

BILL OF SALE
(BLUES CITY BREWERY, LLC)

THIS BILL OF SALE is made as of the 31st day of December, 2020, by BLUES CITY BREWERY, LLC, a Tennessee limited liability company ("**Assignor**"), to THE ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE, a public not-for-profit corporation of the State of Tennessee, with an office in Memphis, Tennessee ("**Assignee**").

WITNESSETH:

That Assignor, for valuable consideration, receipt of which is hereby acknowledged, does hereby sell, assign, and transfer unto Assignee, all right, title and interest in and to certain personal property (the "**Property**") described in **Exhibit "A"** attached hereto and incorporated herein by reference and located at 5151 E. Raines Road, Memphis, Tennessee, and utilized by Assignor for its operations;

That Assignor does hereby avow itself to be the true and lawful owner of the Property;

That Assignor has full power, good right, and lawful authority to dispose of the Property in the manner aforesaid; and

That Assignor does warrant that the Property is unencumbered, except as provided in **Exhibit "B"** attached hereto.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly qualified officers, to be effective as of the date first above written.

ASSIGNOR:

BLUES CITY BREWERY, LLC
a Tennessee limited liability company

By: 

Name: ALLEN WELCH

Title: PLANT MANAGER

BILL OF SALE

EXHIBIT A

PERSONAL PROPERTY

See attached list.

Together with any and all replacements of the foregoing during the term of the Personal Property Lease Agreement dated concurrently herewith in accordance with the terms and conditions thereof.

