BILL GARRETT, Davidson County
Trans:T20150100290 DEEDWARRSP
Recvd: 11/25/15 09:42 15 pgs
Fees:78.00 Taxes:462500.00
20151125-0119534

This instrument prepared by and after recording return to:

Thompson Burton PLLC
One Franklin Park
6100 Tower Circle, Suite 200
Franklin, Tennessee 37067
Attn: William W. Burton, Esq.

SPECIAL WARRANTY DEED

Address New Owner(s) as follows:	Send Tax Bills To:	Tax Map/Parcel IDs:
Uptown Property Holdings LLC c/o Southwest Value Partners 12790 El Camino Real, Suite 150 San Diego, CA 92130	Uptown Property Holdings LLC c/o Southwest Value Partners 12790 El Camino Real, Suite 150 San Diego, CA 92130	09305400800 (Tract1) 09305400100 (Tract 2) 09305400200 (Tract 3) 09305017501 (Tract 4) 09305017500 (Tract 5) 09305400300 (Tract 6) 09305402400 (Tract 7) 09305402500 (Tract 8) 09305018600 (Tract 9)

FOR AND IN CONSIDERATION of the sum of Ten Dollars and No/100 ($10.00), cash in hand paid by the Grantee and other good and valuable consideration accepted as cash, the receipt and sufficiency of which are hereby acknowledged, **LIFEWAY CHRISTIAN RESOURCES OF THE SOUTHERN BAPTIST CONVENTION,** a Tennessee nonprofit corporation (hereinafter collectively referred to as "Grantor"), herein this day has bargained and sold, and does hereby transfer and convey, unto **UPTOWN PROPERTY HOLDINGS LLC,** a Delaware limited liability company (hereinafter referred to as "Grantee"; the terms "Grantor" and "Grantee" to include their respective heirs, legal representatives, successors and assigns where the context requires or permits), the following described real property, to wit:

> ALL THAT TRACT OR PARCEL of improved land lying and being in Davidson County, Tennessee, being more particularly described on **Exhibit "A"** attached hereto (the "Land"); TOGETHER WITH any and all improvements, appurtenances, rights, privileges and easements benefiting, belonging or pertaining to the Land, and any right, title and interest of Grantor in and to any land lying in the bed of any street, road or highway in front of or adjoining said Land, together with any strips or gores relating to the Land (the Land and the foregoing rights, easements and appurtenances being hereinafter collectively referred to as the "Property").

TO HAVE AND TO HOLD said Property, with the appurtenance, estate, title and interest thereto belonging, to the Grantee, 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.

AND Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property to said Grantee, its successors and assigns, 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"** attached hereto and incorporated herein by this reference (the "Permitted Exceptions").

[*Signatures Commence on Following Page*]

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 24 day of November, 2015.

LIFEWAY CHRISTIAN RESOURCES OF THE SOUTHERN BAPTIST CONVENTION,
a Tennessee nonprofit corporation

By: _____
Name: Thom Rainer
Its: President and CEO

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, Lori Morrison, a Notary Public in and for the State and County aforesaid, personally appeared Thom Rainer, 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 President and CEO of **LIFEWAY CHRISTIAN RESOURCES OF THE SOUTHERN BAPTIST CONVENTION**, the within named bargainor, a nonprofit corporation, and that he as such President and CEO, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such President and CEO.

WITNESS my hand and seal at office, on this the 23rd day of November, 2015.

_____
Notary Public

My Commission Expires:
August 20, 2019

[*Affidavit of Consideration on Following Page*]

LORI MORRISON
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I hereby swear and affirm that the actual consideration for this transfer, or value of the property transferred, whichever is greater, is $125,000,000.00, which is equal to or greater than the amount the property transferred would command at a fair and voluntary sale.

Affiant

Sworn to and subscribed before me,
this 24th day of November, 2015.

NOTARY PUBLIC

My Commission Expires:

WILLIAM W. BURTON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 3, 20[illegible]

EXHIBIT "A"

Legal Description of the Property

TRACT 1 (1 LIFEWAY PLAZA)

Land in Davidson County, Tennessee, being Lot No. 1 on the Final Consolidation Plat for Lifeway Christian Resources, of record as Instrument No. 200002090013447, in the Register's Office of Davidson County, Tennessee.

