BILL GARRETT, Davidson County
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THIS DOCUMENT WAS PREPARED BY:
Ashley S. Rudy, Esq.
214 Second Avenue North, Suite 103
Nashville, Tennessee 37212

AFTER RECORDING RETURN TO:
Kelly L. Worman, Esq.
Nelson Mullins Riley & Scarborough LLP
150 4th Avenue North, Suite 1100
Nashville, Tennessee 37219

[This space reserved for recording data.]

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED (the **"Deed"**), is made as of this 1st day of October, 2014, by Amalie Point Apartments, GP, a Tennessee general partnership, (the **"Grantor"**) to Nashville M3-08, LLC, a California limited liability company, (the **"Grantee"**), having an office at 330 E. Canon Perdido Street, Santa Barbara, California 93101.

WITNESSETH:

That the Grantor for and in consideration of the sum of TEN AND 00/100THS DOLLARS ($10.00) and other good and valuable consideration in hand paid by the Grantee, the receipt and sufficiency of which is hereby acknowledged, by these presents does ***GRANT, REMISE, RELEASE, TRANSFER, SELL AND CONVEY*** unto the Grantee and its successors and assigns ***FOREVER***, all of the real estate, situated in the County of Davidson and State of Tennessee and legally described on **Exhibit A** attached hereto and made a part hereof together with the building structures, fixtures, and other improvements located on said real estate (the **"Property"**), subject only to those matters described on **Exhibit B** attached hereto and made a part hereof (the "**Permitted Exceptions**").

This is improved property known as 5646 Amalie Drive, Nashville, Tennessee 37211.

TO HAVE AND TO HOLD the Property, subject only to the Permitted Exceptions, unto the Grantee and its successors and assigns forever.

Grantor does covenant, promise and agree, to and with the Grantee and its successors and assigns, that it has not done, or suffered to be done, anything whereby the Property is, or may be, in any manner encumbered or charged, except as herein recited, and that it ***WILL WARRANT AND FOREVER DEFEND*** the Property against persons lawfully claiming, or to claim the same, by, through or under Grantor but not otherwise, except for claims arising under or by virtue of the Permitted Exceptions.

IN WITNESS WHEREOF, the Grantor has caused its name to be signed to these presents on the date first set forth above.

GRANTOR:

AMALIE POINT APARTMENTS, GP

BY: _____

ITS: Managing Partner

STATE OF TENNESSEE)
)
COUNTY OF Davidson)

I, the undersigned, a Notary Public in and for said County and State aforesaid, DO HEREBY CERTIFY, that Doug Martin, as Managing Partner of Amalie Point Apartments, GP, a Tennessee general partnership, personally known to me to be the same person whose name is subscribed to the foregoing instrument as said officer, appeared before me this day in person and acknowledged he signed and delivered said instrument as his free and voluntary act, and as the free and voluntary act of said company, for the uses and purposes therein set forth.

GIVEN UNDER my hand and Notarial Seal this 1 day of Oct, 2014.

JAMES BRYAN LEWIS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires [illegible] 2017

_____
Notary Public

My commission expires: 1-11-17

****

(FOR RECORDING DATA ONLY)

Property Address:
5646 Amalie Drive
Nashville, Tennessee 37211

New Property Owner:
Nashville M3-08, LLC
330 E. Canon Perdido Street
Santa Barbara, California 93101

Parcel ID No.: 161 00 0 134.00

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is $6,400,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Ashly S. Rudy
Affiant

Mail tax bills to: (Person or Agency responsible for payment of taxes)
Nashville M3-08, LLC
330 E. Canon Perdido Street
Santa Barbara, California 93101

STATE OF TENNESSEE)
)
COUNTY OF Davidson)

On October 1, 2014, before me, James Bryan Lewis Doug Martin, Notary Public, personally appeared Ashley S. Rudy, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

My commission expires:

JAMES BRYAN LEWIS
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

My Commission Expires JAN 11, 2017

EXHIBIT A
LEGAL DESCRIPTION

Being a tract of land lying in Nashville, Davidson County, Tennessee, also being Lot 56 of Section 2, McMurray Woods Addition, as of record in Plat Book 4660, Page 43, at the Register's Office for Davidson County, Tennessee, and being more particularly described as follows;