Deprec Group	FA List#	In Service Date	Area	Property Description	Book Cost	Pilot Year	Group
1	4133	2/15/20	Warehouse	Maint Cart MX-1600 unit 131889	10,964.03	2020 PILOT 2	Equipment
1	4134	3/01/20	Warehouse	2014 Hyster E65XN Unit #20678	19,508.07	2020 PILOT 2	Equipment
1	4135	3/01/20	Warehouse	2014 Hyster E65XN Unit #20679	19,508.06	2020 PILOT 2	Equipment
1	4136	3/01/20	Warehouse	2014 Hyster E65XN Unit #20680	19,508.06	2020 PILOT 2	Equipment
1	4137	3/01/20	Warehouse	2014 Hyster E65XN Unit #20681	19,508.06	2020 PILOT 2	Equipment
1	4138	3/15/20	Warehouse	CSH Minute Miser Unit #150068	6,999.00	2020 PILOT 2	Equipment
1	4139	4/01/20	Warehouse	2015 Yale ERC060VG	23,628.00	2020 PILOT 2	Equipment
1	4140	4/01/20	Warehouse	2015 Yale ERC060VG	23,628.00	2020 PILOT 2	Equipment
1	4141	4/01/20	Warehouse	2015 Yale ERC060VG	23,628.00	2020 PILOT 2	Equipment
1	4142	4/01/20	Warehouse	2015 Yale ERC060VG	23,628.00	2020 PILOT 2	Equipment
1	4143	4/01/20	Warehouse	2015 Yale ERC060VG	23,628.00	2020 PILOT 2	Equipment
1	4144	4/15/20	Warehouse	CSH Minute Miser Unit #150401	7,681.40	2020 PILOT 2	Equipment
1	4145	4/15/20	Warehouse	CSH Minute Miser Unit #150402	7,681.40	2020 PILOT 2	Equipment
1	4146	5/01/20	Warehouse	Hawker Fork Batteries (5)	35,141.95	2020 PILOT 2	Equipment
1	4147	5/01/20	Warehouse	Hawker Fork Batteries (5)	44,659.47	2020 PILOT 2	Equipment
1	4148	4/01/20	Warehouse	Vertical Aluminum Can Baler	166,046.13	2020 PILOT 2	Equipment
1	4149	1/01/20	Powerhouse	6K Gal Bulk Caustic Stg Tank - WWTP	35,251.38	2020 PILOT 2	Equipment
1	4150	6/01/20	QA	AntonPaar Density Meter C-Box	34,568.57	2020 PILOT 2	Equipment
1	4151	6/01/20	QA	AntonPaar Auto Sample Magazine	11,979.00	2020 PILOT 2	Equipment
1	4152	6/01/20	QA	AntonPaar Beer Alcolyzer	20,549.97	2020 PILOT 2	Equipment
1	4153	6/01/20	QA	AntonPaar CBOX CO2/O2 Meter	38,741.25	2020 PILOT 2	Equipment
1	4154	1/07/20	Warehouse	2015 Yale ERC060VG	23,620.00	2020 PILOT 2	Equipment
1	4155	3/18/20	Warehouse	CSH Minute Miser Unit #150120	6,999.00	2020 PILOT 2	Equipment
1	4176	5/01/20	VP2	BigAss Overhead Fans VP2	81,484.82	2020 PILOT 2	Equipment
1	4186	10/01/20	Warehouse	Lid Storage and Racking	99,986.20	2020 PILOT 2	Equipment
1	4215	10/01/20	Can 4	C4 Mezzanine Platforms	151,850.00	2020 PILOT 2	Equipment
1	4216	10/01/20	Can 4	C4 Operator Platforms	16,515.00	2020 PILOT 2	Equipment
1	4221	6/01/20	Powerhouse	Substation 9A & 9B Upgrade	633,114.00	2020 PILOT 2	Equipment
1	4232	6/01/20	Can 5	C5 Mezzanine Platforms	187,657.00	2020 PILOT 2	Equipment
1	4234	6/01/20	Can 5	C5 Operator Platforms	66,129.14	2020 PILOT 2	Equipment
1	4238	6/01/20	Can 5	C5 Rinser Stairs	19,982.00	2020 PILOT 2	Equipment