Being the same property conveyed to The Sunday School Board of the Southern Baptist Convention by the deeds of record in Book 564, Page 512; Book 589, Page 62; Book 782, Page 615; Book 1049, Page 177; Book 1126, Page 48; Book 1333, Page 35; Book 2493, Page 343; Book 2494, Page 469; Book 2601, Page 11; Book 2923, Page 107; Book 3852, Page 303; Book 4074, Page 610; Book 4317, Page 202; and in Book 6128, Page 884, Register's Office for Davidson County, Tennessee.

TRACT 2 (907 CHURCH STREET)

Tract of land in Davidson County, Tennessee, as follows:

Being parts of lots Nos. 10 and 11 in the Second Plan of Davidson Academy Lots, called "Out Lots", plan not of record, described according to a survey made by Geo. W. Watkins, Surveyor, March 9, 1969, as follows:

Beginning on the southerly margin of Church Street, as now located and established under Resolution No. 369, passed by the Board of Public Works, on March 14, 1924, and of record in Minute Book 3, page 269, and confirmed on March 28, 1924, by resolution No. 392, of record in Minute Book 3, page 283, said Board of Public Works, on the west line of a 10-foot alley known as Alley No. 110; thence with the southerly margin of said Street, as now located, westwardly 273.2 feet to the easterly margin of 10th Avenue North; thence with said Avenue, southwardly 126.8 feet to the northerly margin of an alley; thence with the northerly margin of said alley, eastwardly 273.2 feet to the westerly margin of the first named 10-foot alley; thence along the west line of said alley, northwardly 122.45 feet to the beginning.

Being part of the same property conveyed to The Sunday School Board of the Southern Baptist Convention by Warranty Deed of record in Book 4317, Page 202, in the Register's Office of Davidson County, Tennessee.

INCLUDED in the above description of Tract 2 but specifically EXCLUDED is the following tract:

EXCLUDED Tract I:

Beginning at the point of intersection of the existing southeast margin of Church Street and the existing northeast margin of 10th Avenue; thence with said existing southeast margin (1) North 62 degrees 01 minutes 56 seconds East 168.25 (2) north 65 degrees 12 minutes 41 seconds East 107.19 feet to a point; thence with the proposed southeast margin of Church Street (1) having a 1131.20 foot radius curve left and westerly 50.26 feet (2) South 64 degrees 49 minutes 37 seconds West 7.00 feet (3) having a 1055.20 foot radius curve left and westerly 52.37 feet (4) South 62 degrees 00 minutes 37 seconds West 165.73

feet to a point; thence with said existing northeast margin North 27 degrees 27 minutes 42 seconds West 3.07 feet to the point of beginning, containing 669.22 square feet.

Being the same property conveyed to Metropolitan Government Nashville and Davidson County, Tennessee by Warranty Deed of record in Book 8463, Page 475, in the Register's Office of Davidson County, Tennessee.

TRACT 3 (915 CHURCH STREET)

Land in Davidson County, Tennessee, being part of Lot No. 11 on the Davidson Academy's First Plan of Lots, called "Out Lots" not of record, described as follows:

Beginning at a stake on the south side of Church or Spring Street, opposite the Old Nashville Female Academy, where said Street is intersected by a 10-foot alley, being the northwest corner of the building known as the "Nashville Opera House", and running thence along said alley in the direction of Berryhill Street, 128 feet to a 10-foot alley; thence eastwardly, along said alley, 25 feet to a stake; thence northwardly at right angles 128 feet to Church or Spring Street; thence westwardly, along said street, 25 feet to the beginning.

Being the same property conveyed to The Sunday School Board of the Southern Baptist Convention by Warranty Deed of record in Book 5785, Page 618, in the Register's Office of Davidson County, Tennessee.

TRACT 4 (913 COMMERCE STREET)

Land in the City of Nashville, Davidson County, Tennessee, more particularly described as follows:

Beginning in the south margin of Commerce, formerly Payne Street, at the northeast corner of a lot of land conveyed to Edwin Warner by deed from Luke Lea dated September 15, 1924, and of record in Book 647, Page 587, Register's office for said county, said point of beginning being 143 feet eastwardly from the southeast corner of Tenth Avenue North, and Commerce Street, and running thence in an easterly direction with the southerly margin of Commerce Street, 43 feet to the northwesterly corner of a building; thence with the west wall of said building in a southerly direction, 101 feet, more or less, to the north line of a lot owned by The Nashville, Chattanooga & St. Louis Railway, known as the Foster lot; thence in a westerly direction with the north line of said lot, 43 feet to the southeasterly corner of said lot sold by Luke Lea to Edwin Warner above referred to; thence with the easterly boundary line of said lot in a northerly direction, 101 feet, more or less, to the beginning.

Being the same property conveyed to The Sunday School Board of the Southern Baptist Convention, a Tennessee corporation by Warranty Deed of record in Book 2494, Page 145, in the Register's Office of Davidson County, Tennessee.

TRACT 5 (917 COMMERCE STREET)

Land in the 7th Ward of the City of Nashville, Davidson County, Tennessee, and described according to a copy of a survey made by Z. J. Wilkinson, Surveyor, February 3, 1956, as follows:

BEGINNING at the southeast corner of 10th Avenue North and Commerce Street; thence with 10th Avenue North southeasterly 100 feet to an iron pin; thence easterly along the northerly line of the K. C. & St. L. Railroad property 143 feet to an iron pin; thence northwesterly 100 feet to a point in the

southerly margin of Commerce Street; thence westerly along Commerce Street 143 feet to the point of beginning.

Being the same property conveyed to The Sunday School Board of the Southern Baptist Convention Inc., a Tennessee corporation by Warranty Deed of record in Book 2499, Page 389, in the Register's Office of Davidson County, Tennessee.

INCLUDED in the above description of Tracts 4 and 5 but specifically EXCLUDED is the portion of land conveyed to The Metropolitan Government of Nashville and Davidson County, Tennessee by Warranty Deed of record in Book 6597, Page 378, in the Register's Office of Davidson County, Tennessee.

TRACT 6 (919 CHURCH STREET)

Land in Davidson County, State of Tennessee, described as follows, to-wit:

Being a tract of land located in the 9th Councilmanic District of Davidson County, Tennessee, the said tract being Tax Map 93-5-4, Parcel 3, said Parcel of land being owned by Jonathan K. Burklow, Jr., et al Trustees, as of record in Instrument No. 200505060051187, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

Beginning at a mark in concrete (new), being the northeast corner of the herein described property and being in the southern right-of-way line of Church Street and being the northwest corner of the Geo Mooney property of record in Book 913, Page 429, R.O.D.C, TN., said point also being 85.00' more or less from the corner of Ninth Avenue North and Church Street; thence, leaving the right-of-way of Church Street and running with said Mooney property, S 26° 23' 08" E, 128.00 feet to a mark in concrete (new), being in the north right-of-way line of LifeWay Plaza; thence, with said north right-of-way line of LifeWay Plaza, S 62° 59' 48" W, 70.00 feet to a mark in concrete (new), being the southwest corner of the herein described property and being the southeast corner of the LifeWay Christian Resources/ S. Baptist Convention property of record in Ordinance 8390; Thence, with said LifeWay Christian Resources/ S. Baptist Convention property, N 26° 23' 08" W, 128.00 feet top a mark in concrete, being in the south right-of-way line of said Church Street; Thence, with said right-of-way line of Church Street N 62° 59' 48" E 70.00 feet to the point of beginning and containing: 8960 square feet or 0.206 acre, more or less.

Being the same property conveyed to Lifeway Christian Resources of the Southern Baptist Convention, a Tennessee nonprofit corporation, by Warranty Deed of record in Instrument No. 20061127-0146167, in the Register's Office of Davidson County, Tennessee.

TRACT 7 (161 ROSA L. PARKS BLVD.)

