Davidson County DEEDWARRSP
Recvd: 04/07/14 08:21 6 pgs
Fees:33.00 Taxes:124690.00
20140407-0028437

SPECIAL WARRANTY DEED

New Owner's Address:

Albany Road-Fourth&Church Nashville LLC
10 High Street, 11th Floor
Boston, MA 02110

Map 93-6-1, Parcel 56

Tax Bill Address:

Albany Road-Fourth&Church Nashville LLC
10 High Street, 11th Floor
Boston, MA 02110

THIS INSTRUMENT PREPARED BY:
044656
Philip F. Head, Esq.
Waller Lansden Dortch & Davis, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219

THIS INDENTURE made as of this 4th day of April, 2014, between NASHVILLE OFFICE ASSOCIATES L.P., a Delaware limited partnership, First Party, and ALBANY ROAD-FOURTH&CHURCH NASHVILLE LLC, a Delaware limited liability company, with an address of 10 High Street, 11th Floor, Boston, MA 02110, Second Party:

WITNESSETH

THAT SAID FIRST PARTY, for and in consideration of the sum of TEN NO/100 ($10.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Second Party, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Second Party, the real property described as follows:

(SEE PROPERTY DESCRIPTION ON EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF)

with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims to homestead and dower therein. TO HAVE AND TO HOLD the same until the Second Party, its successors and assigns, together with all of the rights and interest thereunto belonging, in fee simple.

The First Party covenants that it is lawfully seized in fee simple of the premises; that it has a good and lawful right to sell and convey the same; and that said property is free and clear and unencumbered, with the exception of the 2014 taxes, which shall be prorated as of the date of closing, and which Second Party assumes and agrees to pay, and the matters set forth on **Exhibit "B"** attached.

The First Party further covenants that it will warrant and defend the title to said premises unto the Second Party, its successors and assigns, against the lawful claims of all parties claiming by, through, or under the First Party, but no further or otherwise.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, or the masculine, feminine or neuter gender, as the case may demand.

IN WITNESS WHEREOF, the said First Party hereunder has caused this instrument to be executed as of the day and year first above written.

NASHVILLE OFFICE ASSOCIATES L.P.
a Delaware limited partnership

By: SAP IV Nashville NF GP L.L.C., a Delaware limited liability company, its General Partner

By: SAP IV Manager Inc., a Delaware corporation, its non-member manager

By: _____
Name: Richard Wilpon
Its: Co-President

STATE OF NEW YORK §
§
COUNTY OF Nassau §

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Richard W. Ipon with whom I am personally acquainted (or proven to me on the basis of satisfactory evidence) and who upon oath acknowledged him self to be Co-President of SAP IV Manager, Inc., a Delaware corporation, authorized non-member manager of SAP IV Nashville NF GP L.L.C., a Delaware limited liability company, the General Partner of Nashville Office Associates L.P., a Delaware limited partnership, the within named bargainor, and that Richard W. Ipon as such Co-President of such non-member manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as non-member manger of the General Partner of the limited partnership.

_____
Notary Public
Name of Notary: Ursula M. Paciullo

My Commission Expires: 1/11/18

URSULA M. PACIULLO
Notary Public, State of New York
No. 01PA6216250
Qualified in Queens County
Commission Expires January 11, 2018

STATE OF MA)
COUNTY OF Suffolk)

The actual consideration or value, whichever is greater, for this transfer is $33,700,000.00.

x _____
Affiant Christopher J. Knisley, President of Albany Road-FCN Property Manager LLC, Manager of Grantee

Subscribed and sworn to before me this 3rd day of April, 2014.

_____
Notary Public

My Commission Expires: 4/22/16

DANIELLE R. GEER
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES APRIL 22, 2016