1	4242	9/01/20	Can 5	C5 Stairs to Pallet Platform	11,400.00	2020 PILOT 2	Equipment
1	4247	7/01/20	Powerhouse	Substation 12A & 12B (C5)	1,224,429.36	2020 PILOT 2	Equipment
1	4250	6/01/20	Can 6	C6 Conveyor Crossover Platform	29,920.00	2020 PILOT 2	Equipment
1	4252	3/01/20	Can 6	C6 Conveyor Platforms	91,300.00	2020 PILOT 2	Equipment
1	4259	6/01/20	Can 6	C6 Feller Op Platform	35,220.00	2020 PILOT 2	Equipment
1	4261	6/01/20	Can 6	C6 Hi-cone Platforms	3,796.00	2020 PILOT 2	Equipment
1	4265	7/01/20	Can 6	C6 MCC/Powerfeed to Substations	174,579.80	2020 PILOT 2	Equipment
1	4266	3/01/20	Can 6	C6 Mezzanine Platforms	370,356.66	2020 PILOT 2	Equipment
1	4267	6/01/20	Can 6	C6 Rinser Platform	21,800.00	2020 PILOT 2	Equipment
1	4269	5/01/20	Can 6	C6 Stairs to Pallet Platform	11,400.00	2020 PILOT 2	Equipment
1	4274	6/01/20	Warehouse	Yale Elec Standup C883N02514R	18,900.00	2020 PILOT 2	Equipment
1	4275	6/01/20	Warehouse	Yale Elec Standup C883N02510R	18,900.00	2020 PILOT 2	Equipment
1	4276	6/01/20	Warehouse	Yale Elec Standup C883N02508R	18,900.00	2020 PILOT 2	Equipment
1	4277	6/01/20	Warehouse	Yale Elec Standup C883N02492R	18,900.00	2020 PILOT 2	Equipment
1	4278	6/01/20	Warehouse	Yale Elec Standup C883N02513R	18,900.00	2020 PILOT 2	Equipment
1	4279	6/15/20	Warehouse	Yale Elec Standup B883N03781M	20,742.75	2020 PILOT 2	Equipment
1	4280	6/15/20	Warehouse	Yale Elec Standup B883N03641M	20,742.75	2020 PILOT 2	Equipment
1	4281	6/15/20	Warehouse	CHS MinMiser 628520 Scoot SN3480056	7,681.40	2020 PILOT 2	Equipment
1	4282	6/15/20	Warehouse	CHS MinMiser 628520 Scoot SN3480065	7,681.40	2020 PILOT 2	Equipment
1	4283	8/01/20	Warehouse	Hawker Fork Batteris (6)	42,835.73	2020 PILOT 2	Equipment
1	4284	8/01/20	Warehouse	48" Riding Scrubber C57000	21,201.80	2020 PILOT 2	Equipment
1	4285	9/01/20	Warehouse	Scrubber 36" CYL Ecoflex SC6000	25,760.00	2020 PILOT 2	Equipment
1	4286	9/15/20	Warehouse	2019 MinuseMiser 24volt Scooter	5,377.75	2020 PILOT 2	Equipment
1	4287	9/15/20	Powerhouse	2013 Cushmn Titan HD Cart - pwrhse	7,538.00	2020 PILOT 2	Equipment
1	4288	10/15/20	Warehouse	2016 Elec Golf Cart S/N JE1647-700978	4,400.00	2020 PILOT 2	Equipment
1	4323	8/01/20	QA	Benchtop Autoclave	23,651.66	2020 PILOT 2	Equipment
1	4327	12/01/20	Powerhouse	Utility RO Water Skid	489,896.99	2020 PILOT 2	Equipment
1	4328	10/31/20	QA	Vapodest (QA Lab)	13,203.86	2020 PILOT 2	Equipment
1	4329	12/31/20	Powerhouse	Utility Glycol Skid	301,338.49	2020 PILOT 2	Equipment
1	4332	12/31/20	Powerhouse	350 ton Ammonia Water Chiller	202,535.55	2020 PILOT 2	Equipment
1	4334	12/31/20	Powerhouse	RO Water Cooling skid	125,956.62	2020 PILOT 2	Equipment
1	4336	8/01/20	Powerhouse	Ammonia Condenser #7	616,683.21	2020 PILOT 2	Equipment