Land in Davidson County, Tennessee, described as follows:

Beginning at the Northwest corner of Furman Alley and Spruce Street, or Eighth Avenue, North; running thence northerly with the western margin of said Eighth Avenue, North, fifty-six feet nine inches to Claibornes or Savage's line; thence westerly one hundred and sixty-six feet eight inches to the margin of McLemore Street, or Ninth Avenue, North; thence southerly with the eastern margin of McLemore Street, or Ninth Avenue; North, fifty-six feet and nine inches to the northeast corner of Furman Alley and

said Avenue; and thence easterly with the northern margin of Furman Alley one hundred and sixty-six feet seven and one-half inches to the beginning.

Being the same property conveyed to The Sunday School Board of the Southern Baptist Convention by Warranty Deed of record in Book 412, Page 522, in the Register's Office of Davidson County, Tennessee.

TRACT 8 (157 ROSA L. PARKS BLVD.)

Parcel 1:

Land in Davidson County, Tennessee, being part of Lot No. 163 on the Plan of the Original Town of Nashville, not of record, described as follows:

Beginning at the northwest corner of 8th Avenue, as widened, and Commerce Street; thence with the westerly margin of 8th Avenue, North, northwardly 69 1/2 feet, more or less, to the southerly margin of Furman Alley; thence with said Alley, westwardly 160 feet, more or less, to the easterly margin of 9th Avenue, North; thence with said Avenue, southwardly 69 1/2 feet, more or less, to the northerly margin of Commerce Street; thence with said Street, eastwardly 160 feet, more or less, to the beginning.

Being the same property conveyed to The Sunday School Board of the Southern Baptist Convention by Warranty Deed of record in Book 10955, Page 155, in the Register's Office of Davidson County, Tennessee.

Parcel 2:

Land being located in the Nineteenth Councilmanic District of Nashville, Davidson County, Tennessee, and being a portion of the Commerce Street right-of-way, lying on the northerly side of the road between Eighth Avenue North and Ninth Avenue North, being adjacent to the southerly boundary of Map 93-05-4, Parcel 025.00, Lifeway Christian Resources, Inc. of record in Deed Book 10955, Page 155, Register's Office of Davidson County, TN, and being more particularly described as follows:

Commencing on the intersection of the northerly right-of-way of Commerce Street at the westerly right-of-way of Eighth Avenue North, this being the southeast corner of the Lifeway Christian Resources, Inc. parcel referenced above, running thence South 62 deg 30 min 55 sec West - 3.94 feet the True Point of Beginning for this description;

Thence, on a new line following closely the back of sidewalk constructed under Commerce Street re-alignment project, South 27 deg 29 min 35 sec East - 23.77 feet to a point;

Thence, along a curve to the right having a delta of 47 deg 03 min 22 sec, a radius of 12.06 feet, the chord being South 04 deg 11 min 44 sec East - 9.63 feet, for an arc length of 9.90 feet to a point;

Thence, continuing along a curve to the right having a delta of 27 deg 52 min 05 sec, a radius of 18.67 feet, the chord being South 33 deg 15 min 59 sec West - 8.99 feet, for an arc length of 9.08 feet to a point;

Thence, South 47 deg 18 min 37 sec West - 46.76 feet to a point;

Thence, South 49 deg 39 min 41 sec West - 27.00 feet to a point;

Thence, along a curve to the right having a delta of 40 deg 42 min 47 sec, a radius of 49.61 feet, the chord being South 71 deg 01 min 41 sec West - 34.52 feet, for an arc length of 35.26 feet to a point;

Thence, continuing along a curve to the right having a delta of 55 deg 14 min 42 sec, a radius of 54.40 feet, for the chord being North 63 deg 35 min 35 sec West - 50.44 feet, for an arc length of 52.45 feet to a point;

Thence, North 30 deg 16 min 02 sec West - 9.42 feet to a point in the southerly line of the Lifeway Christian Resources, Inc. parcel referenced above, said point being 8.65 feet from southwest corner of parcel;

Thence, with the southerly line of said parcel, North 62 deg 30 min 55 sec East - 147.41 feet to the Point of Beginning, and containing 6,682 square feet, or 0.153 acres, more or less.

Being the same property conveyed to Lifeway Christian Resources of The Southern Baptist Convention by Quitclaim Deed of record in Instrument No. 20050620-0070575, in the Register's Office of Davidson County, Tennessee.

TRACT 9 (1001 CHURCH STREET)

Parcel 1:

Land in Davidson County, Tennessee, described as follows:

Beginning at a brass disc set in concrete in the westerly line of 10th Avenue North, directly beneath the southerly edge of the Church Street viaduct; thence following the westerly line of 10th Avenue North and said westerly line extended south 27° 58' east, a distance of 225.08 feet to a brass disc set in concrete; thence north 62° 02' east, a distance of 35 feet to a brass disc set in concrete in the westerly line of 10th Avenue North; thence following the westerly line of 10th Avenue North south 27° 58' east, a distance of 800 feet to a brass disc set in concrete at the intersection of the said westerly line of 10th Avenue North and the northerly line of Broadway; thence following the said northerly line of Broadway, south 61° 49' west; a distance of 107.33 feet to a brass disc set in concrete at a corner in said line of Broadway; thence south 28° 11' east, a distance of 1.16 feet to a brass disc set in concrete in the northerly edge of the Broadway viaduct; thence following the line of the northerly edge of said Viaduct, south 61° 49' west, a distance of 22.04 feet to a brass disc set in concrete directly beneath the said northerly edge of Broadway viaduct; thence northwestwardly following a line curving to the left, having a radius of 1368.55 feet, a distance measured along the arc thereof, of 177.11 feet to a brass disc set in concrete, the long chord of said curved line having a bearing of north 33° 52 1/2' west and a length of 177.03 feet; thence north 37° 35' west, a distance of 43.64 feet to a brass disc set in concrete; thence northwestwardly following a line curving to the right having a radius of 951.84 feet, a distance measured along the arc thereof, of 159.38 feet to a brass disc set in concrete, said curved line having a long chord with a bearing of north 32° 47' west and a length of 159.3 feet; thence north 27° 59' west, a distance of 353.4 feet to a brass disc set in concrete; thence northwestwardly following a line curving to the right having a radius of 449.33 feet, a distance measured along the arc thereof, of 146.2 feet to a brass disc set in concrete, said curved line having a long chord with a bearing of north 18° 39' west, and a length of 145.74 feet; thence north 9° 19' west, a distance of 90.37 feet to a brass disc set in concrete; thence northwestwardly following a line curving to the left having a radius of 490.95 feet, a distance measured along the arc thereof, of 65.26 feet to a brass disc set in concrete directly beneath the southerly edge of Church Street viaduct, said curved

line having a long chord with a bearing of north 13° 07 1/2' west and a length of 65.2 feet; thence following the line of said southerly edge of Church Street viaduct north 59° 19' east, a distance of 64.45 feet to the point of beginning.

Being the same property conveyed to The Sunday School Board of the Southern Baptist Convention, a Tennessee corporation by deed of record in Book 2602, Page 193, in the Register's Office of Davidson County, Tennessee.

Parcel 2:

Land in Davidson County, Tennessee, described as follows:

BEGINNING at a brass disc set in concrete directly beneath the northerly edge of Broadway Viaduct; thence following the line of the said northerly edge of Broadway Viaduct South 61° 49' 00" West, a distance of 120.63 feet to a brass disc set in concrete directly beneath the said northerly edge of Broadway Viaduct; thence North 27° 55 1/2' 00" West, a distance of 1,017.07 feet to a brass disc set in concrete directly beneath the southerly edge of the Church Street viaducts; thence following the line of the said southerly edge of Church Street Viaduct, North 59° 19' 00" East, a distance of 150.00 feet to a brass disc set in concrete directly beneath the said southerly edge of Church Street Viaduct corner; thence southeastwardly following the westerly boundary of property conveyed in deed dated October 17, 1958, between the Louisville and Nashville Railroad Company and Louisville and Nashville Terminal Company (predecessors of Grantor) and Grantee, a distance of 1,035.36 feet to the POINT OF BEGINNING; containing 97,895 square feet, more or less.

Being the same property conveyed to The Sunday School Board of the Southern Baptist Convention by deed of record in Book 7436, Page 764, in the Register's Office of Davidson County, Tennessee.

Parcel 3:

Land in Davidson County, Tennessee, described as follows:

BEGINNING at a spike corner in the Baptist Sunday School Board line at the intersection of the west right-of-way line of Tenth Avenue North and the south edge of Church Street Viaduct; thence with the south edge of Church Street Viaduct, S 59 degrees 19 minutes 00 seconds W, 209.21 feet to a concrete monument corner common with the Baptist Sunday School Board air rights in the east line of CSX Transportation; thence with the east line of CSX Transportation, the following bearings and distances: thence N 31 degrees 18 minutes 54 seconds W, 51.11 feet to an iron pin; thence N 27 degrees 58 minutes 13 seconds W, 489.17 feet to an iron pin corner common with CSX Transportation; thence continuing with CSX Transportation, N 61 degrees 56 minutes 29 seconds E, passing a corner common with CSX Transportation and the Tennessee Board of Regents at 32.06 feet, a total distance of 211.14 feet to a spike corner common with the Tennessee Board of Regents in the west right-of-way line of Tenth Avenue North; thence with the west right-of-way line of Tenth Avenue North, S 28 degrees 03 minutes 31 seconds E, 530.62 feet to the POINT OF BEGINNING; Containing 113,207 square feet (2.60 acres), more or less, as shown on print of survey dated June 24, 1987, revised August 18, 1987, prepared by Jerry Morrow, Registered Land Surveyor, Tennessee No. 777, Morrow & Associates, Inc., 2825 Dogwood Place, Nashville, Tennessee 37204.

Being the same property conveyed to The Sunday School Board of The Southern Baptist Convention by deed of record in Book 7365, Page 625, in the Register's Office of Davidson County, Tennessee.

INCLUDED in the above description of Tract 9 but specifically EXCLUDED are the following tracts:

EXCLUDED Tract I:

Beginning at the point of intersection of the existing southeast margin of Church Street and the existing southwest margin of 10th Avenue; thence with said existing southwest margin south 27 degrees 07 minutes 20 seconds east 2.26 feet to a point; thence with the proposed southeast margin of Church Street south 60 degrees 09 minutes 05 seconds west 59.66 feet to a point; thence with the east boundary of The Sunday School Board of the Southern Baptist Convention property having a 490.95 foot radius curve left and northwesterly 2.34 feet to a point; thence with said existing southeast margin north 60 degrees 09 minutes 40 seconds east 59.21 feet to the point of beginning and containing 134.74 square feet.

Being the same property conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee by Warranty Deed of record in Book 8463, Page 482, in the Register's Office of Davidson County, Tennessee.

EXCLUDED Tract II:

Beginning at the point of intersection of the existing southeast margin of Church Street and the northeast boundary of CSX Transportation property; thence with said existing southeast margin north 60 degrees 09 minutes 40 seconds east 150.00 feet to a point; thence with the west boundary of The Sunday School Board of the Southern Baptist Convention property having a 490.95 foot radius curve right and southeasterly 2.34 feet to a point; thence with the proposed southeast margin of Church Street south 60 degrees 09 minutes 05 seconds west 149.55 feet to a point; thence with said northeast boundary north 27 degrees 05 minutes 30 seconds west 2.30 feet to the point of beginning and containing 342.15 square feet.

Being the same property conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee by Warranty Deed of record in Book 8463, Page 477, in the Register's Office of Davidson County, Tennessee.

EXCLUDED Tract III:

Parcel 1:

Beginning at a point in the existing northwest margin of Church Street, said point being 19.30 feet left of Church Street proposed centerline station 23+00.20; thence with said existing northwest margin South 60 degrees 09 minutes 40 seconds West 5.01 feet to a point; thence North 27 degrees 06 minutes 31 seconds West 8.82 feet to a point; thence having a 2.50 foot radius curve right and northerly 7.85 feet to a point; thence South 27 degrees 06 minutes 31 seconds East 8.59 feet to the point of beginning.

