BILL GARRETT, Davidson County
Trans:T20150003532 DEEDWARRSP
Recvd: 01/14/15 15:16 7 pgs
Fees:38.00 Taxes:226440.00
20150114-0004083

This Instrument Prepared By:

Nelson Mullins Riley & Scarborough LLP
Attn: Eric Wilensky, Esq.
201 17th Street NW
Suite 1700
Atlanta, Georgia 30363

SPECIAL WARRANTY DEED

Address New Owner as Follows:	*Send Tax Bills To:*
2300 Berry Hill General Partnership 1251 Avenue of the Americas, Floor 35 New York, NY 10020-1104	Same as New Owner
Map & Parcel No.: 105-14-0-272.00	

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are acknowledged, **SH 23HUNDRED TIC, LLC**, a Tennessee limited liability company, **BGF 23HUNDRED, LLC**, a Delaware limited liability company, and **23HUNDRED, LLC**, a Delaware limited liability company, as tenants-in-common (collectively, "**Grantor**") has bargained and sold, and hereby transfers and conveys to **2300 BERRY HILL GENERAL PARTNERSHIP**, a Tennessee general partnership ("**Grantee**"), its successors and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "**Property**").

The Property is improved property located at **2300 Franklin Pike**, Nashville, TN 37204.

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

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $61,200,000.00.

Affiant

Subscribed and sworn to before me this 14th day of January, 2015.

Notary Public
My Commission Expires: 7-2-2018

LINDA J. BOGGESS
STATE OF TENNESSEE
NOTARY PUBLIC
COUNTY OF DAVIDSON

MY COMMISSION EXPIRES:
JULY 2, 2018

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.

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 no further or otherwise, subject however to the matters set forth on Exhibit B.

[SIGNATURE ON NEXT PAGE]

Executed as of the 14th day of January, 2015.

GRANTOR:

SH 23HUNDRED TIC, LLC, a Tennessee limited liability company

By: Stonehenge 23Hundred JV Member, LLC, a Tennessee limited liability company, its sole member

By: Stonehenge 23Hundred Manager, LLC, a Tennessee limited liability company, its Manager

By: Stonehenge Real Estate Group, LLC, a Georgia limited liability company, its Manager

By: _____
Todd Jackovich, its Manager

STATE OF Tennessee)
COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Todd Jackovich, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Manager of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand and seal, at office in Nashville, Tennessee, this the 12th day of January, 2015.

_____
NOTARY PUBLIC

My Commission Expires: 5-5-15

DEIRDRIU COFFMAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

[SIGNATURES CONTINUED ON NEXT PAGE]

GRANTOR:

BGF 23HUNDRED, LLC, a Delaware limited liability company

By: Bluerock Growth Fund, LLC, a Delaware limited liability company, its sole member

By: BR Fund Manager, LLC, a Delaware limited liability company, its manager

By: _____
Jordan Ruddy, Authorized Signatory

STATE OF New York)
COUNTY OF New York)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Jordan Ruddy, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that Jordan Ruddy is the authorized signatory of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand and seal, at office in New York, New York, this the 12th day of January, 2015.

_____
NOTARY PUBLIC

My Commission Expires: 1/28/2017

DALE POZZI
NOTARY PUBLIC
STATE OF NEW YORK

[SIGNATURES CONTINUED ON NEXT PAGE]

GRANTOR:

23HUNDRED, LLC, a Delaware limited liability company

By: BR Stonehenge 23Hundred JV, LLC, a Delaware limited liability company, its sole member

By: _____
Jordan Ruddy, Authorized Signatory

STATE OF New York)
COUNTY OF New York)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Jordan Ruddy, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that Jordan Ruddy is the authorized signatory of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand and seal, at office in New York, New York, this the 12th day of January, 2015.

_____
NOTARY PUBLIC

My Commission Expires: 1/28/2017

DALE POZZI NOTARY PUBLIC STATE OF NEW YORK

Exhibit A

LEGAL DESCRIPTION OF THE LAND

Land located in the City of Berry Hill, Davidson County, Tennessee, being described in Deed Book 4065, page 206, Register's Office for Davidson County, Tennessee, ("RODC") and being more particularly described as follows:

Remote point of beginning being at the intersection of the South right of way of Bradford Avenue with the East right of way of Franklin Pike (8th Avenue South); thence North 71 degrees 0 minutes 43 seconds East 24.78 feet to a punch being the TRUE POINT OF BEGINNING; thence along said right of way of Bradford Avenue, North 71 degrees 00 minutes 43 seconds East a distance of 325.34 feet to a rebar; thence leaving said right of way and along Melpark Properties Management L.P. in Deed Book 11037, page 674, RODC, TN, South 18 degrees 32 minutes 05 seconds East a distance of 367.81 feet to a concrete monument on the North right of way of Melpark Drive; thence along said Melpark Drive the following courses and distances: South 71 degrees 04 minutes 25 seconds West a distance of 150.08 feet to a rebar; thence, South 74 degrees 00 minutes 07 seconds West a distance of 135.19 feet to a rebar; thence, South 71 degrees 07 minutes 14 seconds West a distance of 40.02 feet to a rebar, thence with a curve to the right having a radius of 25 feet; a central angle 89 degrees 58 minutes 46 seconds and an arc length of 39.26 feet to a concrete monument on the East right of way of Franklin Pike; thence along said right of way Franklin Pike, North 18 degrees 30 minutes 00 seconds West 310.77 feet to a rebar; thence with a curve to the right having a radius of 25 feet a central angle of 89 degrees 21 minutes 25 seconds and an arc length of 38.99 feet to the POINT OF BEGINNING; as shown on survey by Hopkins Surveying Group Drawing Number 2010-84-3 dated April 30, 2010.

Being the same property conveyed to 23Hundred, LLC, a Delaware limited liability company, as to an undivided 42.2287% interest, SH 23Hundred TIC, LLC, a Tennessee limited liability company, as to an undivided 34.8383% interest, and BGF 23Hundred, LLC, a Delaware limited liability company, as to an undivided 22.9330% interest, by deeds from 23Hundred, LLC, of record as Instrument Nos. 20141210-0113093, 20141210-0113094 and 20141210-0113095, Register's Office for Davidson County, Tennessee.

Exhibit B

PERMITTED EXCEPTIONS

1) 2015 Metropolitan Government Property Taxes, not yet due and payable.

2) 15-foot sewer easement as set forth in the deed of record in Book 4065, page 206, Register's Office for Davidson County, Tennessee.

3) Easement granted to Southern Bell Telephone and Telegraph Company, of record in Book 4245, page 488, said Register's Office.

4) Temporary Nail Easement Agreement of record as Instrument No. 20121231-0120563, said Register's Office; as affected by that certain Termination of Temporary Nail Easement Agreement dated as of the same date as this Special Warranty Deed.

5) Grant of Easement to Comcast of Nashville I, LLC, of record as Instrument No. 20131209-0124883, said Register's Office.

6) Agreement for Stormwater Management Facilities of record as Instrument No. 20141030-0100211, said Register's Office.

7) Easement for Sanitary Sewers and/or Storm Drainage, Water Mains, Pumps and Appurtenances, of record as Instrument No. 20141030-0100212, said Register's Office.