BILL GARRETT, Davidson County
Trans:T20140054264 DEEDWARRSP
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Fees:28.00 Taxes:18500.00
20140728-0066739

This Instrument Prepared By:
Long, Ragsdale & Waters, P.C.
1111 Northshore Drive, Suite S-700
Knoxville, TN. 37919

SPECIAL WARRANTY DEED

THIS INDENTURE is made as of the 24th day of July, 2014, between

NASHVILLE STORAGE, GP,

a Tennessee general partnership, Grantor, and

ORANGEWOOD NASHVILLE, LLC,
a Delaware limited liability company as to an undivided 28.0112% interest, and
WESTPORT NASHVILLE SELF STORAGE, LLC,
a Delaware limited liability company as to an undivided 71.9888% interest

collectively, Grantees,

WITNESSETH: that said Grantor, for and in consideration of the sum of ONE AND 00/100 DOLLAR ($1.00) cash, and other good and valuable consideration, to it in hand paid by Grantees, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto the said Grantees the following described premises, to wit:

BEING A TRACT OF LAND LYING TOTALLY IN THE 26TH COUNCILMANIC DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BOUNDED ON THE NORTH BY NOLENSVILLE PIKE, ON THE EAST BY I & M LLC, AND VASTLAND NORTHCREST DEVELOPMENT NT, LLC (VASTLAND), ON THE SOUTH BY THE METRO GOV'TS MAC PROPERTY, AND ON THE WEST BY THE PHILLIP E. PRATT & KENNETH S. PRATT PROPERTY (PRATT), AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A 1/2" IRON PIN SET, THIS SURVEY, IN THE SOUTHERN RIGHT OF WAY OF NOLENSVILLE PIKE (ALSO KNOWN AS NOLENSVILLE ROAD AND STATE HIGHWAY NO. 11); SAID PIN BEING THE NORTHEAST CORNER OF THE "PRATT" PROPERTY, SAID PIN ALSO BEING THE NORTHWEST CORNER OF THE HEREIN DESCRIBED TRACT; THENCE WITH THE SOUTHERN RIGHT OF WAY OF NOLENSVILLE PIKE THE TWO FOLLOWING CALLS: S 52 DEG. 26' 11" EAST 247.02 FEET TO A 3/4" IRON PIN FOUND, AND S 51 DEG. 56' 05" EAST 183.88 FEET TO A 1/2" IRON RECOVERED THIS SURVEY, BEING THE NORTHWEST CORNER OF SAID I & M LLC PROPERTY, AND THE NORTHEAST CORNER OF THE HEREIN DESCRIBED TRACT; THENCE LEAVING SAID SOUTHERN RIGHT-OF-WAY, RUN S 41 DEG. 56' 16" WEST 236.15 FEET TO A 1/2" IRON PIN SET, THIS SURVEY, BEING THE SOUTHWEST CORNER OF SAID I & M LLC PROPERTY AND IN THE NORTH LINE OF THE AFORESAID "VASTLAND" PROPERTY; THENCE LEAVING SAID I & M LLC PROPERTY AND WITH THE NORTH LINE OF SAID "VASTLAND" PROPERTY WITH A CURVE TO THE LEFT HAVING A RADIUS OF 2190.98 FEET, A LENGTH OF 87.68 FEET, A DELTA OF 02 DEG. 17' 34", A CHORD BEARING OF N 51 DEG. 25' 54" WEST, AND A CHORD LENGTH OF 87.67 FEET TO A 3/4" IRON PIN FOUND THIS SURVEY; THENCE WITH THE WEST LINE OF SAID "VASTLAND" PROPERTY S 09 DEG. 09' 56" WEST 280.32 FEET TO A 1/2" IRON PIN RECOVERED THIS SURVEY, BEING THE NORTHEAST CORNER OF SAID METRO GOV'TS MAC PROPERTY, AND THE SOUTHEAST CORNER OF THE HEREIN DESCRIBED TRACT; THENCE LEAVING SAID "VASTLAND" PROPERTY AND WITH THE NORTH LINE OF SAID METRO GOV'TS MAC PROPERTY N 65 DEG. 21' 22" WEST 317.49 FEET TO A 3/4" IRON PIN RECOVERED THIS SURVEY BEING THE SOUTHEAST CORNER OF THE AFORESAID "PRATT" PROPERTY; THENCE WITH THE EAST LINE OF SAID "PRATT" PROPERTY N 22 DEG. 28' 39" EAST 572.86 FEET TO THE POINT OF BEGINNING. CONTAINING 4.046 ACRES, MORE OR LESS, AS SURVEYED BY RODNEY S. BARRETT, REGISTERED LAND SURVEYOR, TENNESSEE NO. 2473, FOR AMERICAN SURVEYING & MAPPING, INC., MAY 29, 2014, AS SHOWN ON A SURVEY ENTITLED ALTA/ACSM LAND TITLE SURVEY OF "NASHVILLE STORAGE" 4611 NOLENSVILLE PIKE, DAVIDSON COUNTY, NASHVILLE, TENNESSEE, LAST REVISED JULY 23, 2014 (PROJECT NO. 1400588).

