Prepared by and after recording return to :
Michael J. Kaminsky, Esq.
Bouza, Klein & Kaminsky
950 S. Flower Street, Suite 100
Los Angeles, CA 90015
(213) 488-0675, ext. 6

Parcel ID: 163-00-0-301-00
Name + Address New Owner +
Mail tax bills to:
Passco Hickory DST
2050 Main Street, Suite 650
Irvine, CA 92614

BILL GARRETT, Davidson County
Trans:T20140061238 DEEDWARRSP
Recvd: 08/19/14 12:56 6 pgs
Fees:33.00 Taxes:118141.00
20140819-0075249

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, is made this ___ day of August, 2014, between HICKORY HOLLOW GARDENS ASSOCIATES, LLC, a Delaware limited liability company, having a place of business at 999 Waterside Drive, Suite 2300, Norfolk, Virginia 23510 ("Grantor"), and PASSCO HICKORY DST, a Delaware statutory trust, having a place of business at 2050 Main Street, Suite 650, Irvine, California 92614 ("Grantee") wit:

WITNESSETH, that said Grantor, for and in consideration of the sum of Ten Dollars ($10.00), and other good and valuable considerations to said Grantor in hand paid by said Grantee, the receipt whereof is hereby acknowledged, has granted, bargained and sold to said Grantee, and Grantee's heirs, successors and assigns forever, the following described premises, to wit:

All that certain piece or portion of ground described in Exhibit "A" attached hereto and made a part hereof, together with all buildings and improvements thereon, and all the rights, ways, privileges, appurtenances and advantages thereunto belonging or in anywise appertaining, situated in Davidson County, Antioch, Tennessee (collectively, the "Property"). To have and to hold all and singular the premises before mentioned, unto said Grantee, its successors and assigns, forever.

And said Grantor does hereby warrant the title to said premises, and will defend the same against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise, provided that, this conveyance is subject to all covenants, conditions and restrictions of record.

The actual consideration or value, whichever is greater, for this transfer is $31,930.000.00.

[remainder of page intentionally blank]

IN WITNESS WHEREOF, Grantor has caused these presents to be executed in its name by its duly authorized general partner as of the ___ day of August, 2014.

GRANTOR:

HICKORY HOLLOW GARDENS ASSOCIATES, LLC,
a Delaware limited liability company

By: Hickory Hollow Managing Co., LLC,
a Delaware limited liability company,
its Managing Member

By:_____
Name: T. Richard Litton, Jr.
Title: Vice President

COMMONWEALTH OF VIRGINIA
CITY OF NORFOLK

I, Regina Balderson Harrington a Notary Public within and for said City and Commonwealth, do hereby certify that T. Richard Litton, Jr. personally came before me this day and acknowledged he is the Vice President of Hickory Hollow Managing Co., LLC, a Delaware limited liability company, Managing Member of Hickory Hollow Gardens Associates, LLC, a Delaware limited liability company, and that by authority duly given and as the act of T. Richard Litton, Jr. on behalf of Hickory Hollow Managing Co., LLC, the foregoing instrument was signed in its name by its Vice President.

WITNESS my hand and official seal this 30th day of ~~August~~ July, 2014.

Regina Balderson Harrington
Notary Public

My Commission Expires: 2/28/15

REGINA BALDERSON HARRINGTON
NOTARY PUBLIC
REGISTRATION # 7503988
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES
FEBRUARY 28, 2015

[NOTARIAL SEAL]

BILL GARRETT
REGISTER OF DEEDS

www.nashville.govirod

PO Box 196398
Nashville, TN 37219-6398
(615) 862-6790 phone
(615) 880-2039 fax

The following oath of consideration is required on all deeds transferring property:

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or true value, whichever is greater for this transfer is $31,930,000.00.

HICKORY HOLLOW GARDENS ASSOCIATES, LLC, a Delaware limited liability company

By: Hickory Hollow Managing Co., LLC, a Delaware limited liability company, its Managing Member

By: _____
Name: T. Richard Litton, Jr.
Title: Vice President

Subscribed and sworn before me, this 12th day of August, 2014.

