1st

BILL GARRETT, Davidson County
Trans:T20150018378 DEEDWARRSP
Recvd: 03/13/15 10:40 5 pgs
Fees:28.00 Taxes:185000.00
20150313-0021712

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (MAS)
150 3rd Avenue South, Suite 2800
Nashville, Tennessee 37201

SPECIAL WARRANTY DEED

Address New Owner(s):	Send Tax Bills To:	Map/Parcel Numbers:
AGRE VPCV Palmer Plaza Owner LLC 161 North Clark Street Suite 4900 Chicago, Illinois 60601	Same	Map 92-16, Parcel 157 Map 92-16, Parcel 173

FOR AND IN CONSIDERATION OF the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, PALMER PLAZA PARTNERS II, a Tennessee general partnership (the "Grantor"), has bargained and sold, and hereby transfers and conveys, to AGRE VPCV PALMER PLAZA OWNER LLC, a Delaware limited liability company, and its successors and assigns (the "Grantee"), certain real property in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto, together with all rights and appurtenances pertaining to such real property and all improvements, structures and fixtures now constructed and completed or under construction on the real property.

Said property is conveyed subject to those matters more particularly described on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD said property, together with the appurtenances, hereditaments, estate, title and interest thereto belonging, to Grantee, forever.

This is improved property known as 1801 West End Avenue, Nashville, Tennessee 37203.

Grantor covenants and binds itself and its successors to warrant specially and defend to Grantee forever the title to said property against the lawful claims of all persons claiming through or under Grantor (excluding claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned Grantor has executed this instrument or has caused same to be executed as of the 12th day of March, 2015.

PALMER PLAZA PARTNERS II,
a Tennessee general partnership

By: Palmer Plaza Partners II, LLC,
a Tennessee limited liability company, its
Managing Partner

By: _____
Name: Alex S. Palmer
Title: Manager

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, Alex. S. Palmer, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Manager of Palmer Plaza Partners II, LLC, a Tennessee limited liability company, the Managing Partner of PALMER PLAZA PARTNERS II, a Tennessee general partnership, and is authorized by the limited liability company to execute this instrument on behalf of the limited liability company.

WITNESS my hand, at office, this 11th day of March, 2015.

_____
Notary Public

My Commission Expires:

January 9, 2018

MICHAEL S. PEEK
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON

STATE OF ILLINOIS)

COUNTY OF COOK)

The actual consideration for this transfer or value of property transferred (whichever is greater) is $50,000,000.00.

Affiant – Authorized Representative
AGRE VPCV Palmer Plaza Owner LLC

Sworn to and subscribed before me this 9th day of March, 2015.

Donna O'Rourke
Notary Public

My Commission Expires: 3/17/16

Official Seal
Donna O'Rourke
Notary Public State of Illinois
My Commission Expires 03/17/2016

DONNA O'ROURKE NOTARY PUBLIC STATE OF ILLINOIS

EXHIBIT A

LAND lying in Davidson County, Tennessee, being more particularly described as follows:

Being Tract I and Tract II as shown on the Plan of Palmer Plaza, of record in Book 6250 Page 343, Register's Office of Davidson County, Tennessee to which reference is hereby made for a more particular description.

BEING the same property conveyed to Palmer Plaza Partners II, a Tennessee general partnership by Deed of record in Instrument No. 20050819-0098973, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for the year 2015 and subsequent years, a lien, not yet due and payable.

2. Ordinance to permit construction and maintenance of a pedestrian walkway above alley #383, as set forth in instrument recorded in Book 6842, page 720, Register's Office for Davidson County, Tennessee.

3. Matters shown on the Plan of record in Plat Book 6250, Page 343, Register's Office for Davidson County, Tennessee.

4. Tenants in possession, as tenants only, under unrecorded leases, with no options to purchase or rights of first refusal.