This Instrument Prepared By:
S. Carter Clements
Reno & Cavanaugh, PLLC
424 Church Street, Suite 1750
Nashville, TN 37219

BILL GARRETT, Davidson County
Trans:T20150023948 DEEDWARRSP
Recvd: 04/01/15 13:20 5 pgs
Fees:28.00 Taxes:30525.00
20150401-0028271

SPECIAL WARRANTY DEED

From: BILTMORE PLACE PARTNERSHIP, a Tennessee general partnership, Grantor

Map-Parcel Number: 10700018200 and 10700007300

To: HIGHMARK BILTMORE PLACE, L.P., a Tennessee limited partnership, Grantee

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Address New Owner:

Highmark Biltmore Place, L.P.
144 2nd Avenue N, Suite 400
Nashville, Tennessee 37201

Name and Address of Person or Entity Responsible for Payment of Real Property Taxes:

SAME

STATE OF TENNESSEE)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is EIGHT MILLION TWO HUNDRED FIFTY THOUSAND and No/100 Dollars ($8,250,000.00).

S Carter Clements
Affiant

SUBSCRIBED AND SWORN TO before me, this the 30th day of March, 2015.

Elizabeth Miller
Notary Public

My Commission Expires: 8/23/16

ELIZABETH MILLER
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires 08-23-2016

FOR AND IN CONSIDERATION OF the sum of TEN AND NO/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, BILTMORE PLACE PARTNERSHIP, a Tennessee general partnership ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto HIGHMARK BILTMORE PLACE, L.P., a Tennessee limited partnership ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference, together with all improvements, buildings and structures located thereon (the "Property").

The Property is improved property located at 830 Glastonbury Road, Nashville, Davidson County, Tennessee 37217.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

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

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and Grantor has a good right to convey the Property.

And Grantor does further covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor (other than claims arising from the matters set forth on Exhibit B), but not further or otherwise. This conveyance is expressly made subject to the matters set forth on Exhibit B.

[SIGNATURE APPEARS ON FOLLOWING PAGE]

Witness my hand this 31st day of March, 2015.

BILTMORE PLACE PARTNERSHIP,
a Tennessee general partnership

By: _____
Name: Frank F. Ghertner
Title: Managing General Partner

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, Susanne C. Pugh, a Notary Public of said County and State, personally appeared FRANK F. GHERTNER, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Managing General Partner of BILTMORE PLACE PARTNERSHIP, a Tennessee general partnership, the within named bargainor, and that he as such officer executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

Witness my hand and seal, at Office in aforesaid county and state this 31st day of March, 2015.

_____
Notary Public

My Commission Expires: May 8, 2018

SUSANNE C. PUGH
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

EXHIBIT A
PROPERTY DESCRIPTION

Land in Davidson County, Tennessee, being Lot(s) 1 and 2, as shown on the map entitled Subdivision Plat of the Resubdivision of Lot 1 Cambridge Square, of record in Instrument No. 20090706-0062831, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate legal description.

Being the same property conveyed to Biltmore Place, LLC, a Limited Liability Company, by quitclaim deed from Biltmore Place Apartments, a Tennessee Joint Venture, of record in Book 11262, page 1, dated December 18, 1998, said Register's Office. Biltmore Place Partnership being the successor by merger to Biltmore Place LLC, by Certificate of Merger of record in Instrument No. 19991229-0308243, said Register's Office.

EXHIBIT B

PERMITTED ENCUMBRANCES

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

2. The Subdivision Plat of the Resubdivision of Lot 1 Cambridge Square of record in Instrument No. 20090706-0062831, said Register's Office, together with all matters shown on ALTA/ ACSM Land Title Survey by R. Scot Cherry, TN RLS No. 1512 with Cherry Land Surveying, Inc., dated February 4, 2015, last revised March 31, 2015 and designated as File No. 15021 CW.

3. Grant of Easement dated December 31, 2012 by and between Comcast of Nashville I, LLC and Biltmore Place Partnership of record in Instrument No. 20130709-0070571, said Register's Office.

4. Cable Television Easement and Maintenance Agreement dated February 1, 1999 by and between InterMedia Partners Southeast, L.P., dba InterMedia (Operator) and Biltmore Place LLC (Owner) of record in Instrument No. 20000418-0038815, said Register's Office.

5. Water line easement of record in Book 3165, page 632, said Register's Office.