Deprec Group	FA List#	In Service Date	Area	Property Description	Book Cost	Pilot Year	Group
1	4341	12/31/20	Powerhouse	CO2 Vaporizer	82,907.51	2020 PILOT 2	Equipment
1	4344	12/15/20	Warehouse	Yale Elec Standup Lift B883N03556M	20,425.25	2020 PILOT 2	Equipment
1 Total					6,013,035.50		
2	4170	5/01/20		Network Cabinet VP2	13,757.36	2020 PILOT 2	Comp Equip
2	4175	1/01/20		Repeater Radio System	51,116.64	2020 PILOT 2	Comp Equip
2	4333	12/31/20	Brewing	Delta V Upgrade V 11.3	760,352.02	2020 PILOT 2	Comp Equip
2 Total					825,226.02		
5	4166	4/01/20	VP1	Douglas Shrinkwrapper/Tunnel - VP1	560,368.53	2020 PILOT 2	Equipment
5	4167	4/01/20	VP1	GPI Quickflex Turn/Divider-VP1	253,517.97	2020 PILOT 2	Equipment
5	4168	4/01/20	VP1	Conveyor btwn GPI/Kayak/Shrink-VP1	252,106.97	2020 PILOT 2	Equipment
5	4173	5/01/20	VP2	Full Can Conveyor VP2	47,814.55	2020 PILOT 2	Equipment
5	4174	5/01/20	VP1	VP1 Improve- Stretch/Pallet/convey	1,475,645.60	2020 PILOT 2	Equipment
5	4177	5/01/20	VP2	Alvey Palletizer VP2	613,189.91	2020 PILOT 2	Equipment
5	4178	5/01/20	VP2	Domino Coder VP2	74,606.72	2020 PILOT 2	Equipment
5	4179	5/01/20	VP2	Wolftech Stretchwrapper VP2	212,417.50	2020 PILOT 2	Equipment
5	4180	5/01/20	VP2	Schmalz Lifting Units VP2	438,946.54	2020 PILOT 2	Equipment
5	4181	5/01/20	VP2	Poly Bag Vac Capture Sys VP2	343,999.00	2020 PILOT 2	Equipment
5	4182	5/01/20	VP2	Nigrelli Diplomat Traymake VP2	271,114.50	2020 PILOT 2	Equipment
5	4183	5/01/20	VP2	Full Can Conveyor VP2	2,494,273.10	2020 PILOT 2	Equipment
5	4184	5/01/20	VP2	VP2 Misc Equipment	600,315.27	2020 PILOT 2	Equipment
5	4185	4/01/20	Warehouse	Vertical Alum Can Baler - Add'l	23,660.55	2020 PILOT 2	Equipment
5	4189	2/01/20	Can 2	C2 Carton Case Conveyor	120,980.00	2020 PILOT 2	Equipment
5	4190	5/01/20	Can 2	C2 Depall Rebuild (see 2861)	195,418.32	2020 PILOT 2	Equipment
5	4191	11/01/20	Can 2	C2 Filtec (post Pasteurizer) Qty 4	119,892.28	2020 PILOT 2	Equipment
5	4192	7/01/20	Can 2	C2 Filtec Monitor - Post Seamer	93,707.78	2020 PILOT 2	Equipment
5	4193	6/01/20	Can 2	C2 Video Jets - Qty 2	23,973.35	2020 PILOT 2	Equipment
5	4195	7/01/20	Can 3	C3 Depal Rebuild (see 2862)	326,330.20	2020 PILOT 2	Equipment
5	4196	2/01/20	Can 3	C3 Empty Can converter	12,950.00	2020 PILOT 2	Equipment
5	4197	1/01/20	Can 3	C3 EmptyCan Vacuum Transfer	15,000.00	2020 PILOT 2	Equipment
5	4198	3/01/20	Can 3	C3 Full Case Conveyor	29,355.94	2020 PILOT 2	Equipment
5	4199	6/01/20	Can 3	C3 Video Jet Coder (4)	56,845.27	2020 PILOT 2	Equipment
5	4200	4/01/20	Can 3	C3 vidojet Coder (2)	15,417.89	2020 PILOT 2	Equipment
5	4202	5/01/20	Can 4	C4 Alvey Palletizer 1 & 2	1,176,799.36	2020 PILOT 2	Equipment
5	4203	5/01/20	Can 4	C4 Depalletizer Rebuild	627,378.50	2020 PILOT 2	Equipment
5	4204	5/01/20	Can 4	C4 Douglas Tray Packer	815,118.18	2020 PILOT 2	Equipment
5	4205	6/01/20	Can 4	C4 envoy Traypacker	698,795.00	2020 PILOT 2	Equipment
5	4206	6/01/20		C4 Add'l to asset 4109	192,483.89	2020 PILOT 2	Equipment
5	4207	4/01/20	Can 4	C4 Conveyor from Tyson to Palletizer	1,666,679.80	2020 PILOT 2	Equipment
5	4208	3/01/20	Can 4	C4 Domino Coder	76,217.00	2020 PILOT 2	Equipment
5	4209	3/01/20	Can 4	C4 Domino Coder	28,805.00	2020 PILOT 2	Equipment
5	4210	5/01/20	Can 4	C4 Douglas Case conveyor	221,608.80	2020 PILOT 2	Equipment
5	4211	4/01/20	Can 4	C4 Douglas Shrink Wrapper	512,655.64	2020 PILOT 2	Equipment
5	4213	5/01/20	Can 4	C4 Empty Can Conveyor	297,321.99	2020 PILOT 2	Equipment
5	4214	6/01/20	Can 4	C4 GPI D320I Dominto Amjet Laser Mark	64,487.59	2020 PILOT 2	Equipment
5	4217	6/01/20	Can 4	C4 Ryson Spiral Conveyors	155,181.34	2020 PILOT 2	Equipment
5	4218	4/01/20	Can 4	C4 Sigma Stretch Wrapper #1	210,580.00	2020 PILOT 2	Equipment
5	4219	4/01/20	Can 4	C4 Sigma Stretch Wrapper #2	200,580.00	2020 PILOT 2	Equipment
5	4220	3/01/20	Can 4	C4 Sonic Blowers	46,683.66	2020 PILOT 2	Equipment
5	4222	6/01/20	Can 4	C4 Videojet Coders	23,973.33	2020 PILOT 2	Equipment
5	4223	8/01/20	Can 5	C5. 120VAC Circuits/Receptacle	121,272.15	2020 PILOT 2	Equipment
5	4224	7/01/20	Can 5	C5 Alvey Palletizer	614,810.92	2020 PILOT 2	Equipment
5	4225	8/01/20	Can 5	C5 Conveyor from Ryson to Pallet	275,089.66	2020 PILOT 2	Equipment
5	4226	7/01/20	Can 5	C5 Depal Rebuild (FA 2864)	200,413.61	2020 PILOT 2	Equipment
5	4227	3/01/20	Can 5	C5 Domino Coder	80,913.79	2020 PILOT 2	Equipment
5	4228	7/01/20	Can 5	C5 Douglas Shrinkwrap Tunnel	579,120.94	2020 PILOT 2	Equipment
5	4229	7/01/20	Can 5	C5 Douglas Tray Packer	831,976.07	2020 PILOT 2	Equipment
5	4230	7/01/20	Can 5	C5 Full Can Conveyor	2,945,050.97	2020 PILOT 2	Equipment
5	4231	8/01/20	Can 5	C5 GPI Divider/Turner	253,371.00	2020 PILOT 2	Equipment
5	4233	2/01/20	Can 5	C5 Nigrelli Envoy Traypacker	1,446,663.34	2020 PILOT 2	Equipment
5	4236	7/01/20	Can 5	C5 Pallet Pal	39,744.23	2020 PILOT 2	Equipment
5	4237	7/01/20	Can 5	C5 Pasteurizer Por Warm Fill Lvl Inspect	169,623.55	2020 PILOT 2	Equipment
5	4239	8/01/20	Can 5	C5 Ryson Spiral Conveyors	241,147.08	2020 PILOT 2	Equipment
5	4240	6/01/20	Can 5	C5 Sidel Pasteurizer	2,584,513.96	2020 PILOT 2	Equipment