BEING a the property conveyed to Grantor by deed General Warranty Deed dated April 30, 2013, of record in Instrument No. 20130501-0043816, in the Register's Office of Davidson County, Tennessee.

with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims to homestead and dower therein.

TO HAVE AND TO HOLD the said premises to the said Grantees, their successors and assigns forever.

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF THE TITLE TO THE PROPERTY DESCRIBED HEREIN. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER WHO MAKES NO REPRESENTATION OTHER THAN THAT IT HAS BEEN ACCURATELY TRANSCRIBED FROM INFORMATION PROVIDED.

Grantor does hereby covenant with Grantees that Grantor has not made, done, executed, allowed or suffered any act, instrument or thing whatsoever whereby said land, or any part thereof, now or at any time hereafter shall be charged or encumbered in any manner whatsoever except as listed on **Exhibit A**; and Grantor does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to said land to said Grantees, their successors and assigns, against the lawful claims of all persons claiming by, through or under said Grantor, but not otherwise.

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

[Signature Page to Follow]

IN WITNESS WHEREOF, the said Grantor hereunder set its hand and seals the day and year first above written.

NASHVILLE STORAGE, GP,
a Tennessee general partnership

By: _____
Name: Doug R. Martin
Title: Managing Partner

STATE OF TENNESSEE
COUNTY OF Davidson

Before me, a notary public of the state and county aforesaid, personally appeared Douglas R. Martin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath acknowledged himself/herself to be managing Partner of **NASHVILLE STORAGE, GP**, the within named bargainor, a Tennessee general partnership, and that s/he as such partner, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the partnership by himself as such partner.

WITNESS my hand and seal this 24th day of July, 2014.

_____
Notary Public

My Commission Expires: 9/9/2014

ASHLEY S. RUDY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires September 9, 2014

STATE OF TENNESSEE
COUNTY OF KNOX

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $5,000,000.00

Sworn to and subscribed before me, this
23 day of July, 2014

Affiant

Notary Public

My Commission Expires:

APRIL ALEXANDER
STATE OF TENNESSEE NOTARY PUBLIC
Comm. Exp. 10-28-2015
KNOX COUNTY

SEND TAX BILLS TO:

c/o US Storage Centers
2201 Dupont Drive, Suite 700
Irvine, CA 92612
Attn: Scott Nguyen

PROPERTY ADDRESS:

4611 Nolensville Road
Nashville, Tennessee

Tax Parcel No. 14711003900

EXHIBIT A

PERMITTED ENCUMBRANCES

1. Taxes for 2014 and subsequent years are a lien but not yet due or payable.

2. Rights of storage space tenants, as tenants only, under unrecorded storage space agreements.

3. Map of record in Book 8250, page 614 in the Davidson County Register of Deeds Office discloses the following:
   a. 10 feet wide strip reserved for possible future right of way along Nolensville Road; and,
   b. Zoning requirements as stated on plat.

4. Stormwater Detention Agreement dated February 2, 1999 of record in Book 11329, page 238 in the Davidson County Register of Deeds Office.

5. An easement for slope and special ditch as provided in the instrument of record in Book 4046, page 606 in the Davidson County Register of Deeds Office, located and limited as shown on the survey prepared by Rodney S. Barrett, RLS No. 2473, of Barrett Surveying Group, LLC, dated May 30, 2014, last revised June 12, 2014.

6. Matters shown on the survey entitled "Nashville Storage, GP, 4611 Nolensville Pike" prepared by Rodney S. Barrett, RLS No. 2473, of Barrett Surveying Group, LLC, dated May 30, 2014, last revised July 23, 2014 located and limited to the following:
   a. Encroachment of 6 feet high chain link fence onto the subject property a distance of 11.6 feet on the Easterly side;
   b. Encroachment of 6 feet high chain link fence onto the subject property a distance of 1.1 feet on the Southerly side;
   c. Overhead electrical lines as located; and,
   d. Underground storm drain lines as located.

7. An easement for slope and special ditch as provided in the instrument of record in Book 4015, page 518 in the Davidson County Register of Deeds Office located and limited as shown on the survey prepared by Rodney S. Barrett, RLS No. 2473, of Barrett Surveying Group, LLC, dated May 30, 2014, last revised June 12, 2014.