BILL GARRETT, Davidson County
Trans:T20130084784 DEEDWARRSP
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Fees:38.00 Taxes:168461.00
20131001-0102996

This instrument was prepared by:
Joseph Leone
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

SPECIAL WARRANTY DEED

FROM: Talcott III Grassmere
Limited Partnership, Grantor

TO: EP Grassmere, LLC, Grantee

Address of New Owner:

EP Grassmere, LLC
c/o Eakin Partners, LLC
1600 Division Street, Suite 600
Nashville, TN 37203

Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes:

Same

Map-Parcel Numbers:

Map 132	Parcel 2
Map 132	Parcel 4
Map 133	Parcel 128
Map 133-13	Parcel 155

STATE OF CONNECTICUT
COUNTY OF HARTFORD

The actual consideration or value, whichever is greater, for this transfer is $45,530,000.00.

Affiant Michael J. Mihalek
President

SUBSCRIBED AND SWORN TO before me, this 30 day of September, 2013.

Notary Public

My Commission Expires: WENDY A. TREAT NOTARY PUBLIC MY COMMISSION EXPIRES FEB. 28, 2017

WENDY A. TREAT NOTARY PUBLIC CONNECTICUT

FOR AND IN CONSIDERATION OF the sum of Ten and no/100 Dollars ($10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TALCOTT III GRASSMERE LIMITED PARTNERSHIP, a Tennessee limited partnership (incorrectly described as a Delaware limited partnership in the prior deed of record) ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto EP GRASSMERE, LLC, a Tennessee limited liability company ("Grantee"), its successors and assigns, in fee simple, certain tracts or parcels of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property constitutes improved property known as 601 Grassmere Park Drive, 618 Grassmere Park Drive and 624 Grassmere Park Drive, Nashville, Tennessee.

TOGETHER WITH all improvements located thereon, and all of Grantor's right, title and interest in the title, right, privilege, alleys, ways, easements, tenements, hereditaments, appurtenances and advantages thereto belonging, and interest therein, or in any way appertaining thereto.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the privileges, appurtenances, estate, title and interest belonging to Grantee, its successors and assigns forever.

And Grantor by special warranty, does covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters to which this conveyance is expressly made subject as set forth on Exhibit B.

[***Signature Page Follows.***]

Witness my hand this 30th day of September, 2013.

TALCOTT III GRASSMERE LIMITED PARTNERSHIP

By TIII Grassmere GP, LLC, a
Tennessee limited liability company,
Its General Partner

By: _____
Name: Michael J. Mihalek
Title: President

STATE OF CONNECTICUT
COUNTY OF HARTFORD

Before me, Wendy A. Treat, a Notary Public of said County and State, personally appeared Michael J. Mihalek, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of TIII Grassmere GP, LLC, the General Partner of Talcott III Grassmere Limited Partnership, the within named bargainor, a limited partnership, and that he as such President executed the foregoing instrument for the purpose therein contained.

Witness my hand and seal, at office, this 30 day of September, 2013.

_____
Notary Public

WENDY A. TREAT
NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 28, 2017

My Commission Expires: _____

WENDY A. TREAT NOTARY PUBLIC CONNECTICUT

Exhibit A

DESCRIPTION OF PROPERTY

GRASSMERE I

Land in Davidson County, Tennessee, more particularly described as follows:

Being Lot No. 2 as shown on the Plat of the Resubdivision of Lots 1 and 2 of Section 1 of Grassmere, recorded as Instrument No. 20010131-0009390 in the Register's Office, Davidson County, Tennessee, to which Plat reference is here made for a complete description.

Together with appurtenant easements contained in Declaration and Grant of Reciprocal Access and Parking Easements of record in Book 9162, page 958, Register's Office, Davidson County, Tennessee, and contained in Declaration of Obligations Encumbering Lot Owners and Easement for Ingress and Egress recorded in Instrument #20020812-0097034, Register's Office, Davidson County, Tennessee.

GRASSMERE II

Land in Davidson County, Tennessee, more particularly described as follows:

Being Lot No. 3 as shown on the Plat of Section Two, Grassmere, recorded in Book 6200, page 77, in the Register's Office, Davidson County, Tennessee, to which Plat reference is hereby made for a complete description.

Together with Appurtenant Easements contained in Declaration and Grant of Reciprocal Access and Parking Easements of record in Book 9162, page 958, Register's Office, Davidson County, Tennessee.

GRASSMERE III

Land in Davidson County, Tennessee, more particularly described as follows:

Being Lot No. 7 as shown on the Plat of the Resubdivision of Section Six, Grassmere, recorded in Book 7900 at page 212, in the Register's Office, Davidson County, Tennessee, to which plat reference is here made for a complete description.

