THIS INSTRUMENT PREPARED BY:
John R. Haynes, Esq.
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
Nashville, Tennessee 37203

Davidson County DEEDQC
Recvd: 11/22/16 08:30 6 pgs
Fees:32.00 Taxes:0.00
20161122-0122962

Address of New Owner:
4PANT, LLC
2000 Mallory Lane
Suite 130-144
Franklin, Tennessee 37067

Send Tax Bills to:
Same

Parcel No:
Parcel 093-06-1-057.00

QUITCLAIM DEED

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, **METROPOLITAN DEVELOPMENT AND HOUSING AGENCY** (hereinafter, the "Grantor"), does hereby quitclaim and convey unto **4PANT, LLC**, a Delaware limited liability company (hereinafter, the "Grantee"), its successors and assigns, all of the Grantor's right, title and interest in and to that certain following described tract or parcel of land located in Davidson County, Tennessee, and the improvements located thereon, if any (hereinafter, the "Property"), to-wit:

> Tract or parcel of land located in Nashville, Davidson County, Tennessee and being more particularly described on Exhibit A attached hereto.

This is property known as 210 4th Avenue North in Nashville, Tennessee, and formerly known as 206, 208, 210 and 212 4th Avenue North in Nashville, Tennessee prior to having been combined into a single tax parcel by Quitclaim Deed recorded with the Davidson County Register of Deeds as Instrument Number 20160601-055071.

By acceptance of this Quitclaim Deed, Grantee, for itself, its successors and assigns, covenants that, as covenants running with the land, (i) Grantee will comply with the terms and requirements of the Redevelopment Plan and the Development Agreement between Grantor and Grantee, dated March 18, 2016, (ii) Grantee shall not discriminate upon the basis of race, color, creed, sex or national origin in the sale, lease, or rental of the Property (or any portion thereof), or in the use or occupancy of the Property or any improvements erected or to be erected thereon, and (iii) until the Metropolitan Housing and Development Agency Tax Increment Revenue Note (Dream Hotel Project), in the principal amount of $6,500,000.00, dated November 18, 2016 (the "TIF Note"), issued by Grantor for the benefit of First Farmers & Merchants Bank (such bank, and its successors and assigns is referred to herein as the "Lender") has been repaid in full, Grantee shall not take or support any action or contest any assessment or imposition of property taxes on the Property which would interfere with the ability of Grantor to meet its obligations under the TIF Note. Until the TIF Note has been repaid in full, Grantee hereby agrees not to contest or permit others to contest any prior assessment or imposition at or below the minimum amount required to enable Grantor to meet its tax increment obligations and shall not initiate or permit others to initiate any contest of any future assessment or imposition unless Grantee first

obtains Grantor's and Lender's consent in writing. Any request for approval by Grantor or Lender shall set forth the basis of any proposed contest and Grantee's proposed valuation of the Property. All purchasers of the Property (or any portion thereof including residential and commercial condominium units, if any) within the Property and all other successors-in interest to Grantee shall be bound by these covenants, all of which shall run with the land and shall be binding upon Grantee and its successors and assigns, until the indebtedness evidenced by the TIF Note has been paid in full.

The Property is conveyed subject to such limitations, restrictions and encumbrances as may affect the premises. The Grantor makes no representations or warranties whatsoever with regard to the Property or the Grantor's interest therein.

[SIGNATURE ON FOLLOWING PAGE]

METROPOLITAN DEVELOPMENT AND HOUSING AGENCY

By: _____
James E. Harbison, Executive Director

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, James E. Harbison, with whom I am personally acquainted, and who acknowledged, upon oath, that he executed the within instrument for the purposes therein contained and who further acknowledged that he is Executive Director of Metropolitan Development and Housing Agency ("MDHA"), and is authorized by MDHA to execute this instrument on its behalf.

Witness my hand and seal, at office in Nashville, Tennessee, this the 18th day of November, 2016.

_____
NOTARY PUBLIC

My commission expires: 9/11/17

BETTIE JANE WINTON STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY
My Commission Expires SEPT. 11, 2017

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $-0-.

_____
Affiant

BETTIE JANE WINTON STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY
My Commission Expires SEPT. 11, 2017

Subscribed and sworn to before me this 17th day of November, 2016.

_____
Notary Public

My Commission Expires: 9/11/17

EXHIBIT A

LEGAL DESCRIPTION

Real Property located in Nashville, Davidson County, Tennessee, described as follows:

Being a Parcel of Land in the 19th Councilmanic District, within the Central Business Improvement District of Metro Nashville-Davidson County, Tennessee. Generally located to the east of 4th Avenue North, south of Bankers Alley, west of Printers Alley, and north of Church Street. Said Property being Parcel 57 on Metro Nashville-Davidson County Property Map No. 93-06-1, and owned by 4-PANT, LLC of record in Instrument No. 20160601-0055071, Register's Office of Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at an "X" scribed in the sidewalk in the easterly right-of-way of 4th Avenue North (49.5' R.O.W.), being 75' south of the southerly right-of-way of Bankers Alley, also being the southwest corner of William Dranes and Toni Hooper of record in Instrument No. 20100820-0065866, R.O.D.C.

THENCE, with said Dranes and Hooper, N 61° 57' 50" E, passing an existing Nail set in the vertical face of the brick building wall at 0.55 feet, continuing along a party wall for approximately 136.23, and leaving said party wall for an additional 38.22 feet along the line of said Dranes and Hooper for a total distance of 175.00 feet to a PK Nail (New) in the westerly right-of-way of Printers Alley;

THENCE, with said Printers Alley the following calls:

S 27° 51' 51" E, 25.14 feet,
S 61° 57' 26" W, 8.58 feet,
S 28° 33' 05" E, 27.49 feet,
S 27° 52' 25" E, 25.15 feet,
S 27° 51' 09" E, 24.22 feet to the southeast corner of said 4-PANT, LLC property;

THENCE, continuing with said Printers Alley, S 61° 51' 03" W, passing a building corner at 0.21 feet, thence with the face of building 2.64 feet to the northeasterly corner of RB Nashville, LLC property of record in Instrument No. 20131120-0119737, R.O.D.C., leaving said Printers Alley and continuing with said RB Nashville, LLC and a building joint for approximately 161.26 feet, and leaving said building joint continuing an additional 2.64 feet for a total distance of 166.75 feet to a PK Nail (New) in said easterly right-of-way of 4th Avenue North;

THENCE, with said easterly right-of-way of 4th Avenue North N 27° 51' 52" W, 102.34 feet to the POINT OF BEGINNING;

Containing 17,240 Square Feet or 0.40 Acres, more or less;

As described according to a survey prepared by Brad T. Thomas, RLS No. 2431, Barge, Waggoner, Sumner & Cannon, Inc., File No. 3645800, dated October 12, 2016, last revised November 11, 2016.

Being the same Property conveyed to 4PANT, LLC by Special Warranty Deeds and Quitclaim Deeds of record as Instrument Nos. 20140801-0068778, 20140801-0068779, 20140801-0068780, 20140815-0073991, and 20140815-0073992, in the Register's Office for Davidson County, Tennessee.

Being the same Property conveyed to Metropolitan Development and Housing Agency by Quitclaim Deed of record as Instrument No. 20161122-0122961, in the Register's Office for Davidson County, Tennessee. Certain previously recorded Instruments incorrectly refer to the above-mentioned Parcel 57 as being part of Map 93-02-3.

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 therewith and that this is a true and correct copy of the original documents executed and authenticated according to law.

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Jodean M. King, 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.

Notary's Signature

JODEAN M. KING
STATE OF TENNESSEE NOTARY PUBLIC
ROBERTSON COUNTY

My Commission Expires: 6/20/2017

Notary Seal: