This instrument prepared by and after recording return to:

Thompson Burton PLLC
One Franklin Park
6100 Tower Circle, Suite 200
Franklin, Tennessee 37067
Attn: Walt Burton, Esq.

Bill Garrett Davidson County
Batch# 32117 DEEDWARRSP
11/30/2017 04:19:30 PM 6 pgs
Fees: $33.00 Taxes: $49,765.00
20171130-0122517

SPECIAL WARRANTY DEED

Address New Owner(s) as follows:	Send Tax Bills To:	Tax Map/Parcel IDs:
Eastside Commons Apartments, LLC 15332 Antioch Street, Suite 540 Pacific Palisades, California 90272	Eastside Commons Apartments, LLC 15332 Antioch Street, Suite 540 Pacific Palisades, California 90272	Parcel No. 106 00 079.00

FOR AND IN CONSIDERATION of the sum of Ten Dollars and No/100 ($10.00), cash in hand paid by the Grantee and other good and valuable consideration accepted as cash, the receipt and sufficiency of which are hereby acknowledged, **MILLWOOD NASHVILLE, LLC,** a Tennessee limited liability company (hereinafter collectively referred to as "Grantor"), herein this day has bargained and sold, and does hereby transfer and convey, unto **EASTSIDE COMMONS APARTMENTS, LLC**, a Delaware limited liability company (hereinafter referred to as "Grantee"; the terms "Grantor" and "Grantee" to include their respective heirs, legal representatives, successors and assigns where the context requires or permits), the following described real property, to wit:

> ALL THAT TRACT OR PARCEL of improved land lying and being in Davidson County, Tennessee, being more particularly described on **Exhibit "A"** attached hereto (the "Land"); TOGETHER WITH any and all improvements, appurtenances, rights, privileges and easements benefiting, belonging or pertaining to the Land, and any right, title and interest of Grantor in and to any land lying in the bed of any street, road or highway in front of or adjoining said Land, together with any strips or gores relating to the Land (the Land and the foregoing rights, easements and appurtenances being hereinafter collectively referred to as the "Property").

This is part of the same real estate conveyed to the Grantor by General Warranty Deed recorded as Instrument No. 20160929-0102798, in the Register's Office of Davidson County, Tennessee, Tax ID No. 106-00-0-079.00.

TO HAVE AND TO HOLD said Property, with the appurtenance, estate, title and interest thereto belonging, to the Grantee, its successors and assigns forever.

Grantor covenants that it is lawfully seized and possessed of said Property in FEE SIMPLE, has a good right to convey it, and that the same is unencumbered, except for those matters shown on **Exhibit "B"** attached hereto and incorporated herein by this reference (the "Permitted Exceptions").

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said Property to said Grantee, its successors and assigns, against all persons claiming under Grantor, but no further or otherwise and subject, however, to the Permitted Exceptions.

[*Signatures Commence on Following Page*]

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 27 day of November, 2017, to be effective Nov. 28, 2017.

GRANTOR:

MILLWOOD NASHVILLE, LLC
a Tennessee limited liability company

By: Tim King
Name: Tim King
Its: Chief Manager

STATE OF TENNESSEE

COUNTY OF WILLIAMSON

Personally appeared before me, the undersigned authority, a Notary Public in and for said County and State, Tim King, the Chief Manager of Millwood Nashville, LLC, the within-named Grantor, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged that he Chief Manager executed the foregoing instrument for the purposes therein expressed and contained, by signing the name of Millwood Nashville, LLC as such Chief Manager.

Witness my hand and official seal this 27th day of November, 2017.

Carole M. Maxson
Notary Public

CAROLE M. MAXSON
STATE OF TENNESSEE
NOTARY PUBLIC
WILLIAMSON COUNTY
My Commission Expires MAY 25, 2020

My Commission Expires:

5-25-20

STATE OF TEXAS

COUNTY OF HARRIS

I hereby swear and affirm that the actual consideration for this transfer, or value of the property transferred, whichever is greater, is $13,450,000.00, which is equal to or greater than the amount the property transferred would command at a fair and voluntary sale.

Affiant

Sworn to and subscribed before me,
this 28 day of November, 2017.

NOTARY PUBLIC

My Commission Expires:

LEOTA H PILGRIM
Notary Public, State of Texas
Comm. Expires 11-16-2018
Notary ID 12402679-4

EXHIBIT "A"

LEGAL DESCRIPTION

Beginning at a found ¾" diameter iron rebar in the east right of way of Millwood Road common corner with Brittany Hall Apartments Deed Book 40192 Page 612 (Lot 3 Millwood Section 1 Plat Book 4460 Page 84) recorded in the Davidson County Register of Deeds Office thence with the right of way of Millwood Drive at the beginning of a curve to the right Radius 240.00 feet, Chord Bearing North 1 Degree 04 Minutes 59 Seconds East for 114.43 feet with an arc distance of 115.54 feet to a set ½" diameter iron rebar with GS&P cap at the terminus of Millwood Drive;