Deprec Group	FA List#	In Service Date	Area	Property Description	Book Cost	Pilot Year	Group
5	4241	6/01/20	Can 5	C5 Sonic Blowers	41,985.59	2020 PILOT 2	Equipment
5	4243	9/15/20	Can 5	C5 Videojet Coders	47,946.68	2020 PILOT 2	Equipment
5	4244	4/01/20	Can 5	C5 Wolftech Stretchwrapper	205,580.00	2020 PILOT 2	Equipment
5	4245	7/01/20		Asset 3117/Item 923 Add'l Cost L5 Can Filler	148,437.47	2020 PILOT 2	Equipment
5	4248	5/01/20	Can 6	C6 Alvey Palletizer	611,523.69	2020 PILOT 2	Equipment
5	4249	6/01/20	Can 6	C6 Beer Pump	22,556.00	2020 PILOT 2	Equipment
5	4251	6/01/20	Can 6	C6 Conveyor from Ryson to Palletizer	855,335.57	2020 PILOT 2	Equipment
5	4253	6/01/20	Can 6	C6 Depal REbuild (add to FA 2865)	309,780.81	2020 PILOT 2	Equipment
5	4254	6/01/20	Can 6	C6 Douglas Shrinkwrapper/tunnel	623,036.40	2020 PILOT 2	Equipment
5	4255	10/01/20	Can 6	C6 Electric Film Carts for Douglas	51,294.21	2020 PILOT 2	Equipment
5	4256	6/01/20	Can 6	C6 Empty Can Conveyors	663,484.67	2020 PILOT 2	Equipment
5	4257	6/01/20	Can 6	C6 Empty Can Rinsers	427,600.00	2020 PILOT 2	Equipment
5	4258	5/01/20	Can 6	C6 Filler Beer Pump	8,806.00	2020 PILOT 2	Equipment
5	4260	8/01/20	Can 6	C6 filtech Stand	3,800.00	2020 PILOT 2	Equipment
5	4262	5/01/20	Can 6	C6 KHS CIP skid	170,265.00	2020 PILOT 2	Equipment
5	4263	6/01/20	Can 6	C6 KHS Filler/Ferrum Seamer	2,320,301.75	2020 PILOT 2	Equipment
5	4264	8/01/20	Can 6	C6 Lift Tables	5,686.40	2020 PILOT 2	Equipment
5	4268	5/01/20	Can 6	C6 Ryson Spiral Conveyors	63,527.67	2020 PILOT 2	Equipment
5	4270	6/01/20	Can 6	C6 Videojet Coders	48,090.56	2020 PILOT 2	Equipment
5	4271	6/01/20	Can 6	C6 Wolftech Stretchwrapper	208,600.74	2020 PILOT 2	Equipment
5	4272	5/01/20		C6 Add'l asset 3133 Item 952 Pasteur	19,293.21	2020 PILOT 2	Equipment
5	4318	6/01/20	Batching	Batch Loop D	2,262,760.92	2020 PILOT 2	Equipment
5	4319	11/01/20	Batching	Batching CIP system	1,147,869.03	2020 PILOT 2	Equipment
5	4322	7/31/20	QA	Seam Measuring Equipment	39,281.82	2020 PILOT 2	Equipment
5	4324	12/31/20	Powerhouse	Ammonia Condenser #8	92,566.55	2020 PILOT 2	Equipment
5 Total					36,470,318.83		
6	4320	7/01/20	Batching	Batching Tanks (7)	753,103.63	2020 PILOT 2	Equipment
6	4321	10/01/20	Batching	Two (2) Bulk Storage Tanks	1,046,578.68	2020 PILOT 2	Equipment
6	4325	12/31/20	Brewing	10 RUH Tank Reline	398,624.00	2020 PILOT 2	Equipment
6	4326	12/31/20	Brewing	22 Ferment Tank Reline	605,112.58	2020 PILOT 2	Equipment
6	4330	12/31/20	Batching	Six (6) Batching Tanks	617,400.77	2020 PILOT 2	Equipment
6	4331	12/31/20	Brewing	8-Pack Bulk Storage Tanks (2)	353,169.60	2020 PILOT 2	Equipment
6	4340	12/31/20	Powerhouse	CO2 Tanks	318,646.11	2020 PILOT 2	Equipment
6 Total					4,092,635.37		
Grand Total					47,401,215.72		