Beginning at an existing iron rod in the easterly right-of-way line of Amalie Drive, 60 feet in width, at a corner common with Lot 338 of Section Three, Huntington Park, as of record in Plat Book 4460, Page 68, at the Register's Office for Davidson County, Tennessee, said existing iron rod being located at Northing: 624,982.55; Easting: 1,754,324.27; on the State Plane Coordinate System NAD-83 (1990);

Thence with the easterly right-of-way line of Amalie Drive, North 15 deg 08 min 32 sec East, 141.27 feet to a pk nail set;

Thence with a curve to the left, along an arc length of 207.38 feet, the central angle of which is 19 deg 24 min 00 sec, the radius of which is 612.48 feet, the chord of which is North 05 deg 17 min 11 sec East, 206.39 feet to an existing iron rod;

Thence with a curve to the right, along an arc length of 126.26 feet, the central angle of which is 09 deg 24 min 32 sec, the radius of which is 768.86 feet, the chord of which is North 00 deg 17 min 27 sec East, 126.12 feet to an existing iron rod;

Thence North 05 deg 11 min 57 sec East, 603.59 feet to an iron rod set, at a corner common with Lot 16 of Section 1, McMurray Woods Addition, as of record in Plat Book 4675, Page 6, at the Register's Office for Davidson County, Tennessee;

Thence leaving the easterly right-of-way line of Amalie Drive, with the southerly property line of Section 1, McMurray Woods Addition, South 85 deg 29 min 48 sec East, 644.15 feet to an iron rod set, in the westerly property line of Hickory Forest II, L.P., as of record in Instrument Number: 20061108-0139114, at the Register's Office for Davidson County, Tennessee;

Thence with the westerly property line of Hickory Forest II, L.P., South 08 deg 25 min 32 sec West, 191.22 feet to an existing iron rod, at a corner common with the property of Nashville Hickory Point, LLC, as of record in Instrument Number: 20131216-0126868, at the Register's Office for Davidson County, Tennessee;

Thence with the westerly property line of Nashville Hickory Point, LLC, South 07 deg 14 min 36 sec West, 349.10 feet to an existing concrete monument;

Thence South 10 deg 44 min 58 sec West, 89.77 feet to an existing axle;

Thence South 08 deg 45 min 28 sec West, 239.59 feet to an existing iron rod;

Thence South 07 deg 05 min 16 sec West, 176.14 feet to an existing iron rod;

Thence South 03 deg 45 min 20 sec West, 226.67 feet to an existing concrete monument, at a corner common with Lot A of the said Section Three, Huntington Park;

Thence with the northerly property line of said Section Three, Huntington Park, South 86 deg 36 min 20 sec West, 442.69 feet to an existing concrete monument;

Thence South 88 deg 26 min 27 sec West, 16.01 feet to an existing concrete monument;

Thence North 00 deg 22 min 08 sec East, 232.04 feet to an existing iron pipe;

Thence North 74 deg 28 min 52 sec West, 140.27 feet to the POINT OF BEGINNING. Containing 766,613 square feet or 17.599 acres more or less.

Being the same property conveyed to Grantor by Quitclaim Deed of record as Instrument No. 20130313-0025099, Davidson County Register of Deeds.

EXHIBIT B

PERMITTED EXCEPTIONS

1) Taxes for the 2015 and subsequent years, not yet due and payable.

2) Plan of record in Plat Book 4660, Page 43, Register's Office for Davidson County, Tennessee.

3) Agreement for Dedication of Easement for Access Road and Appurtenances, as set forth in instrument recorded in Book 5046, Page 47, said Register's Office.

4) Lease Agreement dated December 17, 1991, as amended by Addendum dated December 21, 1998, and as assigned to Crown Castle GT Company, LLC, by Assignment and Assumption Agreement recorded in Instrument No. 200106050058406, said Register's Office. Said Lease subject to Memorandum of Second Amendment to Lease Agreement dated December 20, 2006, bya nd between Countrywood Inevstment Group, Ltd., as Landlord, and Crown Castle GT Company LLC, as Tenant, recorded as Instrument No. 200705240061683, said Register's Office.

5) Option and Lease Agreement, of record in Book 8582, Page 505, said Register's Office.

6) Lease Agreement, of record in Book 9962, Page 9, said Register's Office.

7) Memorandum of PCS Site Agreement, of record in Book 11077, Page 446, said Register's Office.

8) Rights of tenants, as tenants only, under recorded or unrecorded leases.

9) Memorandum of Lease, of record as Instrument No. 200712310148977, said Register's Office.

10) Grant of Easement, of record as Instrument No. 201112060095099, said Register's Office.