Thence with the terminus of Millwood Drive North 75 Degrees 55 Minutes 15 Seconds East for 60.00 feet to a found 5/8" diameter iron rebar common corner with Lot 2 GAPA Properties Final Plat recorded in Plat Instrument Number 20140512-0040215;

Thence with said line of Lot 2 and with line of Lot 1 North 45 degrees 08 Minutes 03 Seconds West for 162.41 feet to a found 5/8" diameter iron rebar in the line of ESS PRISA, LLC, Deed Instrument Number 20050727-0087461 (Lot 1 Revision Number 2, Judy's Subdivision, Plat Book 9700 Page 715) recorded in the Davidson County Register of Deeds Office;

Thence said line North 30 degrees 30 Minutes 05 Seconds East for 54.88 feet to a found 5/8" diameter iron rebar common corner with State of Tennessee in Deed Book 1303 Page 291A recorded in the Davidson County Register of Deeds Office;

Thence with said line North 34 degrees 15 Minutes 48 Seconds East for 1406.90 to a point in the approximate centerline of Mill Creek;

Thence with the centerline Mill Creek the following two (2) calls and distances:

1. South 35 Degrees 42 Minutes 14 Seconds East for 477.00 to a point in the approximate centerline of Mill Creek; and
2. South 27 Degrees 04 Minutes 43 Seconds East for 335.73 to a point in the approximate centerline of Mill Creek common corner with Brittany Hall Apartments Deed Book 40192 Page 612 (Lot 3 Millwood Section 1 Plat Book 4460 Page 84) recorded in the Davidson County Register of Deeds Office;

Thence with said line the following three (3) calls and distances;

1. South 87 Degrees 40 Minutes 02 Seconds West for 435.51 to a set mag nail with GS&P washer in concrete at base of chain link fence post;
2. South 40 Degrees 44 Minutes 36 Seconds west for 947.26 to a found ¾" diameter iron rebar; and
3. South 39 Degrees 47 Minutes 49 Seconds west for 41.54 to a found ¾" diameter iron rebar the point of beginning.

Parcel containing 13.51 acres more or less (588,703.29 square feet more or less) South of North Tennessee Grid North NAVD 88 and NAD 83, described according to the ALTA/NSPS Land Title Survey dated August 29, 2016, last revised September 7, 2016, prepared by Ken Church, TN RLS 1004, Gresham Smith and Partners.

Being the same property conveyed by Neal S. Johnston; Emily Johnson as Personal Representative of the Estate of John William Johnson; Emily Elliott Johnson and Regions Bank, Co-Trustees of the John W.

Johnson Revocable Living Trust, Dated the 20th Day of May, 2005; Melna G. Brown as Personal Representative of the Estate of Roland E. Brown; Johnson Holding Co., LLC, an Alabama limited liability company; and J&J Hardin Properties, LLC, an Alabama limited liability company, to Millwood Nashville, LLC, a Tennessee limited liability company, by General Warranty Deed of record as Instrument No. 20160929-0102798, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

PERMITTED EXCEPTIONS

1. Minerals of whatsoever kind, subsurface and surface substances, including but not limited to coal, lignite, oil, gas, uranium, clay, rock, sand and gravel in, on, under and that may be produced from the Land, together with all rights, privileges, and immunities relating thereto, whether or not appearing in the Public Records.

2. Matters set forth per Plat Book 4860, Page 50, Register's Office for Davidson County, Tennessee as follows:
    a. 10' Public Utility and Drainage Easement along the easterly boundary, the westerly boundary, and a portion of the southerly boundary
    b. 10' Public Utility and Drainage Easement near the northerly boundary; and
    c. 50' Drainage Easement along the northerly boundary

3. Sewer Easement of record in Book 3531, Page 588, Register's Office for Davidson County, Tennessee.

4. All matters set out in Metropolitan Council Bill No. 090-1129 including, but not limited to, restrictions and easements of record in Book 8175, Page 965, Register's Office for Davidson County, Tennessee.

5. The rights of tenants, as tenants only, under any leases which may affect the Property as of the date hereof.

6. Title to any portion of said land lying in the bed or banks of Mill Cree, the rights of upper and lower riparian owners to the free and unobstructed flow of the water of said Mill Creek, without diminution or pollution, and the consequence of any past or future change in the location of said Mill Creek.

7. Taxes for the year 2018, and subsequent years, a lien not yet due and payable.

8. Survey prepared by Kenneth D. Church, TN RLS #1004, Gresham Smith and Partners, 510 Union Street, Ste. 1400, Nashville, TN 37219, dated 09/08/2016, reflecting the following:
    a. Metro public sanitary sewer line which encroaches along the northeasterly boundary; and
    b. Fence, gate, and bollards which encroach the 60' right of way for Millwood Road.

I, Channa Fontenot, do hereby make an 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.

Channa Fontenot, Coordinator

STATE OF TX
COUNTY OF Harris

Personally appeared before me, Sandy Hale, a notary public for this county and state, Channa Fontenot who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Sandy Hale
My Commission Expires:

