paradigm Private Equity Holdings, L.L.C.,
an Arizona limited liability company, Its Manager

By: Arizona Crows Nest Ventures, LLC, an Arizona
limited liability company, Its: Manager

By: 
William Southworth, Sole Member

By: Arret Investments, LLC, an Arizona
limited liability company, Its: Manager

By: 
Steven La Terra, Manager

STATE OF ARIZONA

} ss.

County of Maricopa

The foregoing instrument was acknowledged before me this 26th day of November, 2012, by William Southworth, the sole member of Arizona Crow's Nest Ventures, LLC, the manager of Paradigm Private Equity Holdings, L.L.C., the manager of Rancho Mirage 93, LLC, an Arizona limited liability company, on behalf of the company, for the purposes therein contained.


Notary Public

My Commission Expires:




MARC BLONSTEIN
Notary Public - Arizona
Maricopa County
Expires on 01/19/2014

STATE OF ARIZONA

} ss.

County of Maricopa

The foregoing instrument was acknowledged before me this 26th day of November, 2012, by Steven La Terra, the manager of Arret Investments, LLC, the manager of Paradigm Private Equity Holdings, L.L.C., the manager of Rancho Mirage 93, LLC, an Arizona limited liability company, on behalf of the company, for the purposes therein contained.


Notary Public

My Commission Expires:



MARC BLONSTEIN
Notary Public - Arizona
Maricopa County
Expires on 01/19/2014

Exhibit "A "

PARCEL NO. 1:

LOTS 1 THROUGH 8 INCLUSIVE AND 63 THROUGH 147, INCLUSIVE, OF RANCHO MIRAGE ESTATES PARCEL 1, ACCORDING TO THE PLAT OF RECORD IN THE OFFICE OF THE COUNTY RECORDER OF PINAL COUNTY, ARIZONA, RECORDED IN CABINET F, SLIDE 113 AND AFFIDAVIT(S) OF CORRECTION RECORDED AS 2006-049584 OF OFFICIAL RECORDS AND AS 2007-068712 OF OFFICIAL RECORDS.

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