(5) Box 36

STATE OF TENNESSEE, COUNTY OF DAVIDSON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER FOR THIS TRANSFER IS $5,000,000.00.

Affiant

Subscribed and sworn to me on September 26, 2017.

NOTARY PUBLIC

BOBBIE COOPER
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON
MY COMMISSION EXPIRES JULY 06, 2020

This document was prepared by:

Richard W. Sebastian
Ortale Kelley
330 Commerce Street, Suite 110
Nashville, TN 37201

Bill Garrett Davidson County
Batch# 6484 **DEEDWARR**
10/02/2017 02:23:34 PM 8 pgs
Fees: $43.00 Taxes: $18,500.00

20171002-0100692

Address of New Owner:	**Send Tax Bill To:**	**Map & Parcel:**
McGowan Family Limited Partnership **6901 Lenox Village Drive, Ste. 107** **Nashville, TN 37211**	**McGowan Family Limited Partnership** **6901 Lenox Village Drive, Ste. 107** **Nashville, TN 37211**	**188-08** **188-34** **188-176**

SPECIAL WARRANTY DEED

WM SUB CC PDL, LLC, a Tennessee limited liability company (hereinafter called "***Grantor***"), in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00) and other good and valuable consideration in **hand paid by MCGOWAN FAMILY LIMITED PARTNERSHIP, a Tennessee Limited Partnership**, whose address is 6901 Lenox Village Drive, Suite 107, Nashville, TN 37211 (hereinafter called "***Grantee***"), the receipt and sufficiency of such consideration being hereby acknowledged and confessed, Grantor does hereby GRANT, BARGAIN, SELL and CONVEY with special warranty covenants unto Grantee, and its successors and assigns, FOREVER, the real property located in the County of Davidson and the State of Tennessee, which is more particularly described on **Exhibit "A"** attached hereto and made a part hereof for all purposes (the "***Property***").

SUBJET TO, HOWEVER, (1) the current, non-delinquent general and special taxes for the fiscal year of the transfer of title, due and not yet payable; and (2) all matters of public record or otherwise

known to or otherwise ascertainable by Grantee (said exceptions and encumbrances being called the "***Permitted Exceptions***").

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns FOREVER, subject to the Permitted Exceptions, and, subject to the Permitted Exceptions, Grantor does hereby bind itself and its successors and assigns to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Grantor, but not otherwise.

SIGNATURE PAGE(S) TO FOLLOW

IN WITNESS WHEREOF, the undersigned has made, executed and delivered this Special Warranty Deed as of this 21st day of September, 2017.

"GRANTOR"

WM SUB CC PDL, LLC,
a Tennessee limited liability company

By: WM Holdings OI, LLC,
a Delaware limited liability company,
its Sole Member and Manager

By: Walton WMOI Investor, LLC,
a Delaware limited liability company,
its Manager

By: WDH Management, Inc.,
a Delaware corporation,
its Manager

By:
Name: Ryan J. Kretschmer
Its: Vice President

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me on September 21, 2017, by Ryan J. Kretschmer, as Vice President of WDH Management, Inc., a Delaware corporation, the Manager of Walton WMOI Investor, LLC, a Delaware limited liability company, the Manager of WM Holdings OI, LLC, a Delaware limited liability company, the Sole Member and Manager of WM Sub CC PDL, LLC, a Tennessee limited liability company, to me known to be the persons who executed the foregoing instrument on behalf of said limited liability company, and acknowledged the execution of the same to be the free act and deed of said limited liability company. Witness my hand and official seal.

NOTARY PUBLIC
STATE OF ARIZONA
Maricopa County
HECTOR MEZA
My Commission Expires July 6, 2020

Hector Meza
Notary Public

My commission expires: 7-6-2020

EXHIBIT "A"

THE PROPERTY

UNIT 1 at Carothers Crossing Davidson County, Tennessee

A parcel of land located in the thirty-third councilmanic district of Davidson County, Tennessee on Carothers Road between Battle Road and Macaw Lane and being further described as a portion of the property described as the "West Tract" in Document No. 20140625-0055448 along with a portion the lands described as "Tract C", as recorded in Document No. 20140523-0044819 and both as recorded in the Registers office of Davidson County, Tennessee and being more particularly described as follows according to a survey and legal prepared by Roger H. Harrah, RLS 2039, Harrah and Associates, 504 Autumn Springs Court, Suite B-15, Franklin, Tennessee:

Beginning at a point on the southerly right of way (R.O.W.) of Carothers Road as shown on the final plat of Carothers Crossing Phase 3 Section 1 Plat of record at Doc# 20170523-0051054 in the R.O.D.C, and being the Northwest corner of the "West Tract", (doc# #20140625-0055448) of which this is a part.

Thence continue with said south ROW, South 78°18'32" East 340.83 feet; thence, South 78°18'32" East 142.58 feet; thence southeasterly with a curve to the right 120.85 feet, said curve having a radius of 473.00 feet and a central angle of 14°38'21" and a chord of 120.52 feet at South 67°43'15" East; thence, South 32°57'25" West 7.51 feet; thence South 57°02'35" East 50.00 feet; thence, North 32°57'25" East 7.80 feet; thence southeasterly with a curve to the right 176.32 feet, said curve having a radius of 473.00 feet and a central angle of 21°21'29" and a chord of 175.30 feet at South 43°39'48" East; thence South 32°59'04" East 276.15 feet to a point of the east boundary of said West Tract; thence South 32°59'04" East 41.49 feet to a point; thence southeasterly with a curve to the left 104.62 feet, said curve a radius of 437.00 feet and a central angle of 13°42'02" and a chord of 104.37 feet at South 39°50'35" East 104.37 feet to a point;

thence leaving said R.O.W. and continuing with said plat boundary South 86°45'48" West 115.68 feet to a point on the east boundary of the "West Tract"; thence continue with said plat line, South 86°45'48" West 115.65 feet to a point; thence South 11°03'14" West 20.00 feet; thence, South 78°56'46" East 2.51 feet;

thence, North 86°45'48" East 112.51 feet to a point on the east line of said West Tract; thence leaving said plat and with the east line of West Tract;

thence leaving said plat boundary and with a new line through the aforesaid West Tract of which this is a part, the following seven (7) courses; South 11°59'08" West 79.04 feet; thence, North 77°44'25" West 319.79 feet; thence, South 72°59'20" West 632.17 feet; thence South 80°29'20" West 50.00 feet; thence, North 59°54'26" West 312.03 feet; thence, North 04°44'21" East 246.15 feet; thence, North 26°32'25 West 317.88 feet to a point on the aforesaid West Tract of which this is a part;

thence continue with said north and west boundary of the said West Tract, South 78°13'15" East 456.91 feet; thence, North 11°55'40" East 286.76 feet to the to the point of beginning.

Containing 17.70 acres more or less.

Bearings based on Tennessee State Plane Coordinate System (NAD83).

UNIT 2 at Carothers Crossing Davidson County, Tennessee

A parcel of land located in the thirty-third councilmanic district of Davidson County, Tennessee on Carothers Road between Battle Road and Macaw Lane and being further described as a portion of the property described as the "North Tract" in Document No. 20140625-0055448 along with a portion of the lands described as Tract 'A", as recorded in Document No. 20140523-0044819 and both as recorded in the Registers office of Davidson County, Tennessee and being more particularly described as follows according to a survey and legal prepared by Roger H. Harrah, RLS 2039, Harrah and Associates, 504 Autumn Springs Court, Suite B-15, Franklin, Tennessee:

Beginning at the Northwest corner of the North Tract, (doc# #20140625-0055448) of which this is a part and also being the northeast corner of Lands of Williams J. Craig (inst. number 20070119007961), and on the south line of Metro Government Park Boundary (DB 5079 page 540).

Thence leaving said Craig lands and with the north line of the "North Tract" of which this is a part, South 78°14'22" East 427.99 feet to a point;

Thence leaving said north line and with a new line through the north Tract, South 38°07'46" East 454.15 feet to a point; thence, South 53°50'13" East 48.46 feet to a point; thence, South 34°32'31" East 198.69 feet to a point; thence, South 36°22'00" West 92.36 feet to a point at the northwest corner of the Carothers Crossing Phase 3 Section 1 Plat of record at Doc# 20170523-0051054 in the R.O.D.C.;

thence with the boundary of said Carothers Crossing Phase 3 Section 1, and running generally along the west R.O.W. of Clement Street and the North R.O.W. of Grace Point Lane / Carothers Road, the following seventeen (17) courses;

South 35°48'37" West 5.33 feet; thence, North 49°54'12" West 9.61 feet; thence, South 40°05'48" West 50.00 feet; thence, South 49°54'12" East 12.48 feet; thence, South 32°57'19" West 255.57 feet; Thence southwesterly 5.55 feet with a curve to the right having a radius of 3.50 feet and a central angle of 90°48'59" and a chord of 4.98 feet at South 77°05'34" West;

