(1)

Prepared by:

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After Recording Return to:

Chicago Title Insurance Company
Attn: Staci Blackwell
6060 Poplar Avenue, Suite LL-37
Memphis, TN 38119

BILL GARRETT, Davidson County
Trans:T20140096668 DEEDWARRSP
Recvd: 12/29/14 09:08 6 pgs
Fees:33.00 Taxes:86091.60
20141229-0118208

Grantee Address:	Map-Parcel Numbers:	Send Tax Bills To:
CHIMNEY TOP LLC 100 Chimneytop Drive Antioch, TN 37013	16300020900	CHIMNEY TOP LLC c/o Drucker & Falk, LLC 11824 Fishing Point Drive Newport News, VA 23606 Attention: J. Guy Buck

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **WE Chimneytop LLC**, a Tennessee limited liability company ("Grantor"), has bargained and sold, and by these presents transfers and conveys to **CHIMNEY TOP LLC**, a Delaware limited liability company ("Grantee"), certain real estate in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference.

Being the same property conveyed to Grantor by Special Warranty Deed of record at Instrument Number 20090105-0000817 in the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto Grantee and its successors and assigns in fee simple forever.

This is improved property known as Chimney Top Apartments, 100 Chimneytop Drive, Antioch, Tennessee, 37013.

Grantor hereby covenants with Grantee that Grantor is lawfully seized in fee of the aforedescribed real estate, that Grantor has a good right to sell and convey the same, that the same is unencumbered except for the matters set forth on Exhibit B hereto (the "Permitted Exceptions"), and that the title and quiet possession thereto Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor but not further or otherwise.

[Signatures on following pages]

IN WITNESS WHEREOF, Grantor has executed this Deed the 17th day of December, 2014.

GRANTOR:

WE CHIMNEYTOP LLC, a Delaware limited liability company

By: _____
Jeffrey Weiskopf, Manager

STATE OF New York
COUNTY OF Rockland

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared **Jeffrey Weiskopf**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Manager of **WE Chimneytop LLC**, a Tennessee limited liability company, the within named bargainor, and that he as such Manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as such Manager.

WITNESS my hand and official seal this 16th day of December, 2014.

_____
Notary Public

My commission expires:
5/23/2017

RENEE LEVINE
Notary Public, State of New York
No. 02LE6127285
Qualified in Rockland County
Commission Expires May 23, 2017

AFFIDAVIT OF VALUE

STATE OF TENNESSEE
COUNTY OF SHELBY

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 the value of the property transferred, whichever is greater, is $23,268,000.00, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 17th day of December, 2014.

Notary Public

My Commission Expires: 2-22-2015

MELODY W. OLIVER
STATE OF TENNESSEE NOTARY PUBLIC
SHELBY COUNTY

EHHIBIT A

Property Legal Description

Real Property in Davidson County, TN:

Situated in the Second Civil District of Metropolitan Nashville, County of Davidson, State of Tennessee, being that tract described as 30.595 acres in a deed from William W. Berry, Jr., Trustee to Chimneytop-Oxford Associates dated July 1, 1983 and Recorded in Book 6092, Page 416, Deed Records of Davidson County, Tennessee and being further described by metes and bounds as follows:

BEGINNING at a 4"x4" concrete monument found (broken) in the west line of Cane Ridge Road (60 feet wide) for the northeast corner of the Chimneytop-Oxford tract and the southeast corner of a tract of land conveyed to Bell Hollow limited Partnership recorded in Book 8365, Page 823, Deed Records of Davidson County, Tennessee;

THENCE leaving the Bell Hollow Tract with the west line of Cane Ridge Road, the following three courses:

1) S 22°03'14" E 158.13 feet to a ½" rebar found with cap stamped "Millman 1857;"
2) with a curve to the left having the following characteristics: radius=474.70 feet, arc length=308.83 feet, delta angle=37°16'30" and a chord bearing and distance of S 40°37'15" E 303.41 feet to a ½" rebar found with cap stamped "Millman 1857;"
3) S 59°15'30" E (this course being the bearing basis for this description) 84.12 feet to a 5/8" rebar found with cap stamped "FV Clinkscales TN1460" for the most easterly corner of the Chimneytop-Oxford tract and a northeast corner of a tract of land conveyed to Starwood Properties Four, LTD recorded in Book 8577, Page 55, Deed Records of Davidson County, Tennessee;

