BILL GARRETT, Davidson County
Trans:T20140090912 DEEDWARRSP
Recvd: 12/04/14 12:53 6 pgs
Fees:33.00 Taxes:18796.00
20141204-0111253

SPECIAL WARRANTY DEED

Prepared By: *Amy Ruhl, Esq.* *Moye White LLP* *1400 16th Street, Sixth Floor* *Denver, CO 80202*	Return to: Fidelity National Title Group 6840 Carothers Parkway Suite 200 Franklin, Tennessee 37067 615-224-7400
Address New Owner as Follows:	*Send Tax Bills To:*
IC BP III Holdings IX, LLC c/o IC Berkeley Partners III, L.P. 1 Sansome Street, Suite 1500 San Francisco, CA 94104 Attn: Brad Watson	Same
Map(s) & Parcel No(s).: 134 00 0 255.00	

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and which consideration represents full and adequate compensation for the property being conveyed herein, PANCAL METROPLEX 138 LLC, a Delaware limited liability company ("Grantor"), has bargained and sold and does hereby transfer and convey unto IC BP III HOLDINGS IX, LLC, a Delaware limited liability company ("Grantee"), its successors and assigns, the certain tract(s) or parcel(s) of land located in Davidson County, Tennessee and described as follows (together with all structures and fixtures located thereon, collectively, the "Property"):

See **Exhibit A** attached hereto and incorporated herein fully by reference.

This is improved property known as 475 Metroplex Drive, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property, together with all easements, covenants, agreements, rights, title, estates, tenancies, appurtenances and hereditaments thereunto belonging or in anywise appertaining, to the said Grantee and its successors and assigns, forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple and that it has good right to sell and convey the same, subject only to the covenants, easements, encumbrances and restrictions of record affecting said Property as specifically set forth on **Exhibit B** attached hereto and incorporated herein by reference.

AND Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property against the lawful claims of all persons claiming by,

through or under Grantor, but not further or otherwise, subject to the matters set forth on **Exhibit B** hereto.

Wherein used herein, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 21st day of November, 2014.

PANCAL METROPLEX 138 LLC,
a Delaware limited liability company

By: PanCal Portfolio, LLC,
a Delaware limited liability company, its Sole Member

By: Panattoni PanCal, LLC,
a Delaware limited liability company, its Administrator

By: Panattoni PanCal Manager, LLC,
a Delaware limited liability company, its Manager

By: _____
William Bullen, Vice President

STATE OF COLORADO)
) ss
COUNTY OF DENVER)

I, the undersigned, a notary public in and for, and residing in the said county, in the State aforesaid, DO HEREBY CERTIFY, that William Bullen, as the Vice President of Panattoni PanCal Manager, LLC, as the Manager of Panattoni PanCal, LLC, as the Administrator of PanCal Portfolio, LLC, as the Sole Member of PanCal Metroplex 138 LLC, personally known or proven to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person and severally acknowledged that he signed and delivered the said instrument as his free and voluntary act, and as the free and voluntary act and deed of said company, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 21st day of November, 2014.

ERIC M URBANICH NOTARY PUBLIC STATE OF COLORADO

My Commission Expires 01/14/2016

_____
Notary Public

My commission expires: 01-14-2016

The actual consideration or value, whichever is greater, for this transfer is $5,080,000.

AFFIANT

Subscribed and sworn to before me this 21st day of November, 2014.

NOTARY PUBLIC

My Commission Expires: 01-14-2016

ERIC M URBANICH
NOTARY
PUBLIC
STATE OF COLORADO
My Comm... 01/14/2016

Exhibit A

Legal Description

LAND WITH THE BUILDINGS AND IMPROVEMENTS THEREIN IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, KNOWN AS LOT 1, SECTION 3 ON THE PLAN ON METROPLEX, AS SHOWN ON PLAT OF RECORD IN PLAT BOOK 5800, PAGE 189, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A MONUMENT FOUND IN THE SOUTHWEST RIGHT-OF-WAY LINE OF METROPLEX DRIVE AT ITS INTERSECTION WITH THE EAST RIGHT-OF-WAY LINE OF PARAGON MILLS ROAD;

THENCE, WITH A RIGHT-OF-WAY LINE OF METROPLEX DRIVE, S 33°28'21" E, 79.96 FEET TO A POINT.