Regina Balderson Harrington
Notary

REGINA BALDERSON HARRINGTON
NOTARY PUBLIC
REGISTRATION # 7503988
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES
FEBRUARY 28, 2015

EXHIBIT "A"

LEGAL DESCRIPTION

All that certain lot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the City of Antioch, County of Davidson, State of Tennessee

Being a parcel of land in Nashville, First Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located on the easterly side of Bell Road, north of Zelida, being part of Lot No. 1 as shown on the plan of Cambridge at Hickory Hollow as of record in Book 9700, Page 2, R.O.D.C. and being more particularly described as follows:

Beginning at a concrete monument is the easterly right-of-way line of Bell Road, said monument being northerly 1,000 feet more or less, from Zelida.

THENCE, with said right-of-way line the following calls:

N 03'45' 31" E, 140.44 feet to a point with a curve to the right 733.48 feet to point, said curve having a central angle of 30° 44' 02", a radius of 1367.39 feet, a tangent of 375.80 feet and a chord of N 18° 02' 04" E 724.72 feet; with a curve to the right 92.37 feet to a point, said curve having a central angle of 03° 48' 23", a radius of 1390.39 feet, a tangent of 46.20 feet and a chord of N 36° 35' 13" E 92.35 feet;

N 38° 29' 29" E 14.03 feet to a point;
S 51° 30' 24" E 6.94 feet to a point;
N 29° 23' 56" E 25.32 feet to a point;
N 38° 36' 19" E 30.88 feet to a point;
N 38° 29' 22" E 57.11 feet to a point;

THENCE, leaving said right-of-way line with the southerly line of property conveyed to Preakness Apartments, Inc., by deed of record in Book 9405, Page 627 R.O.D.C. the following calls:

S 50° 55' 29" E, 654.56 feet to a point;
S 19° 04' 03" W, 250.00 feet to a point;
S 60° 19' 52" E, 450.08 feet to a point in the northwesterly line of property conveyed to Hickory Manor Limited by deed of record in Book 9542, Page 728, R.O.D.C.;

THENCE, with said line S 38° 54' 38" W, 127.31 feet to an iron pin.

THENCE, continuing with a said line S 45° 58' 31" W, 1,112.00 feet to a point in the northerly line of property conveyed to TBCREC Residential No. 1 as of record in Book 8539, Page 765, R.O.D.C.;

THENCE, with said line N 88° 54' 54" W 50.86 feet to a point;

THENCE, leaving said line with the easterly line of property conveyed to the State of Tennessee by deed of record in Book 10060, Page 787, R.O.D.C., N 01° 06' 28" E 770.93 feet to a point;

THENCE with the northerly line of said State of Tennessee property S 89° 56' 22" W 242.18 feet to the point of beginning containing 1,052,167 square feet or 24.15 acres more or less.

Which property is also described as follows:

Land in Davidson County, Tennessee, being all of Reserve Parcel "A", Bellwood Trace Subdivision and a portion of Reserve Parcel "B", Bellwood Trace Subdivision as of record in Book 6250, page 13, Register's Office for Davidson County, Tennessee, and also known as all of Lot No. 2, and a portion of Lot No. 3 on the Plan of the Master Plat of Hickory Highlands, of record in Book 6900, pages 561 and 562, said Register's Office, more particularly described as follows:

Beginning at an iron pin corner common with Russell O. Cashion, Jr. in the east right of way line of Bell Road;

Thence, with the east right of way line of Bell Road the following bearings and distances; thence north 03 deg. 45 mm. 31 sec. east, 140.44 feet to a point;

Thence, on a curve to the right, the radius of which is 1367.39 feet, the central angle of which is 31 deg. 52 mm. 23 sec. the chord of which is north 18 deg. 36 mm. 15 sec. east, 750.90 feet, along the curve distance of 760.67 feet to a point;