Together with a non-exclusive, perpetual easement for purposes of ingress and egress as set forth on Exhibit C on that certain Special Warranty Deed recorded in Book 9162, page 936, Register's Office, Davidson County, Tennessee, as modified by Declaration of Easement, Amendment of Easement and Surrender, Termination and Limitation on Use

of Easements of record in Instrument #20010618-0064314, Register's Office, Davidson County, Tennessee.

All being part of the same property conveyed to Talcott III Grassmere Limited Partnership, a Tennessee limited partnership, by deed of record in Instrument #20040608-0067792, Register's Office, Davidson County, Tennessee.

LOT 2, GRASSMERE PLACE

Land in Davidson County, Tennessee, being Lot 2 on the Final Plat of Two Grassmere Place recorded in Instrument #20070907-0107348, Register's Office, Davidson County, Tennessee, corrected by Surveyor's Certificate of Correction, recorded in Instrument #20090731-0071922, said Register's Office, to which plat reference is made for a more complete description.

Together with appurtenant easements contained in Access Easement Agreement recorded in Instrument #20070190-0108115, Register's Office, Davidson County, Tennessee.

Being the same property conveyed to Talcott III Grassmere Limited Partnership, a Tennessee limited partnership, by deed of record in Instrument #20071113-0133009, Register's Office, Davidson County, Tennessee.

Exhibit B

PERMITTED EXCEPTIONS

1. Real estate taxes for 2013 and subsequent years, not yet payable.

2. Rights of tenants, as tenants only, under unrecorded leases.

3. All matters shown on Plan of record in Instrument No. 20010131-0009390, Register's Office for Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13, and the Notes and Owner's Certificate on said Plan. (As to Grassmere I)

4. Storm Water Detention Agreement of record in Book 6691, page 296, and Instrument No. 20020530-0065593, Register's Office, Davidson County, Tennessee.

5. Declaration of Obligations Encumbering Lot Owners and Easement for Ingress and Egress recorded as Instrument No. 20020812-0097034, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13. (As to Grassmere I)

6. Covenants, conditions, restrictions, easements and other matters contained in the Declaration of Restrictive Covenants of record in Book 6008, page 866, Register's Office, Davidson County, Tennessee; Amendment of record in Book 6280, page 524, said Register's Office; Second Amendment of record in Instrument No. 200005310053960, re-recorded in Instrument No. 200006090058113, said Register's Office (as to appurtenant easements only).

7. Declaration and Grant of Reciprocal Access and Parking Easements of record in Book 9162, page 958, Register's Office, Davidson County, Tennessee. (As to Grassmere I and Grassmere II)

8. Agreement for Dedication of Easement of record in Instrument No. 20120123-0005927, in the Register's Office for Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13. (As to Grassmere I and Grassmere II)

9. Inspection and Maintenance Agreement for Private Stormwater Facilities of record in Instrument No. 20120123-0005901, in the Register's Office for Davidson County, Tennessee. (As to Grassmere I and Grassmere II)

10. All matters shown on the Plan of record in Plat Book 6200, page 77, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13, and the Notes and Owner's Certificate on said Plan. (As to Grassmere II)

11. All matters shown on Plan of record in Plat Book 7900, page 212, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13, and the Notes and Owner's Certificate on said Plan. (As to Grassmere III)

12. Easements and other matters contained in the Instruments of record in Book 9162, page 936, Instrument No. 20010618-0064314, and Instrument No. 20070910-0108115, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13. (As to Grassmere III and Lot 2, Grassmere Place)

13. Storm Water Quality Agreement by & between Talcott III Grassmere Limited Partnership and the Metropolitan Government of Nashville & Davidson County, Tennessee, of record in Instrument No. 20060407-0040184, Register's Office, Davidson County, Tennessee. (As to Lot 2, Grassmere Place)

14. Easements granted to Metropolitan Government of Nashville & Davidson County, Tennessee, of record in Instrument No. 200205300065593, and Instrument No. 200510040118963, Register's Office, Davidson County, Tennessee. (As to Lot 2, Grassmere Place)

15. All matters shown on the Plan of record in Instrument No. 20070907-0107348, as corrected by Surveyor's Certificate of Correction of record in Instrument No. 20090731-0071922, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13, and the Notes and Owner's Certificate on said Plan. (As to Lot 2, Grassmere Place)

16. Access Easement Agreement recorded in Instrument No. 20070910-0108115, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13. (As to Grassmere III and Lot 2, Grassmere Place)