Parcel 2:

Three (3) areas of fee simple acquisition, each containing 12.57 square feet for a total of 37.71 square feet which are centered on the plans.

Parcel 1 and 2 together contain 91.06 square feet and are part of the same property conveyed by CSX Transportation, Inc., to The Sunday School Board of the Southern Baptist Convention and United States Trust Company of New York as of record in Book 7365, Page 626, Register's Office for Davidson County, Tennessee.

Parcel 3:

Beginning at the point of intersection of the existing northwest margin of Church Street and the existing southwest margin of 10th Avenue; thence with said existing northwest margin South 60 degrees 09 minutes 40 seconds West 205.30 feet to a point; thence with the proposed margin of the parcel described above (1) North 27 degrees 06 minutes 31 seconds West 8.59 feet (2) having a 2.50 foot radius curve left and southerly 7.85 feet (3) South 27 degrees 06 minutes 31 seconds East 8.82 feet to a point; thence with said existing northwest margin South 60 degrees 09 minutes 40 seconds West 1.75 feet to a point; thence with the northwest boundary of the CSX Transportation, Incorporated Property North 27 degrees 07 minutes 33 seconds West 12.61 feet to a point; thence with the proposed northwest margin of Church Street North 60 degrees 09 minutes 05 seconds East 212.10 feet to a point; thence with said southwest margin South 27 degrees 12 minutes 51 seconds East 13.75 feet to the point of beginning and containing 2910.25 square feet.

Being the same property conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee by Warranty Deed of record in Book 8463, Page 479, in the Register's Office of Davidson County, Tennessee.

Physical Addresses:	Tract 1: 1 Lifeway Plaza, Nashville TN 37203 Tract 2: 907 Church Street, Nashville, TN 37203 Tract 3: 915 Church Street, Nashville, TN 37203 Tract 4: 913 Commerce Street, Nashville, TN 37203 Tract 5: 917 Commerce Street, Nashville, TN 37203 Tract 6: 919 Church Street, Nashville, TN 37203 Tract 7: 157 Rosa L. Parks Blvd., Nashville, TN 37203 Tract 8: 161 Rosa L. Parks Blvd., Nashville, TN 37203 Tract 9: 1001 Church Street, Nashville, TN 37203
Tax Id Numbers:	09305400800 (Tract1) 09305400100 (Tract 2) 09305400200 (Tract 3) 09305017501 (Tract 4) 09305017500 (Tract 5) 09305400300 (Tract 6) 09305402400 (Tract 7) 09305402500 (Tract 8) 09305018600 (Tract 9)

EXHIBIT "B"

Permitted Exceptions

1. Taxes for the year 2016, and subsequent years, a lien, not yet due and payable.

2. Conditions of and easements reserved in Metropolitan Government Ordinances Nos. O65-558 and O99-1758, in the Metro Clerk's Office, Davidson County, Tennessee. (Tract 1)

3. Subject to all matters shown on the Final Consolidation Plat for Lifeway Christian Resources dated July 21, 1999, of record as Instrument Number 200002090013447, Register's Office of Davidson County, Tennessee. (Tract 1)

4. Subject to all matters shown on the Consolidation Plat of Baptist Sunday School Board, Broadway at Tenth Avenue North dated August 4, 1988, recorded in Plat Book 6200, Page 778, Register's Office for Davidson County, Tennessee. (Tract 9)

5. Memorandum of Lease dated September 29, 1997 by and between Powertel/Memphis, Inc. and The Sunday School Board of the Southern Baptist Convention, of record in Book 10697, Page 128, in the Register's Office for Davidson County, Tennessee.

6. Deed of Conveyance dated November 21, 1994, from The Sunday School Board of the Southern Baptist Convention to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services, of record in Book 9608, Page 404, in the Register's Office for Davidson County, Tennessee.