Thence, north 55 deg. 27 mm. 34 sec. west, 5.00 feet to a point; thence on a curve to the right, the radius of which is 1372.39 feet, the central angle of which is 06 deg. 07 mm. 37 sec. the chord of which is north 37 deg. 36 mm. 15 sec. east 146.69 feet, along the curve distance of 146.76 feet to a point;

Thence, north 40 deg. 40 mm. 03 sec. east, 46.00 feet to a point, a corner common with Lot 1, Bellwood Trace;

Thence, leaving Bell Road and with Lot 1, Bellwood Trace the following bearings and distances;

Thence, south 50 deg. 55 mm. 29 sec. east, 662.15 feet to a point;

Thence, south 19 deg. 04 mm. 03 sec. west, 250.00 feet to a point;

Thence, south 60 deg. 19 mm. 52 sec. east, 450.08 feet to a point, a corner common with Lot 1, Bellwood Trace;

Thence, on a severance line across P.U.D. Tract 8, Hickory Highlands the following bearings and distances:

Thence, south 38 deg. 54 mm. 38 sec. west, 127.31 feet to a point;

Thence, south 45 deg. 58 mm. 31 sec. west, 1153.00 feet to a point in the north line of TBCREC Residential No. 1 as of record in Book 8539, page 765, Register's Office or Davidson County, Tennessee;

Thence, with the north line of TBCREC north 88 de g. 54 mm. 54 sec. west, 50.86 feet to a point, a corner common with Russell O. Cashion, Jr. as of record in Book 6474, page 951, said Register's Office;

Thence, with Russell O. Cashion, Jr. the following bearings and distances:

Thence, north 01 deg. 06 mm. 28 sec. east, 770.93 feet to a point;

Thence, south 89 deg. 56 mm. 22 sec. west, 242.18 feet to the point of beginning.

Said property is more particularly described as follows:

Lot 1, as shown on the Plan of Cambridge at Hickory Hollow as of record in Book 9700, page 2, Register's Office for Davidson County, Tennessee.

INCLUDED in the above description, but specifically EXCLUDED is the following described tract of land conveyed to the State of Tennessee by Warranty Deed of record in Book 10132, page 953, said Register's Office:

Beginning at a point on the southeast existing margin of Bell Road, said point being the point of intersection between the proposed margin and the Grantor with the southeast existing margin of Bell Road; thence with said existing margin of Bell Road northeasterly 193 feet more or less to the intersection with the common property line of Preakness Apartments Inc. and the Grantor; thence with said common property line South 44 degrees 25 minutes 44 seconds East 7.59 feet to the point of intersection with the southeast proposed margin of State Project No. 19057-2212-14; thence with said proposed margin South 46 degrees 57 minutes 53 seconds West 57.11 feet to a point 45.0 feet right of centerline survey station 54+56.67; thence with said proposed margin South 47 degrees 04 minutes 53 seconds West 30.88 to a point 44.94 feet right of centerline survey station 54+25.79; thence with said proposed margin South 37 degrees 52 minutes 28 seconds West 25.32 feet to a point 48.94 feet right of centerline survey station 54+00.79; thence with said proposed margin North 43 degrees 02 minutes 07 seconds West 6.94 feet; thence with said proposed margin South 46 degrees 57 minutes 53 seconds West 14.03 feet to a point 42.0 feet right of centerline survey station 53+86.76; thence with said proposed margin a 1390.39 foot radius curve left 92.37 feet to a point 42.0 feet right of centerline survey station 52791.61, said point being the intersection with the existing margin, thence with said existing margin Northeasterly 28 feet more or less to a point 40.44 feet right of centerline survey station 53+19.35; thence with said existing margin Northwest 5 feet more or less to the point of beginning, containing 1569 square feet.

IT BEING the same property conveyed to Hickory Hollow Gardens Associates, LLC by special warranty deed from Cambridge at Hickory Hollow Apartments, LLC, a Delaware limited partnership, dated August 8, 2012, and recorded on August 9, 2012 as Instrument No. 20120809-0071205, in the Register's Office for Davidson County, City of Nashville, Tennessee.