13-08-013

Map & Parcels:
92-15-0-080.00

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is **$957,000.00.**

Affiant

Subscribed and sworn to before me this the 16th day of OCTOBER, 2013.

My Commission Expires: 9/9/14

Notary Public

STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF DAVIDSON

THIS INSTRUMENT PREPARED BY:
WEISS & WEISS, ATTORNEYS AT LAW
1900 CHURCH STREET, STE. 301, NASHVILLE, TENNESSEE 37203

ADDRESS NEW OWNER(S) AS FOLLOWS:
MICHAEL D. SHMERLING PARTNERS
618 Church Street, Ste. 200
Nashville, TN 37203

SEND TAX BILLS TO:
"NEW OWNER"

Davidson County DEEDWARRSP
Recvd: 10/22/13 10:28 3 pgs
Fees:18.00 Taxes:3540.90
20131022-0110019

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named "Grantee", and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, **BAPTIST HEALTH CARE VENTURES, INC., as successor to Sheridan Apartmens Service, Inc.**, hereinafter called the **"Grantor"**, has bargained and sold, and by these presents does transfer and convey unto **MICHAEL D. SHMERLING PARTNERS, G.P., A TENNESEE GENERAL PARTNERSHIP**, hereinafter called the **"Grantee"**, its successors and assigns, the following described real property located in Davidson County, Tennessee, including without limitation, all rights, easements and privileges appurtenant to said real property, all buildings, structures, fixtures and other improvements located on said real property, if any, and all of Grantor's interest, if any, in the land lying beneath the public roads and public rights-of-way adjoining the real property (all of the foregoing being collectively referred to as the "Property"):

BEING **Lots Nos. 25 & 26 on the Plan of the Re-Subdivision of part of the Elliston Property**, as of record in Plan Book 1, Page 105, Chancery Court at Nashville, being Lots Nos. 135 and 136 on the Original Plan of Elliston's Addition, as of record in Book 21, Page 141, Register's Office for Davidson County, Tennessee, described as follows:

BEGINNING at the northwest corner of 22nd Avenue North and State Street; thence with the northerly margin of State Street westwardly 200 feet; thence at right angles northwardly 170 feet to the southerly margin of an alley; thence with said alley eastwardly 200 feet to the westerly margin of 22nd Avenue North; thence with said Avenue, southwardly 170 feet to the BEGINNING.

BEING all the same property conveyed to SHERIDAN APARTMENTS SERVICE, INC., N/K/A BAPTIST HEALTH CARE VENTURES, INC., pursuant to Articles of Amendment to the Charter of record in Book 11669, Page 678, Register's Office for Davidson County, Tennessee, by Deed from JAKE W. SHERIDAN, SR., AND WIFE, CATHERINE ELIZABETH GILES SHERIDAN, dated February 3, 1950, of record in Book 1787, Page 227, said Register's Office.

THE subject property conveyed herein shall not be used at any time (i) for the performance of abortions, euthanasia and related activities; (ii) as an acute care hospital, specialty hospital, rehabilitation hospital, or long term acute care facility; (iii) as a sleep center, ambulatory surgery center or any activities related thereto; (iv) for the performance of cardiac catheterizations and related activities; (v) as a medical imaging center and/or any facility utilizing and/or operating an MRI or CT scanner thereon; (vi) for the performance of surgical procedures or other medical services requiring general anesthesia;

(vii) as an emergency room, urgent care, or facility which provides emergency and/or urgent care medical services. In addition, the subject property shall not be owned, leased, occupied or operated by any individual or entity that owns or operates, or whose affiliate owns or operates, an acute care hospital in Tennessee.

As used in the preceding sentence, the term "affiliate" shall include, without limitation, any parent, sister or subsidiary company and any shareholder, member, partner, limited partner, or other direct or indirect owner; provided, an owner of five percent (5%) or less of the stock of any company that is publicly traded on a recognized national securities exchange shall not be deemed affiliate of such company solely due to its ownership of such stock. The foregoing restrictions shall insure to the sole benefit of and shall be solely enforceable, by Saint Thomas Midtown Hospital, a Tennessee non-profit corporation, and its successors and assigns.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor further covenants with the Grantee, its successors and assigns, that Grantor is seized and possessed of the Property, Grantor has the right to convey the Property, and the Property is free from all encumbrances arising by, and through or under Grantor.

Grantor further covenants and binds itself, its representatives, successor and assigns to warrant specifically and forever defend the title to the Property to Grantee, its successor and assigns, against the lawful claims of all persons claiming by, through or under Grantor.

Taxes have been prorated and will be the responsibility of the Grantee herein.

Subject property being property located at 2200 STATE STREET, NASHVILLE, DAVIDSON COUNTY, TENNESSEE 37203.

IN WITNESS WHEREOF, the Grantors has caused its name to be affixed hereto, by its duly authorized officer, on this 16th day of OCTOBER, 2013.

BAPTIST HEALTH CARE VENTURES, INC. as successor to
SHERIDAN APARTMENTS SERVICE, INC.,
A TENNESSEE CORPORATION

By: _____
CRAIG POLKOW, AUTHORIZED PARTY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public, within and for the State and County aforesaid, personally appeared **CRAIG POLKOW** with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon his oath, acknowledge himself to be the AUTHORIZED PARTY of **BAPTIST HEALTH CARE VENTURES, INC. as successor to SHERIDAN APARTMENTS SERVICE, INC., A TENNESSEE CORPORATION**, the within named bargainor, and that he as such Authorized Party, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself, as such officer.

Witness my hand and official seal at Nashville, Tennessee, this 16th day of October, 2013.

My Commission Expires: 9/9/14

LINDSAY KATE OWENS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires September 9, 2014

_____
Notary Public

I, the undersigned, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

_____
PETER WEISS

State of Tennessee)
County of Davidson)

Personally appeared before me, the undersigned, a Notary Public for this county and state PETER WEISS who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

My Commission Expires: 09/09/2014

_____
Notary Public

DEE FEU NOTARY PUBLIC
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON