BILL GARRETT, Davidson County
Trans:T20170065301 DEEDWARRSP
Recvd: 07/31/17 10:37 4 pgs
Fees:23.00 Taxes:101010.00
20170731-0077211

SPECIAL WARRANTY DEED

FROM: 5th Avenue Multifamily Partners, LLC, a Delaware limited liability company
TO: 500 Fifth LLC, North Carolina limited liability company

Address New Owner as follows:	Send Tax Bills to:	Map-Parcel Number:
500 Fifth LLC c/o JEM Holdings LLC 10 East 53rd Street, 18th Floor New York, NY 10022	(same)	093-01-0-042.00

THIS INSTRUMENT PREPARED BY: Waller Lansden Dortch & Davis, LLP, Nashville City Center, 511 Union Street, Suite 2700, Nashville Tennessee 37219-8966

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The actual consideration or value, whichever is greater, for this transfer is Twenty-Seven Thousand Three Hundred and No/100 Dollars ($27,300,000.00).

Affiant

Subscribed and sworn to before me, this the 24th day of July, 2017.

Notary Public

My Comm. Expires: 07-05-2020

ERIKA BIBELNIEKS
NOTARY PUBLIC-STATE OF NEW YORK
No. 02BI6344529
Qualified In New York County
My Commission Expires 07-05-2020

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged **5TH AVENUE MULTIFAMILY PARTNERS, LLC**, a Delaware limited liability company, hereinafter called "**GRANTOR**", has bargained and sold, and by these presents does transfer and convey unto **500 FIFTH LLC**, a North Carolina limited liability company, hereinafter called "**GRANTEE**", its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit (the "**Property**"):

LAND in Davidson County, Tennessee, beginning at a point in the easterly right of way of Fifth Avenue North at the intersection of Gay Street thence with Fifth Avenue North, N 28 deg. 24 min. 00 sec. W 214.60' feet; thence with a curve turning to the right with an arc length of 43.95', with a radius of 20.00', with a chord bearing of N 34 deg. 33 min. 13 sec. E, with a chord length of 35.63', thence with a curve turning to the right with an arc length of 115.24', with a radius of 575.00', with a chord bearing of S 76 deg. 45 min. 04 sec. E, with a chord length of 115.05', thence with a curve turning to the right with an arc length of 203.90', with a radius of 827.00', with a chord bearing of S 63 deg. 56 min. 46 sec. E, with a chord length of 203.38', thence with a curve turning to the right with an arc length of 32.00', with a radius of 15.00', with a chord bearing of S 04 deg. 13 min. 57 sec. W, with a chord length of 26.27', thence S 65 deg. 20 min. 54 sec. W 203.51' feet; thence with a curve turning to the right with an arc length of 30.11', with a radius of 20.00', with a chord bearing of N 71 deg. 31 min. 33 sec. W, with a chord length of 27.34', which is the point of beginning, having an area of 39588 square feet, 0.91 acres, according to a survey made by Patrick S. Coode, RLS No. 855 with John Kohl and Co., P.C., dated April 28, 2005, File Number 57260-397.

BEING the same property conveyed to 5th Avenue Multifamily Partners, LLC, a Delaware limited liability company by deeds of record in Instrument No. 20150616-0057419 and Instrument No. 20150616-0057420, Register's Office for Davidson County, Tennessee.

Said property is transferred subject to the limitations, restrictions, and encumbrances set forth below.

1. Rights of tenants in possession as of the date hereof, as tenants only, under prior unrecorded residential leases without options to purchase or rights of first refusal.

2. General or special taxes and assessments required to be paid in the year 2017 and subsequent years, a lien, not yet due and payable.

3. Matters shown on the Plan of record in Plat Book 2663, Pages 120 and 121, Register's Office for Davidson County, Tennessee.

4. Restrictive Covenants contained in instrument of record in Book 2735, Page 473, and Book 3105, Page 583, Register's Office for Davidson County, Tennessee.

5. Terms, provisions, requirements, conditions, obligations, agreements, and stipulations contained in the lease from Frank F. Ghertner, Trustee (lessor) to Powertel/Memphis, Inc. (lessee), of record in Book 10697, Page 137, Register's Office for Davidson County, Tennessee.

6. Easement Agreement of record as Instrument No. 20130517-0050091, Register's Office for Davidson County, Tennessee.

7. Any matters a true and accurate survey of the Property would reveal.

This is improved property commonly known as 500 5th Avenue North, Nashville, Tennessee 37219.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR further covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to GRANTEE, its successors and assigns, against the lawful claims of all persons claiming through and under GRANTOR (other than claims arising out of the matters set forth above), but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

[Signature Page Follows]

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed this 28 day of July, 2017.

GRANTOR:

5TH AVENUE MULTIFAMILY PARTNERS, LLC, a Delaware limited liability company

By: _____
Name: Govan D. White
Title: Authorized Officer

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Govan D. White, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged him/herself to be the Authorized Officer of **5TH AVENUE MULTIFAMILY PARTNERS, LLC**, a Delaware limited liability company, the within named grantor, and being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of the foregoing entity.

Witness my hand and seal, this the 21st day of July, 2017.

_____
NOTARY PUBLIC

My Commission Expires: 1.24.21

KIMBERLY SWAYZE
STATE OF TENNESSEE NOTARY PUBLIC
RUTHERFORD COUNTY