PREPARED BY AND RETURN TO:
Lawrence H. Bryant, Esq.
Williams Mullen
999 Waterside Drive, Suite 1700
Norfolk, Virginia 23510

OWNER/SEND BILLS TO
Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attention: Bruce S. DePaola, Esq

TAX MAP AND PARCEL NUMBERS: 161 0002 1700 and 161 0000 55 00

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED made as of this 8th day of September, 2016, between **BRENTWOOD GARDENS ASSOCIATES, LLC**, a Delaware limited liability company, First Party, and **ARBORS OF BRENTWOOD LL, LLC**, a Delaware limited liability company, Second Party.

W I T N E S S E T H

THAT SAID FIRST PARTY, for and in consideration of the sum of Ten and no/100 Dollars ($10.00), and other good and valuable consideration, to it in hand paid by said Second Party, the receipt of which is hereby acknowledged, has granted, bargained, sold, transferred and conveyed, and does by these presents grant, bargain, sell, transfer and convey unto Second Party, the real property described as follows:

(SEE PROPERTY DESCRIPTION ON EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF)

with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims to homestead and dower therein. TO HAVE AND TO HOLD the same unto the Second Party, its successors and assigns forever, together with all of the rights and interest thereunto belonging, in fee simple.

The First Party covenants that it is lawfully seized in fee simple of the premises; that it has a good and lawful right to sell and convey the same; and that said property is free and clear and unencumbered, with the exception of the 2016 taxes, which shall be prorated as of the date of closing and which Second Party assumes and agrees to pay.

The First Party further covenants that it will warrant and defend the title to said property unto the Second Party, its successors and assigns, against the lawful claims of all parties claiming by, through, or under the First Party, but not further or otherwise.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, or the masculine, feminine or neuter gender, as the case may demand.

Davidson County DEEDWARRSP
Recvd: 09/09/16 12:21 6 pgs
Fees:33.00 Taxes:167425.00
20160909-0095106

IN WITNESS WHEREOF, the First Party has caused this instrument to be executed as of the day and year first above written.

BRENTWOOD GARDENS ASSOCIATES, LLC, a Delaware limited liability company

By: Brentwood Managing Co., LLC, a Delaware limited liability company, its Manager

By: _____ (SEAL)
Name: T. Richard Litton, Jr.
Title: Manager

COMMONWEALTH OF VIRGINIA
CITY OF NORFOLK, to wit:

PERSONALLY appeared before me, the undersigned authority, a Notary Public in and for said City and State, T. Richard Litton, Jr., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the Manager of Brentwood Managing Co., LLC, which is the Manager of BRENTWOOD GARDENS ASSOCIATES, LLC, the within named bargainor, a Delaware limited liability company, and that as such Manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at office this 23rd day of August, 2016.

Regina Balderson Harrington
Notary Public

My Commission Expires: 2/28/19
Registration No.: 7503988

REGINA BALDERSON HARRINGTON
NOTARY PUBLIC
COMMONWEALTH OF VIRGINIA
REGISTRATION #7503988
MY COMMISSION EXPIRES FEB. 28, 2019

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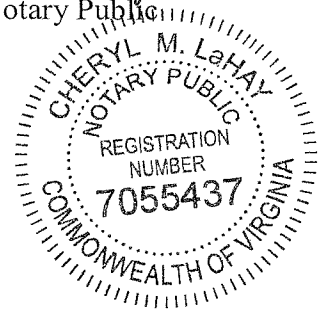
I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $45,250,000.00.

Lawrence H. Bryant
Affiant

Subscribed and sworn to before me this 6 day of September, 2016.

Cheryl M LaHay
Notary Public

My Commission Expires: 9/30/18
Registration No.: 7055437



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EXHIBIT A

LEGAL DESCRIPTION

All that certain lot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the City of Nashville, County of Davidson, State of Tennessee.

TRACT I:

LAND in Davidson County, Tennessee, being a tract of land, lying on the First Civil District of Davidson County, Tennessee, being Lot 1, on the plan of The Arbors of Brentwood, as shown on the plan of record in Book 6250, page 530, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate description of said lot and being more particularly described as follows:

BEGINNING at a point lying on the easterly margin of Edmondson Pike, said point being the most northwesterly corner of the herein described tract and the most southwesterly corner of the Ira T. Adams Property (Ashlawn Apts.) as of record in Deed Book 4671, page 729; thence leaving the easterly margin of Edmondson Pike, and with the southerly line of the said Ira T. Adams Property, South 79 degrees, 50 minutes, 27 seconds East, a distance of 532.08 feet to an existing iron pin, said point being the most southeasterly corner of the Ira T. Adams Property; thence with the easterly line of the Ira T. Adams Property, North 04 degrees 17 minutes, 35 seconds East a distance of 438.09 feet to an existing iron pin, said point being the most northeasterly corner of the said Ira T. Adams Property and lying on the southerly line of the James L. Rains Property, as of record in Deed Book 4298, page 142, Register's Office for Davidson County, Tennessee; thence with the southerly line of said James L. Rains Property, South 70 degrees 50 minutes 06 seconds East, a distance of 343.56 feet to a point; thence with the southerly line of the Villages of Brentwood Subdivision, as of record in Plat Book 5200, page 613, Register's Office for Davidson County, Tennessee, South 70 degrees, 23 minutes, 48 seconds, East a distance of 1,124.78 feet to an existing iron pin, said iron pin being the most southeasterly corner of Lot 3 on the said Villages of Brentwood plat and lying on the westerly margin of a dedicated road (unnamed); thence with the westerly margin of a proposed extension of said dedicated road, with a curve to the left, having a radius of 560.00 feet, a distance of 107.77 feet and a chord bearing of South 05 degrees, 33 minutes, 21 seconds West a chord distance of 107.61 feet to a point; thence continuing with the westerly margin of said proposed road South 0 degrees 02 minutes, 33 seconds West, a distance of 205.49 feet to a point, said point lying on the northerly line of the George T. Hicks Property as of record in Deed Book 5489, page 6, Register's Office for Davidson County, Tennessee; thence leaving the westerly margin of said proposed road, and with the northerly line of the said George T. Hicks Property; South 89 degrees 57 minutes 27 seconds West, a distance of 114.57 feet to an existing hub and tack, said point being the most northwesterly corner of the said. George T. Hicks Property; thence with the northerly margin of Warren Avenue (unimproved), South 89 degrees 22 minutes, 42 seconds West, a distance of 666.13 feet to a point; thence continuing with the northerly margin of said Warren Avenue, South 88 degrees, 53 minutes 20 seconds West, a distance of 358.43 feet to a point; thence continuing with the northerly margin of said Warren Avenue, South 89 degrees, 39 minutes, 18 seconds West, a distance of 466.15 feet to an existing iron pipe, said point lying on the northerly margin of said Warren Avenue; thence leaving the northerly margin of said Warren Avenue and with the easterly line of the Thelma G. Rucker Property, as of record in Deed Book 4854, page 964, Register's Office for Davidson County, Tennessee, North 02 degrees, 53 minutes, 42 seconds East a distance of 141.34 feet to an existing iron pin; thence with the northerly line of the said Thelma G. Rucker Property, North 88 degrees, 24 minutes, 19 seconds West, a distance of 339.89 feet to a point on the easterly margin of Edmondson Pike; thence with the easterly margin of Edmondson Pike North 01 degree, 21 minutes 15 seconds East, a distance of 326.12 feet to the point of beginning.

SCHEDULE A

LEGAL DESCRIPTION

(Continued)

TRACT II:

LAND in Davidson County, Tennessee, being Lot No. 2, on the plan of Phase II, Arbors of Brentwood, as shown on plat of record in Plat Book 6250, Page 880, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description, and being more particularly described as follows:

Beginning at a point on the Easterly margin of Edmondson Pike, said point being the southwesterly corner of the Crow Arbors of Brentwood Assoc. Property, as of record in Book 6435, Page 290 Register's Office Davidson County, Tennessee, and also being the most northwesterly point of the herein described tract; thence with the common line of the said Crow Arbors of Brentwood Assoc. Property and the herein described tract south 88°24' 19" east a distance of 337.55 feet to a point; thence south 02°53' 42" west a distance of 141.34 feet to a point on the northerly margin of the (unimproved) Warren Avenue, (now closed); thence with the northerly line of Warren Avenue (now closed) north 89°39' 18" east a distance of 466.15 feet to a point; thence continuing north 88°53 '20" east a distance of 358.43 feet to a point; thence continuing north 89°22' 42" east a distance of 666.13 feet to a point, on the westerly line of the George T. Hicks property, as of record in Book 5489, Page 6 Register's Office Davidson County, Tennessee, thence leaving the said northerly line of Warren Avenue, and with the westerly line of the George T. Hicks property, as of record in Book 5489, Page 6, Register's Office, Davidson County, Tennessee, south 02°29' 58 east a distance of 50.03 feet to a point; thence south 00°57' 28" west a distance of 453.34 feet to an existing iron pin; thence leaving the said George T. Hicks property, and with the northerly line of the Seretha R. Oldham property, as of record in Book 6055, Page 410 Register's Office Davidson County, Tennessee, and Book 6043, page 515 Register's Office, Davidson County, Tennessee, north 89°02' 19" west a distance of 1221.57 feet to an existing iron pin; thence leaving the said Seretha R. Oldham Property, and with the common line of the Thelma R. Rucker property, as of record in Book 5241, Page 156, Register's Office Davidson County, Tennessee, and the herein described tract, north 00°54' 57" west a distance of 135.03 feet to an existing iron pin; thence north 80°11 '26" west a distance of 294.33 feet to an existing iron pin; thence north 85°36' 28" west a distance of 312.44 feet to a point on the easterly margin of said Edmondson Pike; thence with the said easterly margin of Edmonson Pike north 01°21' 15" east a distance of 407.35 feet to the point of beginning.

Being the same property conveyed to Brentwood Gardens Associates, LLC by Special Warranty Deed from Arbors of Brentwood Apartments, LLC, recorded August 9, 2012 at Instrument No. 201208090071154, in the Register's Office for Davidson County, Tennessee.

True Copy Certification

I, Chana Skaly, 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.

Signature

State of New Jersey

County of Ocean

Personally appeared before me, Daniela Graca, a notary public for this county and state, Chana Skaly who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

DANIELA F GRACA
ID # 2329410
NOTARY PUBLIC
STATE OF NEW JERSEY
My Commission Expires August 5, 2020

My Commission Expires: _____
Notary' Seal (if on paper)