BILL GARRETT, Davidson County
Trans:T20140088562 DEEDWARRSP
Recvd: 11/24/14 15:43 6 pgs
Fees:33.00 Taxes:125800.00
20141124-0108335

SPECIAL WARRANTY DEED

This Instrument prepared by:
SHERRARD & ROE, PLC (JHR)
150 Third Avenue South, Suite 1100
Nashville, Tennessee 37201

GRANTOR: **ANTIOCH PROPERTIES, LLC,** a Georgia limited liability company

GRANTEE: **WATERFORD CROSSINGS PROPERTY, LP,** a Delaware limited partnership

Address New Owner As Follows:	Send Tax Bills To:	Map Parcel ID No.
Waterford Crossings Property, LP 615 Palisades Santa Monica, CA 90402	same	163-00-0-415.00

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by **WATERFORD CROSSINGS PROPERTY, LP,** a Delaware limited partnership, **GRANTEE,** and other good and valuable consideration, the receipt of which is hereby acknowledged, the **GRANTOR, ANTIOCH PROPERTIES, LLC, a Georgia limited liability company,** hereby bargains, sells, transfers and conveys to **GRANTEE,** its successors and assigns, the following described parcel of real estate located in Davidson County, Tennessee more particularly described on Exhibit "A" attached hereto (the "Property").

The Property is improved property located on 2921 Old Franklin Road, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to the **GRANTEE,** its successors and assigns forever.

GRANTOR covenants that **GRANTOR** is lawfully seized and possessed of the Property in fee simple, the **GRANTOR** has a good right to convey the Property, and the Property is unencumbered except as described in Exhibit "B" attached hereto, to which this conveyance is expressly made subject.

Except as to those matters described in Exhibit "B", **GRANTOR** does further covenant and bind itself, its successors and assigns to warrant and forever defend title to the Property herein conveyed, to the **GRANTEE,** its successors and assigns, against the lawful claims of all persons claiming by, through or under **GRANTOR,** but not further or otherwise.

IN WITNESS WHEREOF, GRANTOR has caused this deed to be executed by its duly authorized Manager to be effective as of the 24th day of November, 2014.

ANTIOCH PROPERTIES, LLC,
A Georgia limited liability company

By: _____
Ronald G. Wilkinson, a Manager

STATE OF ALABAMA)
COUNTY OF MONTGOMERY)

Before me, the undersigned Notary Public in and for said State and County aforesaid, duly commissioned and qualified, personally appeared Ronald G. Wilkinson, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), who upon oath acknowledged that he is the duly authorized Manager of Antioch Properties, LLC, a Georgia limited liability company, the within named bargainor, and who further acknowledged that he executed the foregoing instrument for the purposes therein contained by signing the name of Antioch Properties, LLC as a Manager.

WITNESS my hand and seal at office on this the 20th day of November, 2014.

_____
Notary Public

My commission expires: 12/01/2014

M. RUSSELL LEE NOTARY PUBLIC AT LARGE ALABAMA

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The greater of the actual consideration or value for this transfer is $34,000,000.00.

Mandy Doman, Affiant

Sworn to and subscribed before me this 24 day of November 2014.

R. Kirkland Moser
Notary Public

My Commission Expires: 6-21-2016

R. KIRKLAND MOSER STATE OF TENNESSEE NOTARY PUBLIC SUMNER COUNTY

700055.1 08644-003

EXHIBIT "A"

Property Description

Land situated in the County of Davidson, State of Tennessee, and described as follows:

PARCEL 1

Being a portion of Lot 1 of the final Plat of Crews Crossings Easement Abandonment (1st revision), recorded in Instrument No. 20090811-0075703, Register's Office for Davidson County, Tennessee (RODC), located in the 32nd District of Davidson County, Nashville, Tennessee. Bounded on the north by CSX Railroad Right-of-way (ROW); bounded on the east by remaining said Lot 1, being the lands of Crews Crossings, LLC, recorded in Instrument No. 20080925-0097579, RODC, and by ROW of Old Franklin Road; bounded on the south by Lot 1 of the Plat of The Crossings at Hickory Hollow, Section 3, recorded in Book 9700, Page 199, RODC, being Kenneth Heller and Howard L. Stone recorded in Instrument No. 20040727-0089758, RODC; by remaining lands of Crews Crossings, LLC, recorded in Instrument No. 20080925-0097579, RODC, and by Lots 1 and 2 of the Final Plat of Crossings Circle ROW Abandonment, recorded in Instrument No. 20090316-0023330, RODC, being Crews Crossings, LLC, recorded in Instrument No. 20051230-0157052, RODC; and bounded on the west by G & F 249, LTD, recorded in Instrument No. 20080618-0062960, RODC. Tract described as follows:

POINT OF COMMENCEMENT being a point lying on the intersection of the western ROW of said Old Franklin Road and the southern ROW of said CSX Railroad; thence along said western ROW of Old Franklin road with the following: South 38° 50' 26" West 638.89 feet to a point; thence on a curve to the right having a radius of 713.94 feet, an arc length of 301.49 feet, an interior angle of 24° 11' 42", and having a chord bearing and distance of South 50° 56' 16" West 299.25 feet to a point; thence South 63° 02' 06" West 129.26 feet to the POINT OF BEGINNING; thence South 63° 02' 06" West 72.14 feet to a point; thence on a curve to the left having a radius of 1140.21 feet, an arc length of 314.94 feet, an interior angle of 15° 49' 32", and having a chord bearing and distance of South 55° 07' 56" West 313.93 feet to a point; thence leaving said ROW of Old Franklin Road with the following: North 54° 41' 52" West 607.52 feet to a point; thence North 30° 56' 36" East 161.85 feet to a point; thence North 31° 40' 28" East 112.18 feet to a point; thence North 42° 03' 23" East 125.50 feet to a point; thence North 20° 45' 47" East 35.46 feet to a point; thence North 11° 44' 35" West 44.96 feet to a point; thence North 62° 46' 15" West 152.43 feet to a point; thence North 54° 43' 41" West 268.29 feet to a point; thence North 60° 33' 50" West 81.43 feet to a point; thence North 80° 08' 16" West 40.05 feet to a point; thence South 43° 33' 59" West 48.13 feet to a point; thence South 15° 18' 13" West 196.62 feet to a point; thence South 13° 49' 06" West 169.86 feet to a point; thence North 87° 20' 20" West 461.40 feet to a point; thence on a curve to the left having a radius of 430.00 feet, an arc length of 208.35 feet, an interior angle of 27° 45' 42", and having a chord bearing and distance of North 11° 13' 49" West 206.32 feet to a point; thence North 25° 06' 40" West 117.23 feet to a point; thence North 25° 06' 40" West 59.86 feet to a point; thence North 25° 06' 40" West 84.29 feet to a point; thence North 21° 38' 46" East 290.85 feet to a point; thence North 23° 18' 40" East 254.28 feet to a point; thence North 19° 48' 36" East 336.54 feet to a point lying on the southern ROW of said CSX Railroad; thence along said ROW on a curve to the right having a radius of 2429.33 feet, an arc length of 115.22 feet, an interior angle of 2° 43' 03", and having a chord bearing and distance of South 67° 48' 35" East 115.21 feet to a point; thence South 66° 29' 05" East 1310.26 feet to a point; thence South 23° 30' 55" West 715.05 feet to a point; thence South 7° 18' 41" West

229.15 feet to a point; thence south 72° 40' 48" East 38.05 feet to a point; thence South 54° 51' 33" East 86.53 feet to a point; thence South 76° 17' 17" East 132.76 feet to a point; thence South 60° 20 27" East 104.55 feet to a point; thence South 52° 39' 56" East 186.30 feet to the point of beginning.

Tract contains 1,515,803 square feet or 34.80 acres, according to the survey by Robert Searson, Tennessee Registered Land Surveyor No. 1666, of Littlejohn Engineering Associates, Inc., dated September 23, 2009, Job No. 29043.

Being the same property conveyed to ANTIOCH PROPERTIES, LLC, A GEORGIA LIMITED LIABILITY COMPANY, by special warranty deed from CREWS CROSSINGS LLC, A TENNESSEE LIMITED LIABILITY COMPANY, of record in Instrument No. 20091020-0096910, dated October 19, 2009, said Register's Office.

PARCEL 2

TOGETHER WITH the following non-exclusive easements:

(a) a non-exclusive, permanent easement allowing for unchannelized stormwater drainage from the above-described land into the detention pond located on adjacent property south of the above-described land. Said easement was conveyed to Antioch Properties, LLC, a Georgia limited liability company, by instrument from Crews Crossings LLC, a Tennessee limited liability company of record in Instrument No. 20091020-0096911, said Register's Office.

(b) a non-exclusive, permanent easement allowing for channelized stormwater drainage from the southeast corner of the above-described land into the detention pond located on adjacent property south of the above- described land. Said easement was conveyed to Antioch Properties, LLC, a Georgia limited liability company, by instrument from Crews Crossings LLC, a Tennessee limited liability company, of record in Instrument No. 20091020-0096911, said Register's Office.

(c) a non-exclusive, permanent easement allowing for stormwater drainage from the detention pond located at the southwest corner of the above-described land onto property located southwest of such land. Said easement was conveyed to Antioch Properties, LLC, a Georgia limited liability company, by instrument from Crews Crossings LLC, a Tennessee limited liability company, of record in Instrument No. 20091020-0096913, said Register's Office.

EXHIBIT "B"

Encumbrances

1. General or special taxes and assessments required to be paid in the year 2014 and subsequent years for Map-Par. 163-00-0-415.00.

2. Matters shown on the Plan of record in Instrument No. 20090811-0075703, said Register's Office.

3. Declaration of Covenants, Conditions, Liens, Easements and Restrictions, including, but not limited to, easements, assessments, special assessments, charges and liens, contained in an instrument of record in Book 7963, Page 145, re-recorded in Book 7966, Page 60, amended in Book 8085, Page 402, and in Instrument No. 20091020-0096901, said Register's Office.

4. Assignment of Developer's Right of record in Instrument No. 20110801-0058551, said Register's Office.

5. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 7154, Page 308, said Register's Office.

6. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage, Water Mains, Pumps, and Appurtenances of record in Instrument No. 20091124-0107826, said Register's Office.

7. Easement reserved in the deed of record in Instrument No. 20091020-0096910, said Register's Office.

8. Grant of Easement for Drainage of record in Book 10095, Page 208, said Register's Office.

9. Grant of Easement of record in Instrument No. 20091020-0096911 and in Instrument No. 20091020-0096913, said Register's Office.

10. Inspection and Maintenance Agreement For Private Stormwater Management Facilities of record in Instrument No. 20091124-0107819, said Register's Office.

11. Easement and Memorandum of Agreement of record in Instrument No. 20100318-0020348, said Register's Office.

12. Communication Easement of record as Instrument No. 20140114-0003779, said Register's Office.

13. Easement for the flow of the waters of an unnamed creek and the rights of the public therein.

14. Rights of upper and lower riparian owners to the flow of the water of an unnamed creek free from diminution or pollution.

15. Changes in the boundary of the subject property resulting from erosion or accretion caused by the flow of an unnamed creek.

16. Annual Assessments and Special Assessments as set forth in the Declaration of Protective Covenants and Owners Association For The Crossings at Hickory Hollow of record in Book 7963, page 145, re-recorded in Book 7966, Page 60, said Register's Office.

17. Easements as set forth in the Declaration of Protective Covenants and Owners Association For The Crossings at Hickory Hollow of record in Book 7963, page 145, re-recorded in Book 7966, Page 60, said Register's Office.

18. Assessments as set forth in the Amendment to the Declaration of Protective Covenants and Owners Association For The Crossings at Hickory Hollow of record in Instrument No. 20091020-0096901, said Register's Office.

19. Matters shown on a survey prepared Ragan-Smith-Associates, Inc. shown on the plat of survey by Ted J. Stevenson (TN RLS 2136) of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206 dated February 22, 2011.