11686969.2

Exhibit A

Legal Description

SITUATED IN DISTRICT NO. 1 OF DAVIDSON COUNTY, TENNESSEE, AND BEING WITHIN THE CORPORATE LIMITS OF THE CITY OF NASHVILLE, TENNESSEE, AND LOCATED IN THE NORTHWESTERLY QUADRANT OF THE INTERSECTION OF CHURCH STREET AND FOURTH AVENUE NORTH, BEING A PART OF LOT NO. 65 AS SHOWN ON THE PLAT OF THE ORIGINAL TOWN OF NASHVILLE, NOT OF RECORD AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE NORTHERLY MARGIN OF CHURCH STREET AND THE WESTERLY MARGIN OF FOURTH AVENUE NORTH; THENCE WITH SAID NORTHERLY MARGIN, SOUTH 62 DEG. 24 MIN. 37 SEC. WEST, 171.46 FEET TO THE POINT OF INTERSECTION WITH THE EASTERLY MARGIN OF THE ARCADE ALLEY; THENCE WITH SAID EASTERLY MARGIN, NORTH 27 DEG. 20 MIN. 06 SEC. WEST, 183.17 FEET TO A BUILDING CORNER; THENCE LEAVING SAID MARGIN, WITH A BUILDING JOINT, NORTH 62 DEG. 24 MIN. 35 SEC. EAST, 170.87 FEET TO A POINT IN THE WESTERLY MARGIN OF FOURTH AVENUE NORTH; THENCE WITH SAID WESTERLY MARGIN, SOUTH 27 DEG. 31 MIN. 10 SEC. EAST, 183.17 FEET TO THE POINT OF BEGINNING, CONTAINING 31,352 SQUARE FEET OR 0.72 ACRE, MORE OR LESS.

TOGETHER WITH APPURTENANT EASEMENTS CREATED BY THE SKYBRIDGE DEVELOPMENT, CONSTRUCTION, MAINTENANCE AND EASEMENTS AGREEMENT EXECUTED BY AND BETWEEN LIFE AND CASUALTY INSURANCE COMPANY OF TENNESSEE AND THIRD NATIONAL BANK TOWER ASSOCIATES, OF RECORD IN BOOK 6127, PAGE 553, IN SAID REGISTER'S OFFICE, AS AMENDED BY AMENDMENT TO SKYBRIDGE DEVELOPMENT, CONSTRUCTION, MAINTENANCE AND EASEMENTS AGREEMENT OF RECORD IN BOOK 7656, PAGE 743, IN THE SAID REGISTER'S OFFICE.

TOGETHER WITH APPURTENANT EASEMENTS CREATED BY RECIPROCAL AGREEMENT BY AND BETWEEN THIRD NATIONAL TOWER ASSOCIATES AND LIFE AND CASUALTY INSURANCE COMPANY OF TENNESSEE, OF RECORD IN BOOK 6127, PAGE 576, IN THE DAVIDSON COUNTY REGISTER'S OFFICE.

THE FOREGOING DESCRIPTION WAS PREPARED FROM THE SURVEY OF WENDELL H. TALLEY, SR., RLS NO. 785, BARGE, WAGGONER, SUMNER & CANNON, INC., DATED FEBRUARY 24, 1984, LAST REVISED APRIL 19, 2000. THE SURVEYOR'S ADDRESS IS 2400 FIRST TENNESSEE PLAZA, KNOXVILLE, TN 37929.

BEING the same property conveyed to NASHVILLE OFFICE ASSOCIATES L.P., a Delaware limited partnership, by Special Warranty Deed from NashTower Associates, L.L.C., a Virginia limited liability company, of record as Instrument No. 20050614-0067794, Davidson County Register's Office.

This is improved property known as 201 Fourth Avenue N, Nashville, Tennessee 37219
Map 93-6-1, Parcel 56

Exhibit B

Permitted Exceptions

1. Any facts, rights, interests or claims which are not shown by the public record but which could be ascertained by an accurate survey of the land.

2. Taxes for the year 2014 and thereafter.

3. Rights of tenants in possession.

4. Terms and Conditions of, and Lien created by the Metropolitan County Council Bill No. 65-682, of record in Book 6120, Page 536, Register's Office for Davidson County, Tennessee.

5. Skybridge Development, Construction, Maintenance and Easements Agreement, of record in Book 6127, Page 553, and amended in Book 7656, Page 743 in the Register's Office, Davidson County, Tennessee.

6. Reciprocal Agreement between Third National Bank Tower Associates, a Tennessee Joint Venture and Life and Casualty Insurance Company of Tennessee, a Tennessee Corporation, for pedestrian and vehicular passages , dated 08/31/1983, of record in Book 6127, Page 576, Register's Office for Davidson County, Tennessee.

7. Bond from Life and Casualty Insurance Company in favor of the Metropolitan Government of Nashville and Davidson, Tennessee, and the lien retained therein, of record in Book 3983, Page 943, Register's Office for Davidson County, Tennessee.

29020-0045

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True Copy Certification

I, Adam B. Cutler, 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.

Signature Adam B. Cutler
VP First American Title

State of Pennsylvania

County of Philadelphia

Personally appeared before me, ~~[Name of Notary]~~ Donna R. Rosen, a notary public for this county and state, ~~[name of person making certification]~~ Adam B. Cutler who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Donna R Rosen
Notary's Signature

My Commission Expires: 2/7/2017
Notary' Seal (if on paper)

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
DONNA R. ROSEN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires February 7, 2017