BILL OF SALE

EXHIBIT B

PERMITTED ENCUMBRANCES

See attached.

29542566.2

1. City of Memphis and Shelby County Taxes for the year 2021, liens, but not yet due and payable.
2. Title to all oil, gas and minerals within and underlying the premises, together with all mining rights and other rights, privileges, and immunities relating thereto, including ingress and egress easement rights, of record in Special Warranty Deed recorded at Instrument No. Y7 5394, in the Register's Office of Shelby County, Tennessee.
3. Easements of record in Book 5842, Page 79; Instrument Nos. F7 9842; H2 9749; J1 7403 and AL 0339, in the aforesaid Register's Office.
4. Location of sewer manholes, drain manholes, and spur tracts, all as shown on said survey by Raymond E. Pittman, AFA Engineering dated April 6, 2011, last revised April 26, 2011.
5. Notice of Land Use restrictions recorded at Instrument No. 11044780, in the aforesaid Register's Office.
6. Location of railroad spur tracts, telephone splice box, power poles, light poles, water valves and detention pond as shown on the aforesaid survey.
7. Location of fences.
8. Rights of the railroad company servicing the railroad siding located on insured premises in and to the ties, rails and other properties constituting said railroad siding or in and to the use thereof and also rights of others entitled in and to the use thereof.
9. Liens, assessments, levies, covenants, conditions, reservations, encroachments, rights-of-way, and exceptions arising from municipal and zoning ordinances and easements for public utilities, none of which adversely affect the marketability of the property conveyed hereby or interfere with the use of said property as it is utilized as of the date hereof.
10. Leasehold Deed of Trust, Security Agreement, Assignment of Rents and Leases and Fixture Filing by Lessee to Mark A. Rosser, Trustee, in favor of Owl Rock Capital Corporation, as Collateral Agent for the Secured Parties, recorded as Instrument No. 20033953 in the aforesaid Register's Office.
11. UCC Financing Statement in favor of Owl Rock Capital Corporation, as Collateral Agent, recorded as Instrument No. 20033954 in the aforesaid Register's Office.
12. UCC Financing Statement in favor of Owl Rock Capital Corporation, as Collateral Agent, filed as Document No. 431535735 in the Office of the Secretary of State of the State of Tennessee.