BILL GARRETT, Davidson County
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Fees:38.00 Taxes:37000.00
20160513-0048009

THIS INSTRUMENT PREPARED BY:
Andrew C. Williams, Esq.
Morris, Manning & Martin, LLP
1600 Atlanta Financial Center
3343 Peachtree Road, NE
Atlanta, Georgia 30326

ADDRESS OF NEW OWNER:
North Gulch Apartments LLC
4777 Sharon Road, Suite 550
Charlotte, NC 28210

SEND TAX BILL TO:
North Gulch Apartments LLC
4777 Sharon Road, Suite 550
Charlotte, NC 28210
Attn: William A. MacNeil

MAP-PARCEL:
093-01-0-089.00

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, **BELLSOUTH TELECOMMUNICATIONS, LLC**, a Georgia limited liability company (F/K/A Bellsouth Telecommunications, Inc.) (hereinafter the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to **NORTH GULCH APARTMENTS LLC**, a Delaware limited liability company (hereinafter the "Grantee"), its successors and assigns, the following described land, to-wit:

> A tract or parcel of land located in Davidson County, Tennessee and being more particularly described on Exhibit A attached hereto and being improved property located at 600 11th Avenue North, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and its successors and assigns, forever, so that neither the Grantor nor any person in its name and behalf, shall or will hereafter claim or demand any right or title to the Property or any part thereof, subject to those matters shown on Exhibit B attached hereto. Except for matters set forth on said Exhibit B, Grantor further covenants and binds itself, its successors, and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not as to those claiming otherwise.

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

IN WITNESS WHEREOF, Grantor has executed this instrument on this 11th day of May, 2016.

BELLSOUTH TELECOMMUNICATIONS, LLC, a Georgia limited liability company (F/K/A Bellsouth Telecommunications, Inc.

By: _____

Name: Rich D. Wagner

Title: DIRECTOR PORTFOLIO MGMT & TRANSACTION, CRE-PORTFOLIO MGMT & TRANSACTIONS

STATE OF Illinois)
COUNTY OF Cook)

Before me, Denise Fowler, a Notary Public of the State and County aforesaid, personally appeared Rich D. Wagner, 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 DIRECTOR PORTFOLIO MGMT & TRANSACTION, CRE-PORTFOLIO MGMT & TRANSACTIONS of BellSouth Telecommunications, LLC, and that as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at 125 W. Randolph, Cook County, Chicago, Illinois, this 11th day of May, 2016.

OFFICIAL SEAL
DENISE FOWLER
Notary Public - State of Illinois
My Commission Expires Nov 1, 2019

Denise Fowler
Notary Public

My Commission Expires: 11/1/19

STATE OF Tennessee)

COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is $10,000,000.00.

Affiant

Subscribed and sworn to before me this 12th day of May, 2016.

R. KIRKLAND MOSER
STATE OF TENNESSEE NOTARY PUBLIC
SUMNER COUNTY

Notary Public

My Commission Expires: 6-21-2016

EXHIBIT A

To Limited Warranty Deed

Legal Description

A tract of land lying in the 20th Councilmanic District Metropolitan Nashville-Davidson County, Tennessee being shown as Parcel 89 on Tax Map 93-1 and Parcel 378 on Tax Map 92-4 and a part of original right-of-way of 11th Avenue North which was closed by Metro Council Bill No. 096-443 approved October 9, 1996 and more particularly described according to a survey dated 11-19-99 prepared by Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, RLS No. 502, Job No. 99-129, as follows:

Beginning at an iron pin set at the intersection of the northerly right of way line of Jo Johnston Avenue and the easterly right of way line of 11th Avenue North; thence,

1. With the easterly right of way line of 11th Avenue North 28° 38' 53" W, 421.56' to an iron pin set on the northerly right of way line of Clinton Street; thence,

2. With the northerly right of way line of Clinton Street and crossing the southerly end of that part of 11th Avenue North closed by Council Bill 096-443, S 62° 16' 40" W, 233.53' to an existing corner post of chain link fence being the southeast corner of Parcel 337 Tax Map 92- 4 owned by Dialysis Clinic, Inc. by deed recorded in Book 10328, Page 960, R.O.D.C., Tennessee; thence,

3. With the easterly line of Parcel 337, N 28° 01' 17" W, 94.05' to an existing iron pin on the southerly right of way line of CSX Railroad formerly Seaboard System Railroad, said iron pin being 94.38' south of Centerline Valuation Station 27 + 94.23 of said railroad; thence,

4. With a southerly right of way of said railroad with a curve to the right (radius 754.49) northeasterly a distance of 168.60' to an iron pin set and having a chord bearing and distance of N 78° 18' 20" E, 168.250'; thence,

5. Continuing with said railroad right of way N 84° 28' 41" E, 25.02' to an iron pin set on the original westerly right of way line of 11th Avenue North closed by Council Bill 096-443; thence,

6. Crossing that part of 11th Avenue North closed by Council Bill 096-443, N 31° 47' 13" E, 55.79' to an iron pin set on the original easterly right of way line of 11th Avenue North. Said pin being 50' south of Center line Valuation Station 25+38.41' thence,

7. With the southerly right of way line of CSX Railroad with a curve to the right (radius 710.90) southeasterly a distance of 196.96' to an iron pin set and having a chord bearing a distance of S 82° 39' 21" E, 196.333. Said pin being 50' southwesterly from Center Line Valuation Station 23 + 27.60 of said railroad; thence,

8. Continuing with said railroad right of way 50' southwest of and parallel to the center line of railroad with a curve to the right (radius 932.64') southeasterly a distance of 451.41' to an iron pin set on the northerly right of way line of Jo Johnston Avenue and having a chord bearing and distance of S 60° 50' 39" E, 447.016' thence,

9. With the northerly right of way line of Jo Johnston Avenue, S 62° 10' 00" W, 397.07' to the point of beginning and containing 137,700 square feet or 3.161 acres.

