Prepared by:
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1701 Market Street
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Davidson County DEEDWARRSP
Recvd: 12/09/15 15:42 10 pgs
Fees:53.00 Taxes:23835.05
20151209-0124101

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER AS FOLLOWS:	SEND TAX BILL TO:	MAP/PARCEL NUMBERS:
191 III CUBE TN SUB LLC 5 Old Lancaster Road Malvern, Pennsylvania 19355	191 III CUBE TN SUB LLC 5 Old Lancaster Road Malvern, Pennsylvania 19355	02613002800 02613007000

THIS SPECIAL WARRANTY DEED is executed, made and entered into as of the day and year set forth below by **STORAGE PROS RIVERGATE LLC,** a Delaware limited liability company, and **JRM-RIVERGATE LLC,** a Delaware limited liability company, as tenants in common, whose mailing address is 30665 Northwestern Highway, Suite 100, Farmington Hills, Michigan 48334 (collectively, "Grantors"), in favor of **191 III CUBE TN SUB LLC,** a Delaware limited liability company, whose mailing address is 5 Old Lancaster Road, Malvern, Pennsylvania 19355 ("Grantee").

FOR AND IN CONSIDERATION of the sum of Six Million Four Hundred Forty-One Thousand Nine Hundred Six and 60/100 Dollars ($6,441,906.60), cash in hand paid by the Grantee and other good and valuable consideration accepted as cash, the receipt and sufficiency of which is hereby acknowledged, Grantors, have this day bargained and sold, and do hereby transfer and convey unto, the Grantee herein, its successors and assigns, that certain property located in Davidson County, Tennessee, and being more particularly described on Exhibit A attached hereto.

This is improved property, known as 713 and 719 Rivergate Parkway, Goodlettsville, Tennessee 37072.

This conveyance is made subject to all matters set forth on Exhibit "B."

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

Grantors warrant the title against all persons claiming under Grantors, but not otherwise.

Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS MY HAND this 7 day of December, 2015.

GRANTORS:

STORAGE PROS RIVERGATE LLC,
a Delaware limited liability company

By: Storage Pros TN-4 LLC, a Michigan limited liability company
Its: Sole Member

By: LB Acquisitions LLC, a Michigan limited liability company
Its: Manager

By: _____
David Levenfeld, Manager

JRM-RIVERGATE LLC,
a Delaware limited liability company

By: RM Manager, LLC, a Delaware limited liability company
Its: Manager

By: _____
David Levenfeld, Authorized Representative

STATE OF MICHIGAN)

COUNTY OF OAKLAND)

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, personally appeared David Levenfeld, 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 LB Acquisitions LLC, the manager of Storage Pros TN-4 LLC, the sole member of STORAGE PROS RIVERGATE LLC, a Delaware limited liability company, a within named bargainor, and that he, as such officer, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of such entity by himself as such officer.

WITNESS my hand and seal at office, on this the 1 day of December, 2015.

[Affix Notarial Seal]

Notary Public
My commission expires_____

Stephanie Rae Van NewKirk
Notary Public, Livingston County, Michigan
My Commission Expires 08/14/2019
Acting in OAKLAND County

STATE OF MICHIGAN)

COUNTY OF OAKLAND)

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, personally appeared David Levenfeld, 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 authorized representative of RM Manager, LLC, the manager of JRM-RIVERGATE LLC, a Delaware limited liability company, a within named bargainor, and that he, as such authorized representative, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of such entity by himself as such authorized representative.

WITNESS my hand and seal at office, on this the 1 day of December, 2015.

[Affix Notarial Seal]

Notary Public
My commission expires_____

Stephanie Rae Van NewKirk
Notary Public, Livingston County, Michigan
My Commission Expires 08/14/2019
Acting in OAKLAND County

STATE OF MICHIGAN
COUNTY OF OAKLAND

The actual consideration or value, whichever is greater, for this transfer is $6,441,906.60.

Affiant

Subscribed and sworn to before me this 12/1/2015.

Notary Public

Stephanie Rae Van NewKirk
Notary Public, Livingston County, Michigan
My Commission Expires 08/14/2019
Acting in OAKLAND County

My Commission Expires:

EXHIBIT "A"

Legal Description

TRACT 1

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

SITUATED IN THE STATE OF TENNESSEE, COUNTY OF DAVIDSON, AND THE CITY OF GOODLETTSVILLE AND BEING IN THE 10TH CIVIL DISTRICT OF DAVIDSON COUNTY AND KNOWN AS AND BEING ALL OF LOT 3 ON THE PLAT OF SERVICE MERCHANDISE PLAZA AS RECORDED IN PLAT BOOK 5050, PAGE 7, R.O.D.C. AND FURTHER DESCRIBED AS FOLLOWS:

BEGINNING AT A CAPPED REBAR SET AT THE SOUTHEAST CORNER OF SAID LOT 3 AND BEING THE SOUTHWEST CORNER OF LOT 1 OF SAID PLAT OF SERVICE MERCHANDISE PLAZA;

THENCE S 67 DEGREES 24 MINUTES 20 SECONDS W, ALONG THE SOUTH LINE OF SAID LOT 3, A DISTANCE OF 322.36 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF THE CSX TRANSPORTATION RAILROAD AND PASSING OVER A CONCRETE MONUMENT FOUND AT A DISTANCE OF 319.06 FEET;

THENCE N 06 DEGREES 58 MINUTES 34 SECONDS E, ALONG THE EAST RIGHT OF WAY OF SAID CSX TRANSPORTATION, A DISTANCE OF 600.82 FEET TO A POINT AND PASSING OVER A CAPPED REBAR SET AT A DISTANCE OF 510.79 FEET;

THENCE N 67 DEGREES 51 MINUTES 25 SECONDS E, A DISTANCE OF 31.03 FEET TO A POINT;

THENCE S 22 DEGREES 01 MINUTES 38 SECONDS E, ALONG THE WEST LINE OF SAID LOT 1, A DISTANCE OF 522.34 FEET AND PASSING OVER A RAILROAD SPIKE SET AT A DISTANCE OF 67.11 FEET TO THE POINT OF BEGINNING, AND HAVING AN AREA OF 92331 SQUARE FEET OR 2.12 ACRES, ACCORDING TO THE SURVEY OF JOHN KOHL & COMPANY, P.C., 400 7TH AVENUE SOUTH, NASHVILLE, TENNESSEE 37203, PATRICK S. COODE RLS, TENNESSEE LICENSE NUMBER 855, DATED FEBRUARY 16, 2006.

INCLUDED IN THIS DESCRIPTION BUT EXPRESSLY EXCLUDED IS AN AIR RIGHTS PARCEL GRANTED TO THE STATE OF TENNESSEE.

BEGINNING AT A POINT IN THE EXISTING EAST MARGIN OF THE CSX RAILROAD, SAID POINT BEING 27.0 FEET RIGHT OF THE PROPOSED CENTERLINE STATION 73+87.82 (CHAIN RIGHT); THENCE WITH THE SAID EAST MARGIN NORTH 06 DEGREES 58 MINUTES 34 SECONDS EAST 90.03 FEET MORE OR LESS TO A POINT; THENCE NORTH 67 DEGREES 51 MINUTES 25 SECONDS EAST 31.03 FEET TO A

POINT; THENCE WITH THE WEST BOUNDARY OF THE EQUITABLE LIFE ASSURANCE SOCIETY PROPERTY SOUTH 22 DEGREES 01 MINUTES 38 SECONDS EAST 67.11 FEET TO A POINT; THENCE WITH THE PROPOSED SOUTHEAST MARGIN WITH A 3792.72 FOOT RADIUS CURVE LEFT AND SOUTHWESTWARDLY 76.16 FEET TO THE POINT OF BEGINNING AND CONTAINING 3,726 SQUARE FEET AND BEING PART OF THE SAME PROPERTY CONVEYED TO GUARDIAN STORAGE COMPANY, LTD, A PARTNERSHIP, BY L.H. HARDAWAY ET AL OF RECORD IN BOOK 6081, PAGE 646, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

