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BILL GARRETT, Davidson County
Trans:T20140090120 DEEDWARRSP
Recvd: 12/02/14 10:42 5 pgs
Fees:27.00 Taxes:0.00
20141202-0110340

THIS INSTRUMENT PREPARED BY:
Bass, Berry & Sims PLC (MSP)
150 Third Avenue South, Suite 2800
Nashville, Tennessee 37201

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Metropolitan Development and Housing Agency 701 South Sixth Street Nashville, Tennessee 37206	93-10-32 93-10-25	Grantee is Tax Exempt (See TCA §67-4-409(f)(i))

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of THIRTEEN MILLION, ONE HUNDRED SIXTY FIVE THOUSAND, SIX HUNDRED TEN and 83/100 DOLLARS ($13,165,610.83) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, NASHVILLE HOSPITALITY CAPITAL LLC, a Delaware limited liability company (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to the METROPOLITAN DEVELOPMENT AND HOUSING AGENCY, a public body and a body corporate and politic organized under the Tennessee Housing Authorities Law, T.C.A. §§ 13-20-101, et seq. (the "Grantee"), its assigns and successors, certain tracts or parcels of land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference, together with all right, title and interest of Grantor, if any, in and to any land lying in the bed of any street, road, highway or avenue, open or proposed, in front of or adjoining all or any part of said land, any alley bisecting said land, any and all strips, gores, or rights-of-way, riparian rights and easements affecting or appurtenant to said land and any air rights relating thereto (collectively, the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters set forth on Exhibit B, which is attached hereto and incorporated herein by reference.

This is improved property, located at 300 9th Avenue South and 301, 307 and 315 8th Avenue South (Metro Tax Map/Parcel Nos. 93-10-32 and 93-10-25), Nashville, Tennessee.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, its successors and assigns, forever. Grantor covenants that, subject to the matters set forth above, Grantor is lawfully seized and possessed of said Property in fee simple, has good right to convey it, and that same is unencumbered.

Grantor further covenants and binds itself and its heirs and representatives to warrant and forever defend the title to said Property to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever except claims arising out of the matters set forth above.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed as of the ____ day of _____, 2014.

NASHVILLE HOSPITALITY CAPITAL LLC,
a Delaware limited liability company

By: _____
Name: Seamus Ross, Jr.
Title: President

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Seamus Ross, Jr., with whom I am personally acquainted, and who acknowledged, upon oath, that he executed the within instrument for the purposes therein contained and who further acknowledged that he is the President of Nashville Hospitality Capital LLC and is authorized by Nashville Hospitality Capital LLC to execute this instrument on its behalf.

Witness my hand and seal, at office in Nashville, Tennessee, this the 21st day of Nov., 2014.

Kathalee Tewell
NOTARY PUBLIC

My Commission Expires: Dec. 6, 2016

KATHALEE TEWELL
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires December 6, 2016

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration for this transfer is $ 13,165,610.83.

Affiant

Sworn to and subscribed before me this 21st day of Nov., 2014.

Notary Public

My Commission Expires:

Dec. 6, 2016

KATHALEE TEWELL
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires December 6, 2016

EXHIBIT A

PROPERTY DESCRIPTION

LAND in Davidson County, Tennessee, being Lot Nos. 1 and 2, on the Final Plat of Westin Hotel, as shown on plat of record in Instrument No. 201411210107542, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING a portion of the same property conveyed to NASHVILLE HOSPITALITY CAPITAL LLC, A DELAWARE LIMITED LIABILITY COMPANY by deed from Clark Avenue Partnership, a Tennessee General Partnership composed of John A. Carpenter, David R. Wright and Clark Avenue, LLC, a Tennessee limited liability company, recorded on November 13, 2013 in Instrument No. 20131113-0117492, Register's Office for Davidson County, Tennessee. Further being a portion of the same property conveyed to Clark Avenue Partnership, a Tennessee General Partnership composed of John A. Carpenter, David R. Wright and Clark Avenue, LLC, a Tennessee limited liability company by deed from William E. Mullins, II recorded on January 17, 1997 of record in Book 10323, page 214, said Register's Office.

Being a portion of the same property conveyed to NASHVILLE HOSPITALITY CAPITAL LLC, A DELAWARE LIMITED LIABILITY COMPANY by deed from The United Methodist Publishing House recorded on March 31, 2014 in Instrument No.20140331-0026451, Register's Office for Davidson County, Tennessee. Further being a portion of the same property conveyed to the Board of Publication of the Methodist Church, Inc. by deed from Charles C. Martin, Jr. recorded on October 31, 1972 in Book 4651, page 202, said Register's Office. Further being a portion of the same property conveyed to the Board of Publication of the Methodist Church d/b/a United Methodist Publishing House by deed from Jack Brandon Insurance Agency, Inc. recorded on April 15, 1976 in Book 5015, page 765, said Register's Office.

Being a portion of the same property conveyed to Nashville Hospitality Capital LLC by deeds of record in Instrument No. 201410220097273, Instrument No. 201409190086237 and in Instrument No. 201409190086238, Register's Office for Davidson County, Tennessee.

EXHIBIT B

ENCUMBRANCES

1. Property taxes for 2015, a lien, not yet due and payable.

2. Easements set forth in Consent Judgment and Final Decree of record in Instrument No. 20130715-0072830, Register's Office for Davidson County, Tennessee.

3. That certain Memorandum of Development Agreement of record in Instrument No. 20141202-0110339, Register's Office for Davidson County, Tennessee.

4. Encumbrances set forth on the Final Plat of Westin Hotel of record in Instrument No. 20141121-0107542, Register's Office for Davidson County, Tennessee.

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