Being Tracts 1 and 2 in deed to Alley-Cassetty Coal Company from Seaboard System Railroad, Inc. as of record in Book 6433, Page 609, R.O.D.C., Tennessee and also a part of the original right of way of Avenue North closed by Metro Council Bill 096-443. Tract No. 1 in Deed Book 6433, Page 609, R.O.D.C., being parts of Lots 127 and 128 on the plan of the Judge McNairy Mansion House Tract as of record in the front fly leaf of Book No. 9, R.O.D.C., Tennessee and a plan of said lots also of record in Plat Book 55, Page 53, R.O.D.C., TN, Tract No. 2 in said deed being parts of Lots 103, 104 and 105 on the plan of Samuel Watkins as of record in Book 57, Page 13, R.O.D.C., TN.

ALSO DESCRIBED AS FOLLOWS:

A tract of land lying in the 19th Council District of Davidson County, Tennessee and being Bellsouth Telecommunications, Inc. as recorded in Instrument Number 200505270060186, Register's Office of Davidson County (RODC). Tract being bounded on the west by North Charlotte Avenue Holdings, LLC as recorded in Instrument Number 200810300108309, RODC and by the eastern Right of Way (ROW) of 11th Avenue North, on the north and east by the southwestern ROW of CSX Transportation, and on the south by the northern ROW of Jo Johnston Avenue and by the northern ROW of Clinton Street. Tract being more particularly described as follows:

POINT OF BEGINNING lying on the northern ROW of said Clinton Street and being the southeast corner of said North Charlotte Avenue Holdings, LLC; thence leaving said ROW with the common line of said North Charlotte Avenue Holdings, LLC, North 28° 17' 25" West 94.05 feet to an iron rod with cap lying on the southern ROW of said CSX Transportation; thence with said ROW on a curve to the right having a central angle of an angle of 12° 48' 13", a radius of 754.49 feet, a length of 168.60 feet, a tangent of 84.65 feet, and having a chord bearing and distance of North 78° 02' 12" East 168.25 feet to a found 5/8" iron rod; thence North 84° 12' 33" East 25.02 feet to a found 5/8" iron rod; thence North 31° 31' 05" East 55.79 feet to a found 5/8" iron rod; thence on a curve to the right having a central angle of 15° 52' 27", a radius of 710.90 feet, a length of 196.96 feet, a tangent of 99.11 feet, and having a chord bearing and distance of South 82° 55' 29" East 196.33 feet to a found iron rod with cap; thence with a curve to the right having a central angle of 27° 43' 56", a radius of 932.64 feet, a length of 451.41 feet, a tangent of 230.22 feet, and having a chord bearing and distance of South 61° 06' 47" East 447.02 feet to a point lying on the northern ROW of said Jo Johnston Avenue; thence with said ROW, South 61° 53' 52" West 397.07 feet to a point lying on the intersecting ROW's of said Jo Johnston Avenue and said 11th Avenue North; thence with the ROW of said 11th Avenue North, North 28° 55' 01" West 421.56 feet to a point lying on the ROW intersection of said 11th Avenue North and said Clinton Street; thence with the ROW of said Clinton Street, South 62° 00' 32" West 233.53 feet to the point of beginning. Tract contains 137,699.75 square feet or 3.16 acres.

Being the same property conveyed to BELLSOUTH TELECOMMUNICATIONS, INC. by deed from NASHVILLE URBAN PARTNERS 2004, LLC of record in Instrument No. 20050527-0060185, dated May 26, 2005, and in Instrument No. 20050527-0050186, dated May 26, 2005, said Register's Office.

Map 93-01, Parcel 89; 600 11th Ave. N., Nashville, TN

EXHIBIT B

To Limited Warranty Deed

Exceptions to Title

1. General or special taxes and assessments required to be paid in the year 2016 and subsequent years for Map-Par. 093-01-0-089.00. Davidson County taxes for 2014, Map-Parcel No. 093-01-0-089.00, which on January 1st thereof were exempt, but are subject to assessment to a non-exempt taxpayer on the pro-rata basis for such year pursuant to the provisions of Tennessee Code Annotated Sections 67-5-201.

2. Matters shown on the Plan of record in Plat Book 57, page 13, said Register's Office.

3. Matters shown on the Plan of record in Book 55, pages 52 and 53, said Register's Office.

4. Easements reserved in Ordinance of record in Instrument No. 20000320-0028342, said Register's Office.

5. Stormwater Detention Agreement of record in Instrument No. 20040625-0075483, said Register's Office.

6. Notice of Land Use Restrictions of record in Instrument No. 20050331-0034937, said Register's Office.

7. Easement granted to U.S. Sprint Communications Company by Court Order in Settlement of Landowner Action of record in Instrument No. 20140114-0003778, said Register's Office.

8. Title to that portion of the premises, if any, embraced within the right-of-way of CSX Railroad.

9. Temporary License for Construction dated March 2, 2016, between BellSouth Telecommunications, LLC and Capital View Joint Venture.

10. Matters shown by a current and accurate survey.

11. Zoning and building laws and ordinances.