Thence northwesterly 122.58 feet to a point on a curve to the left having a radius of 520.00 feet and a central angle of 13°30'23"; thence, along said curve being subtended by a chord of 122.30 feet at North 68°36'54" West; thence, North 11°47'34" East 7.40 feet; thence, North 78°12'26" West 59.00 feet; thence, South 11°47'34" West 9.49 feet; thence, North 82°02'26" West 51.93 feet; thence, North 78°18'32" West 338.18 feet; thence, North 11°41'28" East 13.00 feet; thence, North 78°18'32" West 50.00 feet; thence, South 11°41'28" West 13.0 feet; thence, North 78°18'32" West 141.27 feet to a point on the ROW of said Carothers Road and the west line of the previously mentioned "Tract A" of which this is a part; thence with the west line of said Tract A, North 08°40'56" East 0.94feet to the southeast corner of Williams J. Craig (inst. number 20140625-0055448) and the southwest corner of aforesaid "North Tract" of which this is a part; thence leaving said Tract A and with the west boundary of said North Tract North 08°40'56" East 810.41 feet to the point of beginning.

Containing 14.088 acres more or less.

Bearings based on Tennessee State Plane Coordinate System (NAD83).

UNIT 3, 4, 5 & 7 at Carothers Crossing Davidson County, Tennessee

A parcel of land located in the thirty-third councilmanic district of Davidson County, Tennessee on Carothers Road between Battle Road and Macaw Lane and being further described as a portion of the

property described as the "North Tract" in Document No. 20140625-0055448 as recorded in the Registers office of Davidson County, Tennessee and being more particularly described as follows according to a survey and legal prepared by Roger H. Harrah, RLS 2039, Harrah and Associates, 504 Autumn Springs Court, Suite B-15, Franklin, Tennessee:

Beginning at the intersection of the northerly right-of-way of Carothers Road and the

Davidson Rutherford County Line at a southeast corner of the "North Tract" of land (doc# #20140625-0055448) of which this is a part, and being South 05° 02' 55" West, 8.2 feet of the southwest corner of Lot 110 on the final plat of Brookside, Phase 1 of record in Plat Book 29, Page 89, Registers Office Rutherford County (R.O.R.C.).

Thence leaving said Brookside Lot 110 and with the southerly line of said "North Tract" and the northerly right-of-way of Carothers Road as follows:

Thence Southwesterly with a curve to the left 64.61 feet, said curve having a radius of 450.00 feet, a central angle of 08° 13' 33" and a chord of 64.55 feet at South 81° 33' 59" West;

thence, South 77° 27' 12" West, 189.13 feet; thence southwesterly with a curve to the left 466.19 feet, said curve having a radius of 1,170.92 feet, a central angle of 22° 48' 43" and a chord of 463.12 feet at South 66° 02' 51" West; thence, South 54° 38' 30" West, 131.27 feet;

thence Southwesterly with a curve to the right 538.53 feet, said curve having a radius of 793.51

feet, a central angle of 38° 53' 04" and a chord of 528.25 feet at South 74° 05' 02" West;

thence North 86° 28' 27" West, 53.91 feet to a southeasterly corner of Lot 901 on the final plat of Carothers Crossing, Phase 1 of record as Instrument No. 20070614-0071367, Registers Office Davidson County (R.O.D.C.);

Thence leaving said road right of way and with the boundary of said Lot 901, Carothers Crossing, Phase 2, Section 2 of record as Instrument No. 20070807-0093935, R.O.D.C. and Carothers Crossing, Phase 2, Section 1 of record as Instrument No. 20070807-0093924, R.O.D.C. as follows:

North 07° 08' 00" East, 794.52 feet to a point; Thence South 72° 06' 02" West, 125.00 feet to a point; thence North 90° 00' 00" West, 120.37 feet to a point; thence North 61° 18' 35" West, 932.81 feet to a point; thence South 89° 20' 53" West, 518.67 feet to the Northeastern corner of Instrument No. 20070807-0093924, Registers Office Davidson County (R.O.D.C.);

Thence North 83° 01'30" West, 13.93 feet to a point; thence North 83° 01' 30" West, 327.71 feet to a point; thence North 78° 27' 28" West, 224.80 feet; South 11° 32' 38" West, 30.00 feet to the Northeastern corner of Instrument No. 20070523- 0051054, Registers Office Davidson County (R.O.D.C.);