THIS IS IMPROVED PROPERTY AND IS LOCATED ALONG THE EAST MARGIN OF THE CSX TRANSPORTATION RAILROAD AND 350 FEET MORE OR LESS SOUTHEAST OF THE I-65 NORTHBOUND TRAFFIC LANE.

THIS CONVEYANCE IS ALSO SUBJECT TO A NON-EXCLUSIVE UTILITY AND ACCESS EASEMENT OF RECORD IN PLAT BOOK 5050, PAGE 7, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEASTERLY CORNER OF THE HEREIN DESCRIBED TRACT AND THENCE RUNNING WITH THE WESTERLY BOUNDARY OF THE EQUITABLE LIFE ASSURANCE SOCIETY PROPERTY SOUTH 22 DEGREES 01 MINUTES 38 SECONDS EAST, 50.00 FEET TO A POINT; THENCE SOUTH 67 DEGREES 51 MINUTES 25 SECONDS WEST, 58.78 FEET TO THE EASTERLY MARGIN OF THE CSX RAILROAD; THENCE WITH WESTERLY LINE OF THE HEREIN DESCRIBED TRACT NORTH 06 DEGREES 58 MINUTES 34 SECONDS EAST, 57.23 FEET TO THE NORTHWESTERLY CORNER OF THE HEREIN DESCRIBED TRACT; THENCE NORTH 67 DEGREES 51 MINUTES 25 SECONDS EAST, 31.03 FEET TO THE POINT OF BEGINNING AND CONTAINING 2,245 SQUARE FEET.

A NEW LEGAL DESCRIPTION WAS PREPARED FOR THIS TRANSACTION.

THIS IS IMPROVED PROPERTY KNOWN AS 719 RIVERGATE PARKWAY, GOODLETTSVILLE, TENNESSEE, 37070.

TRACT I IS MORE PARTICULARLY DESCRIBED AS FOLLOWS ACCORDING TO THE ALTA/ACSM LAND TITLE SURVEY PREPARED BY LITTLEJOHN ENGINEERING ASSOCIATES DATED MARCH 5, 2013, AND DESIGNATED JOB NO. 20130245:

TRACT I (PARCEL 70)

BEING A TRACT OF LAND IN THE 10TH DISTRICT OF DAVIDSON COUNTY, NASHVILLE, TENNESSEE. BEING LOT 3 OF SERVICE MERCHANDISE PLAZA, AS RECORDED IN PLAT BOOK 5050, PAGE 7, REGISTERS OFFICE DAVIDSON COUNTY (RODC). BOUNDED ON THE EAST BY LOT 1 OF SAID SERVICE MERCHANDISE PLAZA; BOUNDED ON THE SOUTH BY AAA RIVERGATE SELF STORAGE, LLC, AS RECORDED IN INSTRUMENT NUMBER 20070604-0066092, RODC; BOUNDED ON THE WEST BY RIGHT OF WAY (ROW) OF CSX RAILROAD (100' ROW); AND BOUNDED

ON THE NORTH BY ROW OF VIETNAM VETERANS BOULEVARD (STATE ROUTE 386). TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

POINT OF COMMENCEMENT BEING A POINT LYING ON SAID ROW OF VIETNAM VETERANS BOULEVARD AND BEING THE NORTHEAST CORNER OF SAID LOT 1; THENCE ALONG THE COMMON LINE OF SAID LOT 3 SOUTH 21°42'55" EAST 70.00 FEET TO A SET POINT AND BEING THE POINT OF BEGINNING; THENCE SOUTH 21°42'55" EAST 452.34 FOUND IRON ROD WITH "RLS 100" CAP; THENCE ALONG THE COMMON LINE OF SAID AAA RIVERGATE SELF STORAGE SOUTH 67°43'03" WEST 322.13 FEET TO A POINT LYING ON SAID ROW OF CSX RAILROAD; THENCE ALONG SAID ROW NORTH 07°16'07" EAST 508.71 FEET TO A SET POINT; THENCE WITH A CURVE TO THE LEFT HAVING A LENGTH OF 76.34 FEET A RADIUS OF 3792.72 FEET A CENTRAL ANGLE OF DELTA ANGLE OF 1°09'12" AND A CHORD BEARING AND DISTANCE OF NORTH 60°20'56" EAST 76.34 FEET TO THE POINT OF BEGINNING.

TRACT CONTAINS 88,386 SQUARE FEET OR 2.03 ACRES.

BEARINGS BASED ON TENNESSEE STATE PLANE COORDINATE SYSTEM.

TRACT II

BEING PART OF LOTS NO. 13, 14, 15, 16, 17 AND 18 OF BLOCK "D" AND THE NORTHWEST PART OF BLOCK "G" AND THE NORTHWEST END OF DUPONT AVENUE, AND OF WOODROW AVENUE, AS BEING SHOWN ON THAT PLAT OF DUPONT CITY, AS OF RECORD IN PLAT BOOK 421, PAGE 124, REGISTER'S OFFICE FOR SAID COUNTY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING ON THE WESTERLY RIGHT OF TWO MILE PIKE AT THE SOUTHEASTERLY CORNER OF RES. PAR. "A", AS BEING SHOWN IN PLAT BOOK 5050, PAGE 7, R.O.D.C., TN., THENCE RUNNING WITH SAID R/W S18°52'21"E, 90.68 FEET TO THE SOUTHEASTERLY CORNER OF THE HEREIN DESCRIBED TRACT; THENCE LEAVING SAID RIGHT OF WAY S68°02'42"W, 191.40 FEET; THENCE S20°38'33"E, 111.08 FEET; THENCE WITH THE NORTHERLY LINE OF ECHO MEADOWS, AS OF RECORD IN PLAT BOOK 2331, PAGE 64, R.O.D.C., S67°14'36"W. 1012.45 FEET TO THE EASTERLY RIGHT OF WAY OF THE CSX TRANSPORTATION (FORMERLY L&N RAILROAD) RIGHT OF WAY; THENCE ALONG SAME N06°52'23"E, 232.33 FEET TO THE NORTHWESTERLY CORNER OF THE HEREIN DESCRIBED TRACT; THENCE ALONG THE NORTHERLY LINE OF THIS TRACT N67°24'20"E, 322.45 FEET; THENCE N67°26'20"E, 582.16 FEET; THENCE N67°17'49"E, 194.50 FEET TO THE WESTERLY RIGHT OF WAY OF TWO MILE PIKE AND THE POINT OF BEGINNING, CONTAINING 4.81 ACRES, MORE OR LESS, ACCORDING TO A SURVEY BY JOHN KOHL AND CO., A DIVISION OF THE SCHNEIDER CORPORATION, DATED SEPTEMBER 11, 2006.

TRACT II IS MORE PARTICULARLY DESCRIBED AS FOLLOWS ACCORDING TO THE ALTA/ACSM LAND TITLE SURVEY PREPARED BY LITTLEJOHN ENGINEERING ASSOCIATES DATED MARCH 5, 2013, AND DESIGNATED JOB NO. 20130245:

TRACT 2 (PARCEL 28)