THENCE, CONTINUING ALONG SAID RIGHT-OF-WAY WITH A CURVE TO THE LEFT, 351.86 FEET TO AN EXISTING MONUMENT, SAID CURVE HAVING A CENTRAL ANGLE OF 54°15'39", A RADIUS OF 371.54 FEET, A TANGENT OF 190.38 FEET AND A CHORD OF S 60°36'11" E 338.86 FEET;

THENCE, LEAVING SAID RIGHT-OF-WAY, S 02°16'00" W, 15.00 FEET TO A POINT;

THENCE S 87°44'00" E, 35.00 FEET TO A POINT IN THE EDGE OF SORGHUM BRANCH; THENCE WITH SAID SORGHUM BRANCH, THE FOLLOWING CALLS:

S 30°22'42" E, 457.00 FEET TO A POINT;

S 87°44'21" E, 20.00 FEET TO A POINT IN THE NORTHWEST CORNER OF LOT NO. 2 AS SHOWN ON THE PLAN OF THE RESUBDIVISION OF LOT NO. 2 HARDING PLACE PARK OF RECORD IN BOOK 4660, PAGE 7, REGISTER'S OFFICE DAVIDSON COUNTY, TENNESSEE.

ALONG THE WEST LINE OF SAID LOT NO. 2, S 38°28'36" E, 56.64 FEET TO A POINT;

S 06°48'30" E, 79.94 FEET TO A POINT;

S 03°11'30" W, 72.83 FEET TO A POINT;

S 25°18'30" E, 99.06 FEET TO A POINT;

S 27°30'00" W, 154.97 FEET TO AN EXISTING IRON PIN;

THENCE, ALONG THE SOUTH LINE OF THIS PARCEL, N 87°38'30" W. 423.12 FEET TO A POINT IN THE NORTHWEST RIGHT-OF-WAY LINE OF INTERSTATE 24;

THENCE, WITH SAID RIGHT-OF-WAY ALONG A CURVE TO THE LEFT, 420.12 FEET TO A POINT, SAID CURVE HAVING A CENTRAL ANGLE OF 02°18'37", A RADIUS OF

11,659.16 FEET, A TANGENT OF 235 FEET AND A CHORD N 32°18'31" W 470.09 FEET TO A POINT;

THENCE, CONTINUING WITH SAID RIGHT-OF-WAY, N 33°27'49 W, 44.20 FEET TO A POINT;

THENCE, CONTINUING WITH SAID RIGHT-OF-WAY, N 71°22'49" W, 15.38 FEET TO A POINT IN THE EAST RIGHT-OF-WAY LINE OF PARAGON MILLS ROAD;

THENCE WITH SAID RIGHT-OF-WAY, N 05°14'26" E, 599.42 FEET TO A FOUND MONUMENT;

THENCE, N 56°30'55" E, 26.30 FEET TO THE POINT OF BEGINNING.

BEING THE SAME PROPERTY CONVEYED TO PANCAL METROPLEX 138 LLC, A DELAWARE LIMITED LIABILITY COMPANYIN INSTRUMENT NO. 20110110-0002747, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

Exhibit B

Permitted Exceptions

1. All matters shown on the Plat of record in Plat Book 5800, Page 189, in the Register's Office for Davidson County, Tennessee.

2. Easement for the flow of the waters of Sorghum Creek, and the rights of the public therein.

3. Rights of upper and lower riparian owners to the flow of the waters of Sorghum Creek, free from diminution or pollution.

4. Changes in the boundary of the land resulting from erosion or accretion caused by the flow of Sorghum Creek.

5. All matters as shown on Survey prepared by Tony Reasons II, TN RLS# 1665, dated November 11, 2014 including the following:

   a. All underground utilities not located in a recorded easement.

6. Taxes for the year 2014 a lien, due and payable, but not delinquent.