THENCE leaving Cane Ridge Road with the southerly lines of the Chimneytop-Oxford tract and the northerly lines of the Starwood Properties tract, the following four courses:

1) S 37°06'00" W 333.91 feet to a 5/8" rebar found with cap stamped "FV Clinkscales TN1460;"
2) N 85°21'30" W 1100.00 feet to a 5/8" rebar found with cap stamped "Wamble;"
3) N 32°21'30" W 464.09 feet to a ½" rebar found (bent);
4) N 89°56'52" W 575.88 feet to a 4"x4" concrete monument found with brass disc stamped "Cumberland of Nashville" in the east line of a tract of land conveyed to Arbor Knoll/Crest, LLC recorded in Document #20041222-0152521, Deed Records of Davidson County, Tennessee;

THENCE leaving the Starwood Properties tract with the west lines of the Chimneytop-Oxford tract and easterly lines of the Arbor Knoll/Crest tract and the easterly lines of a tract of land conveyed to Mission Mill Creek, DST in Document #20070321-0034537, Deed Records of Davidson County, Tennessee, the following five courses:

1) N 03°28'40" E 150.78 feet to a 3/8" rebar found;
2) N 04°52'26" E 280.05 feet to a 5/8" rebar found with cap stamped "FV Clinkscales TN1460;"
3) S 78°27'00" E 236.96 feet to a 4"x4" concrete monument found with brass disc stamped "Cumberland of Nashville;"
4) N 09°13'00" W 99.32 feet to a 4"x4" concrete monument found with brass disc stamped "Cumberland of Nashville;"
5) N 20°41'59" E 322.75 feet to a 4"x4" concrete monument found with brass disc stamped "Cumberland of Nashville;" for the northwest corner of the Chimneytop-Oxford tract and the southwest corner of the previously mentioned Bell Hollow limited Partnership tract;

THENCE leaving the Mission Mill tract, with the northerly lines of the Chimneytop-Oxford tract and the southerly lines of the Bell Hollow tract, the following four courses:

1) S 71°47'20" E 188.15 feet to a 4"x4" concrete monument found with brass disc stamped "Cumberland of Nashville;"

2) S 86°01'20" E 368.36 feet to a 5/8" rebar found;
3) S 10°32'02" E 526.02 feet to a 5/8" rebar found (bent);
4) N 88°14'54" E 787.60 feet to the POINT OF BEGINNING containing 30.5819 acres of land, more or less, and is subject to all legal highways and easements of record.

TOGETHER WITH THE BENEFITS OF THE EASEMENTS AS CONTAINED IN Common Use Agreement of record in Book 6410, Page 65, in the Register's Office for Davidson County, Tennessee, said instrument having been amended by Amendment to Common Use Agreement of record in Book 8737, Page 131, in said Register's Office, said instrument having been partially released by Partial Termination Agreement and Release of record in Book 11582, Page 679, in said Register's Office.

EXHIBIT B

Permitted Exceptions

1. The following matters of record in Plat Book 5200, Page 550, in the Register's Office of Davidson County, TN, and as shown on survey prepared by John Norwood, RLS TN No. 1857, dated July 18, 2012, last revised December 16, 2014, ("Survey")

    a. Emergency Ingress and Egress Easement;
    b. Two Hundred Foot Minimum Building Setback Line;
    c. Anchor Easement.

2. Utility Easement, Stormwater Drainage Easement, and Restrictive Crossover Easement as contained in Common Use Agreement of record in Book 6410, Page 65, as amended by Amendment to Common Use Agreement of record in Book 8737, Page 131, as partially release by Partial Termination Agreement and Release of record in Book 11582, Page 679, in the aforesaid Register's Office.

3. Storm Water Detention Agreement of record in Book 6145, Page 263, in the aforesaid Register's Office.

4. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 6434, Page 756, in the aforesaid Register's Office, as shown on the aforesaid survey.

5. Grant of Easement for wiring for Broadband Communications Systems of record at Instrument No. 20100219-0013001, in the aforesaid Register's Office.

6. The following matters as shown on the Survey:

    a. Encroachment of metal fence over and onto adjoining property;
    b. Encroachment of shed over and onto adjoining property;
    c. Encroachment of building over and into forty foot front building setback line.