BEING A TRACT OF LAND IN THE 10TH DISTRICT OF DAVIDSON COUNTY, NASHVILLE, TENNESSEE. BEING PARTS OF LOTS 13, 14, 15, 16, 17 & 18 OF BLOCK "D" AND THE NORTHWEST PART OF BLOCK "G", AND THE NORTHWEST END OF DUPONT AVENUE AND OF WOODROW AVENUE AS SHOWN ON PLAT OF DUPONT CITY AS RECORDED IN PLAT BOOK 421, PAGE 124, REGISTERS OFFICE DAVIDSON COUNTY (RODC). BOUNDED ON THE EAST BY RIGHT OF WAY (ROW) OF RIVERGATE PARKWAY (TWO MILE PIKE); BOUNDED ON THE SOUTH BY FARAH DABIT AS RECORDED IN INSTRUMENT NUMBER 20060630-0078258, RODC, AND BY LOTS 2 THROUGH 10 OF ECHO MEADOWS AS RECORDED IN PLAT BOOK 2331, PAGE 64, RODC; BOUNDED ON THE WEST BY RIGHT OF WAY (ROW) OF CSX RAILROAD (100' ROW); AND BOUNDED ON THE NORTH BY LOTS 1 AND 3 AND RESERVE PARCEL A OF SERVICE MERCHANDISE PLAZA, AS RECORDED IN PLAT BOOK 5050, PAGE 7, RODC. TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

POINT OF BEGINNING BEING A FOUND 3/8" IRON ROD LYING ON SAID ROW OF RIVERGATE PARKWAY AND BEING THE SOUTHEAST CORNER OF SAID RESERVE PARCEL A; THENCE ALONG ROW SOUTH 18°33'38" EAST 90.68 FEET TO A FOUND 3/8" IRON ROD; THENCE ALONG THE COMMON LINE OF SAID DABIT WITH THE FOLLOWING: SOUTH 68°21'25" WEST 191.40 FEET TO A FOUND ½" IRON ROD; THENCE SOUTH 20°19'50" EAST 111.08 FEET TO A FOUND IRON ROD WITH CAP; THENCE ALONG THE COMMON LINE OF SAID LOTS 2 THROUGH 10 SOUTH 67°33'19" WEST 1012.45 FEET TO A SET POINT LYING ON SAID ROW OF CSX RAILROAD; THENCE ALONG SAID ROW NORTH 07°16'07" EAST 232.45 FEET TO A POINT; THENCE ALONG THE COMMON LINE OF SAID LOT 3 NORTH 67°43'03" EAST 322.13 FEET TO A FOUND IRON ROD WITH "RLS 100" CAP; THENCE ALONG THE COMMON LINE OF SAID LOT 1 AND RESERVE PARCEL A NORTH 67°42'56" EAST 776.74 FEET THE POINT OF BEGINNING.

TRACT CONTAINS 209,613 SQUARE FEET OR 4.81 ACRES.

BEARINGS BASED ON TENNESSEE STATE PLANE COORDINATE SYSTEM.

Being the same property conveyed to Storage Pros Rivergate LLC, a Delaware limited liability company, and JRM-Rivergate LLC, a Delaware limited liability company, as tenants in common, by Special Warranty Deed from VSI III Rivergate, LLC, a Texas limited liability company, dated April 30, 2013 and recorded May 9, 2013 as Instrument Number 20130509-0047129 in the Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Permitted Exceptions

Subject to the following:

1. Zoning and/or restrictions and prohibitions imposed by governmental authorities;

2. All covenants, restrictions, conditions, easements, reservations, rights-of-way, and other matters of record, to the extent valid, subsisting and enforceable;

3. Taxes and assessments which are a lien, but not yet due and payable;

4. Matters an accurate survey would reveal; and

5. The rights of tenants as tenants only under unrecorded leases.

True Copy Certification

I, Eileen M. Christian, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Eileen M Christian
Signature

State of PA

County of Chester

Personally appeared before me, [Name of Notary], a notary public for this county and state, [name of person making certification] who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Julie A Schramm
Notary's Signature

My Commission Expires: 1/14/18
Notary' Seal (if on paper)

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
JULIE A. SCHRAMM, Notary Public
West Chester Boro., Chester County
My Commission Expires January 14, 2018