Thence with a curve to the right 47.38 feet, said curve having a radius of 95.07 feet, a central angle of 28° 33' 13" and a chord of 46.89 feet at North 64° 10' 47" West; thence, North 49° 54' 12" West, 520.87 feet to a point; thence North 35° 48' 37" East, 9.08 feet to a point;

thence, North 54° 11' 23" West, 50.00 feet to a point on the Eastern line of Unit 2 of these described lands; thence, with said Unit 2 lands the following four (4) courses;

North 36° 22' 00" East, 92.36 feet; North 34° 32' 31" West, 198.69 feet; North 53° 50' 13" West, 48.46 feet; North 38° 07' 46" West, 454.15 feet the northeast corner of said Unit 2 and being in the southerly boundary of Metropolitan Government of Nashville And Davidson County, Tennessee (Park Board) property of record in Deed Book 5079, Page 540, R.O.D.C., and in the north boundary line of the "North Tract" of which this is a part.

Thence with the boundary of said "North Tract" as follows:

South 78° 14' 22" East, 1586.05 feet;

North 09° 02' 22" East, 320.50 feet;

South 84° 57' 38" East, 16.50 feet;

North 09° 02' 22" East, 693.11 feet;

South 83° 13' 55" East, 1,997.31 feet to an iron rod in the Davidson-Rutherford County Line at a northwesterly corner of B & F Development, LLC property of record in Deed Book 1453, Page 3737, R.O.D.C.;

Thence continue with the boundary of said B & F Development, LLC, and the Davidson-Rutherford County Line as follows:

South 06° 55' 23" West, 758.62 feet to a point;

South 83° 13' 24" East, 746.13 feet to a point;

Thence continue with B & F Development (passing a corner to Brookside Development at as recorded in Plat Book 29 page 89 RORC at 625.71 feet) a total overall course and distance of South 05° 02' 55" West, 1,414.53 feet to the beginning.

Containing 145.96 acres of land, more or less.

Bearings based on Tennessee State Plane Coordinate System (NAD83).

Tract 7 at Carothers Crossing Davidson County, Tennessee

A parcel of land located in the thirty-third councilmanic district of Davidson County, Tennessee on Carothers Road between Battle Road and Macaw Lane and being further described as Tract 7 of the property described in Document No. 20140625-0055448 as recorded in the Registers office of Davidson County, Tennessee and being more particularly described as follows according to a survey and legal prepared by Roger H. Harrah, RLS 2039, Harrah and Associates, 504 Autumn Springs Court, Suite B-15, Franklin, Tennessee:

Beginning in the northerly right-of-way of Carothers Road (shown as Grace Point Road on Plats) at a southwesterly corner of Lot 907 on the final plat of Carothers Crossing, Phase 2, Section 2 of record as Instrument No. 20070807-0093935, R.O.D.C.

Thence with said northerly right-of-way the following five (5) courses:

North 86° 28' 27" West, 290.17 feet; Northwesterly with a curve to the right 370.90 feet, said curve having a radius of 2,839.79 feet, a central angle of 07° 29' 00"and a chord of 370.64 feet at North 82° 43' 57" West; North 78° 59' 27" West, 137.10 feet; Northwesterly with a curve to the right 570.42 feet to the southerly right-of-way of Grace Point Lane, said curve having a radius of 384.29 feet, a central angle of 85° 02' 51" and a chord of 519.48 feet at North 36° 28' 01" West; Thence with said right-of-way South 83° 18' 57" East, 6.28 feet to a northwesterly corner of the aforementioned Lot 907;

Thence leaving said R.O.W. and with the boundary of said lot 907 as follows:

South 03° 04' 13" West, 78.65 feet; South 88° 08' 34" East, 70.81 feet; South 81° 55' 16" East, 129.90 feet;

North 77° 04' 21" East, 561.01 feet to an iron rod; South 07° 48' 49" East, 173.62 feet to an iron rod;

South 42° 13' 13" East, 489.37 feet to the beginning.

Containing 330,031 Square Feet or 7.58 Acres, more or less.

Bearings based on Tennessee State Plane Coordinate System (NAD83).

Being the same property conveyed to WM SUB CC PDL, LLC, a Tennessee limited liability company by Special Warranty Deed from Walton Tennessee, LLC, a Tennessee limited liability company of record in Instrument No. 20140625-0055448, in the Register's Office for Davidson County, Tennessee. Also, being part of the same property conveyed to WM SUB CC, LLC, a Tennessee limited liability company by Special Warranty Deed from Walton Tennessee, LLC, a Tennessee limited liability company of record in Instrument No. 20140523-0044819, in said Register's Office.