This Instrument Prepared By:

Loren D. Snow, Esq.
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022

Davidson County DEEDWARRSP
Recvd: 11/17/16 10:23 8 pgs
Fees:43.00 Taxes:61050.00
20161117-0121253

(Space above this line is for recorder's use)

SPECIAL WARRANTY DEED

Address New Owner:	Send Tax Bills to:	Map-Parcel No.
Shadowbluff Apartments, LLC c/o Highmark Holdings, LLC 144 Second Avenue N, Suite 400 Nashville, TN 37201	Shadowbluff Apartments, LLC c/o Highmark Holdings, LLC 144 Second Avenue N, Suite 400 Nashville, TN 37201	Map 119, Parcel 1

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer Sixteen Million Five Hundred Thousand Dollars ($16,500,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 16 day of November, 2016.

Notary Public

MARCIE SHELTON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY

My Commission Expires: 9/11/2017

For and in consideration of the sum of Sixteen Million Five Hundred Thousand Dollars ($16,500,000.00), the receipt and sufficiency of which are hereby acknowledged **ALLIANCE PJRT LIMITED PARTNERSHIP**, a Delaware limited partnership, formerly known as Alliance RT Limited Partnership, whose address is c/o Starwood Asset Management, 400 Galleria Parkway, Suite 1450, Atlanta, GA 30339 ("**Grantor**"), has bargained and sold and by these presents does hereby sell and convey to **SHADOWBLUFF APARTMENTS, LLC**, a Tennessee limited liability company ("**Grantee**"), whose address is c/o Highmark Holdings, LLC ,144 Second Avenue N, Suite 400, Nashville, TN 37201, all of its right, title and interest in and to 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").

A new legal description was not prepared for this conveyance.

The Property is improved property known as Shadowbluff Apartments, 221 Plus Park Boulevard, Nashville, Tennessee 37217.

This conveyance is expressly made subject to all matters set forth on Exhibit B attached hereto and such restrictive covenants, easements, setback lines and zoning ordinances which are applicable to the Property.

To have and to hold the Property with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns in fee simple forever.

Grantor covenants and binds Grantor, its successors, and assigns to warrant and defend the title to the Property for Grantee, its successors, and assigns against the lawful claims of all persons whomsoever claiming title as against all acts of the Grantors herein and no other (except claims arising from the matters that this Deed is expressly made subject to), but not further or otherwise.

[Remainder of Page Intentionally Left Blank;
Signature Page Follows]

IN WITNESS WHEREOF, Grantor has executed this as of the 14th day of November, 2016.

GRANTOR:

ALLIANCE PJRT LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Alliance PJRT GP, L.L.C.,
a Delaware limited liability company,
its General Partner

By: _____
Name: James Kane
Its: Authorized Signatory

STATE OF Georgia)
COUNTY OF Cobb)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared James Kane, with whom I am personally acquainted (or provided to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Authorized Signatory of Alliance PJRT GP, L.L.C., which is the general partner of ALLIANCE PJRT LIMITED PARTNERSHIP, the within named bargainor, and that he as such Authorized Signatory, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the general partner by himself as Authorized Signatory, being authorized to act on behalf of ALLIANCE PJRT LIMITED PARTNERSHIP.

Witness my hand and seal, at office in Atlanta, Georgia, this the 8 day of November, 2016.

_____
NOTARY PUBLIC

My Commission Expires: March 18, 2020

MELLANY WILLIAMSON
NOTARY PUBLIC
COBB COUNTY, GEORGIA
Commission Expires
MARCH 18, 2020

Exhibit A
to
Special Warranty Deed

Legal Description

A certain tract of land in the 16th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being all of the same property conveyed to Atlantic-Tennessee Limited Partnership from Shadowbluff, L.P. by Special Warranty Deed of record in Book 10584, page 444, Register's Office for Davidson County (R.O.D.C.), Tennessee, being all of Parcel Number 1.00 as shown on Davidson County Property Map Number 119-00, and being more particularly described as follows:

Beginning at an iron rod(old) with cap stamped "Ragan-Smith & Associates" in the southeasterly corner of Lot 3 as shown on the final plat entitled "THE RESUBDIVISION OF LOT 16 ON THE RESUBDIVISION OF SECTION 12, THE PLUS PARK" of record in Book 5200, page 482, R.O.D.C., Tennessee, said lot being the invest-X Corporation property of record in Book 8983, page 413, R.O.D.C., Tennessee, said rod also being in the westerly right-of-way of Plus Park Boulevard (60-foot right-of-way) at the existing end of said Boulevard; thence,

Crossing the existing southerly end of said Plus Park Boulevard, North 89 degrees 43 minutes 09 seconds East, 60.00 feet to a p.k. nail(old) in the easterly right-of-way of said Plus Park Boulevard; thence,

With said easterly right-of-way, in a northerly and westerly direction with a 454.59-foot curve to the left, having a central angle of 07 degrees 54 minutes 33 seconds, an arc length of 62.75 feet, and a chord bearing and distance of North 04 degrees 20 minutes 15 seconds West, 62.70 feet to an iron rod(old) with cap stamped "Ragan-Smith & Associates" in the southwesterly corner of Lot 13 as shown on the final plat entitled "RESUBDIVISION OF LOTS 12 & 13 OF THE RESUBDIVISION OF THE PLUS PARK, SECTION 15" of record in Book 5190, page 355, R.O.D.C., Tennessee, said lot being the Jon G. English and Douglas A. Irwin property of record in Instrument Number 20030502—58795, R.O.D.C., Tennessee; thence,

Leaving said easterly right-of-way, with the southerly line of said Lot 3, North 81 degrees 36 minutes 47 seconds East, 107.57 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates" in the most northerly northwest corner of Lot 2 as shown on the final plat entitled "RESUBDIVISION OF LOT NO. 2 ON THE RESUBDIVISION OF LOT 84 & RESERVED PARCEL HILL-N-DALE SECTION TWO" of record in Book 5190, page 746, R.O.D.C., Tennessee, said lot being the Adam W. Quast property of record in book 1183, page 369, R.O.D.C., Tennessee; thence,

With the westerly line of said Lot 2 for the next four calls:

1. South 09 degrees 03 minutes 05 seconds East, 74.77 feet to a 5/8-inch iron rod(old) with no cap,
2. South 38 degrees 29 minutes 50 seconds West, 39.32 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",

3. South 51 degrees 43 minutes 10 seconds East, 67.79 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",
4. South 33 degrees 41 minutes 14 seconds East, 122.20 feet to an iron rod(old) with cap stamped "Ragan-Smith & Associates" in the northwesterly line of Jimmy S. Williams and wife, Norma E. Williams of record in Book 7739, page 815, R.O.D.C., Tennessee; thence,

With said northwesterly line, South 52 degrees 06 minutes 29 seconds West, 50.03 feet to an iron rod(old) with cap stamped "Ragan-Smith & Associates" in the northeasterly line of Lot 112, Glencliff Estates, Section 5, as shown on the final plat entitled "GLENCLIFF ESTATES, SECTION 5" of record in Book 2133, page 21, R.O.D.C., Tennessee, said lot being the Lynda C. Hughes property of record in Book 5326, page 271, R.O.D.C., Tennessee; thence,

With the northwesterly line of said Glencliff Estates, Section 5 for the next seven calls:

1. North 36 degrees 49 minutes 33 seconds West, 15.26 feet to an iron rod(old) with cap stamped "Ragan-Smith & Associates",
2. South 45 degrees 33 minutes 23 seconds West, 153.72 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",
3. South 47 degrees 09 minutes 58 seconds West, 439.12 feet to a point, said point being North 52 degrees 08 minutes 24 seconds West, 20.00 feet from a witness pin, said pin being an iron rod(new) with cap stamped "Ragan-Smith & Associates",
4. South 38 degrees 12 minutes 50 seconds West, 227.04 feet to a point, said point being North 49 degrees 14 minutes 10 seconds West, 10.00 feet from a witness pin, said pin being an iron rod(new) with cap stamped "Ragan-Smith & Associates",
5. South 29 degrees 17 minutes 57 seconds West, 116.07 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",
6. South 00 degrees 33 minutes 11 seconds West, 151.22 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",
7. South 02 degrees 50 minutes 05 seconds East, 46.33 feet to a 5/8-inch iron rod(old) with no cap in the northeasterly corner of the Metropolitan Government of Nashville and Davidson County, Tennessee property of record in Book 5413, page 974, R.O.D.C., Tennessee, said property being a portion of Lot 51 as shown on the final plat entitled "CRESCENT HEIGHTS" of record in Book 2331, page 106, R.O.D.C., Tennessee; thence,