7. 4' Wide Underground Easement in the Grant of Underground Utility Easement for Metropolitan Government of Nashville and Davidson County, acting by and through the Electric Power Board, dated April 30, 2003, of record in Instrument No. 20030501-0058226, in the Register's Office for Davidson County, Tennessee. (Tract 5)

8. Deed of Easement dated April 30, 1959, from The Sunday School Board of the Southern Baptist Convention to the City of Nashville, of record in Book 2904, Page 294, in the Register's Office for Davidson County, Tennessee. (Tract 9)

9. Conditions, covenants and easements contained in Deed dated September 18, 1987, from CSX Transportation, Inc. to The Sunday School Board of the Southern Baptist Convention, of record in Book 7365, Page 626, in the Register's Office for Davidson County, Tennessee. (Tract 9)

10. Easements retained and conditions imposed in Quitclaim Deed dated June 20, 2005, from The Metropolitan Government of Nashville and Davidson County, Tennessee to Lifeway Christian Resources of the Southern Baptist Convention, of record in Instrument No. 20050620-0070575, in the Register's Office for Davidson County, Tennessee. (Tract 8)

11. Easements retained and conditions imposed by Metropolitan Government Ordinance No. O98-1307.

12. Rights of tenants, under any unrecorded leases, as listed on **Exhibit "C"**.

13. All matters shown on ALTA/ACSM land title survey prepared by Gresham Smith and Partners, bearing the seal and certification of Kenneth D. Church, Tennessee Registered Land Surveyor No. 1004, as project number 40772.00, dated April 22, 2015, last revised November 16, 2015, Project No. 40772.00.

14. All Matters of record in the Register's Office for Davidson County, Tennessee.

EXHIBIT "C"

Schedule of Leases affecting the Property

1. Lease Agreement dated January, 2014 by and between LifeWay Christian Resources of the Southern Baptist Convention and 20/20 Research, Inc. for Floors 1 through 5 of the Frost Building located at 161 Rosa L. Parks Blvd. Nashville, Tennessee 37203, as affected by the following subleases: Sublease dated September 22, 2014 by and between 20/20 Research, Inc. and Trizetto Corporation (relating to the 1st floor space at at 161 Rosa L. Parks Blvd. Nashville, Tennessee 37203)

2. Building and Roof Lease Agreement dated September 29, 1997 by and between The Sunday School Board of the Southern Baptist Convention n/k/a Lifeway Christian Resources of the Southern Baptist Convention and Powertel/Memphis, Inc. relating to the roof of the building located at 127 Ninth Avenue South, Nashville, Tennessee 37203.

3. Parking Lot Lease Agreement dated April 10, 2012 by and between LifeWay Christian Resources of the Southern Baptist Convention and State of Tennessee, as amended by First Amendment to Parking Lot Lease Agreement dated May 1, 2012, as amended by Second Amendment to Parking Lot Lease Agreement dated April 10, 2014, and as further amended by Third Amendment to Extend Lease dated May 1, 2015 relating to Northernmost half of LifeWay's parking lot situated northwest of the intersection of 10th Avenue and Church Street, Nashville, Tennessee 37203.

4. Parking Agreement dated February 27, 2007 by and between LifeWay Christian Resources of the Southern Baptist Convention and YMCA of Nashville and Middle Tennessee, as amended by Addendum dated June 8, 2012, and as further amended by Addendum dated January 17, 2014 relating to parking spaces as described therein in the North LifeWay Lot at 205 Tenth Avenue North, Nashville, Tennessee 37203.

5. Lease dated November 24, 2015 by and between Uptown Property Holdings LLC and LifeWay Christian Resources of the Southern Baptist Convention, as affected by the following subleases: (i) Commercial Lease dated October 1, 2013 by and between LifeWay Christian Resources of the Southern Baptist Convention and Visioneering Studios, Inc., as amended by First Amendment to Commercial Lease dated June 1, 2015 relating to Suite A, excluding office A201 and office area A216, on the second floor of the "West Wing" at One Lifeway Plaza Nashville, Tennessee 37203; and (ii) Lease Agreement dated April 22, 2015 by and between LifeWay Christian Resources of the Southern Baptist Convention and LifeWay Credit Union.