With the northerly line of the said Metropolitan Government of Nashville and Davidson County, Tennessee property, South 49 degrees 02 minutes 17 seconds West, 53.23 feet to a 1/2-inch iron rod(old) with no cap in the easterly right-of-way of Interstate Highway 24; thence,

With said easterly right-of-way for the next three calls:

8. North 12 degrees 45 minutes 42 seconds West, 489.02 feet to a concrete monument(old),
9. North 03 degrees 07 minutes 51 seconds West, 557.67 feet to a concrete monument(old),
10. North 03 degrees 06 minutes 46 seconds West, 65.52 feet to a 1/2-inch iron rod(old) with no cap in the southwesterly corner of Lot 2 as shown on the final plat entitled "THE RESUBDIVISION OF LOT 16 ON THE RESUBDIVISION OF SECTION 12, THE PLUS PARK" of record in Book 5200, page 482, Register's Office for Davidson County

(R.O.D.C.), Tennessee, said lot being the Primera Iglesia Bautista property of record in Instrument Number 20011231—144905, R.O.D.C., Tennessee; thence,

Leaving said easterly right-of-way, with the southerly line of said Lot 2 and the southerly line of said Lot 3 (said Invest-X Corporation property), North 89 degrees 17 minutes 36 seconds East, 589.14 feet to the point of beginning and containing 464,549 square feet or 10.665 acres, more or less.

BEING THE SAME PROPERTY CONVEYED TO ALLIANCE RT LIMITED PARTNERSHIP, NOW KNOWN AS ALLIANCE PJRT LIMITED PARTNERSHIP, RECORDED AS INSTRUMENT NO. 20030918-0138517, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

Exhibit B
to
Special Warranty Deed

Permitted Exceptions

All of the following record documents and matters:

1. Taxes and assessments for the year 2017 and subsequent years, not yet due and payable.

2. Underground Utility Easement to Nashville Corporate Center Associates, of record in Book 6178, page 848, as amended in Book 10286, page 151, in the Register's Office for Davidson County, Tennessee.

3. Easement, Covenants and Restrictions entered into by Nashville Corporate Center Associates, of record in Book 6668, page 755, in the Register's Office for Davidson County, Tennessee.

4. Easement and Right of Entry Agreement of record in Book 9523, page 507, in the Register's Office for Davidson County, Tennessee.

5. Easement Agreement between Adam W. Quast and Ward Quast, and Shadow Bluff, L.P. of record in Book 10286, page 151, as amended in Book 10537, page 242, in the Register's Office for Davidson County, Tennessee.

6. Rights of tenants in possession, as tenants only, under prior unrecorded residential leases.

7. Any facts, rights, interests or claims that may exist or arise by reason of the following matters disclosed by a survey prepared by Ted J. Stevenson, II, TN Registered Land Surveyor No. 2136, Ragan Smith, dated October 28, 2016.

    - Encroachment of a wood building and concrete on the Northwest portion of the Land.

    - Sanitary sewer line crossing the southern portion of the Land.

8. Private Driveway Easement by and between Nashville Corporate Center Associates, a Tennessee limited partnership, and Charles French, of record in Book 6178, page 843, as amended in Book 10286, page 151, Register's Office for Davidson County, Tennessee.

TRUE COPY CERTIFICATION

I, Jay H. Smith, 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 Tennessee:

County of Davidson:

Personally appeared before me, the undersigned, a notary public for this county and state, Jay H. Smith, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Denise C. Allis Wilburn

, Notary Public

My commission Expires: 9-10-18
(affix Notary seal)

DENISE C. ALLIS-WILBURN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
MY COMMISSION EXPIRES 9-10-2018