2nd

This instrument prepared by:
Erica Sitkoff, Esq.
DLA Piper LLP (US)
444 W. Lake Street, Suite 900
Chicago, Illinois 60606-0089

When recorded, return to:
T. Gaillard Uhlhorn
Bass, Berry & Sims PLC
100 Peabody Place, Suite 1300
Memphis, Tennessee 38103

Bill Garrett Davidson County
Batch# 42972 DEEDWARRSP
12/29/2017 02:59:25 PM 7 pgs
Fees: $38.00 Taxes: $265,475.00
20171229-0132474

SPECIAL WARRANTY DEED

Address of New Owner:	Send Tax Bills To:	Map/Parcel Number(s):
Mid-America Apartments, L.P. 6854 Poplar Avenue Memphis, TN 38138	Mid-America Apartments, L.P. 6854 Poplar Avenue Memphis, TN 38138	10402041300

FOR AND IN CONSIDERATION OF the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **CREA FMF NASHVILLE LLC**, a Delaware limited liability company ("Grantor"), has bargained and sold, and hereby transfers and conveys, to **MID-AMERICA APARTMENTS, L.P.**, a Tennessee limited partnership, and its successors and assigns ("Grantee"), certain real property in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto and made a part hereof.

TO HAVE AND TO HOLD said property, together with the appurtenances, hereditaments, estate, title and interest thereto belonging, to Grantee, forever.

This is improved property known as 111 Acklen Park Drive, Nashville, Davidson County, Tennessee.

Said property is conveyed subject only to those matters described on Exhibit B attached hereto and made a part hereof.

Grantor covenants and binds itself and its heirs and successors to warrant specially and defend to Grantee forever the title to said property against the lawful claims of all persons claiming through or under Grantor (excluding claims arising out of the matters set forth above), but no further or otherwise.

IN WITNESS WHEREOF, the undersigned Grantor has executed this instrument or has caused same to be executed this 28th day of December, 2017.

GRANTOR:

CREA FMF NASHVILLE LLC, a Delaware limited liability company

By: FORESTAR (USA) REAL ESTATE GROUP INC., its Manager

By: _____
Name: Charles D. Jehl
Title: CFO

STATE OF Texas)

COUNTY OF Travis)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, Charles D Jehl, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the/a(n) CFO of Forestar (USA) Real Estate Group Inc., a Delaware corporation, the manager of CREA FMF NASHVILLE LLC, a Delaware limited liability company, and is authorized by the corporation to execute this instrument on behalf of the limited liability company.

WITNESS my hand, at office, this 22 day of December, 2017.

_____
Notary Public

My Commission Expires:

11/15/2019

ERIN SCARBOROUGH NOTARY PUBLIC STATE OF TEXAS ID #12632403-9 EXPIRES 11/15/2019

STATE OF Tennessee)

COUNTY OF Shelby)

The actual consideration for this transfer or value of property transferred (whichever is greater) is $71,750,000.00.

Robert J. Dolan
Affiant

Sworn to and subscribed before me this 26 day of December, 2017.

T. J. Uhlhorn
Notary Public

T. GAILLARD UHLHORN
STATE OF TENNESSEE NOTARY PUBLIC
SHELBY COUNTY, TENN.

My Commission Expires:

9/3/18

EXHIBIT A

LEGAL DESCRIPTION

Land situated in the 21st Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee being known as 111 Acklen Park Drive and more particularly described as follows:

Beginning at an iron rod (old) on the southerly right-of-way margin of Acklen Park Drive (right-of-way width varies), the northwesterly property corner of this tract and the northeasterly property corner of Hidden Valley Homes, of Record in Instrument #20131001-0102900, Register's Office For Davidson County, (R.O.D.C.) Tennessee and proceeding as follows:

From the Point of Beginning and with the southerly right-of-way margin of Acklen Park Drive, S 46°55'45" E, a distance
of 51.96 feet to an iron rod (new);
THENCE, S 43°04'15" W a distance of 2.11 feet to an iron rod (new);
THENCE, S 47°50'16" E a distance of 133.33 feet to an iron rod (new);
THENCE, S 46°55'45" E a distance of 168.87 feet to an iron rod (new), the westerly side of the southwesterly return curve
for Acklen Park Drive and Fairmont Drive (right-of-way width varies);
Thence, southeastwardly along a curve concave to the southwest for a distance of 60.31 feet, said curve having a radius of
70.00 feet and a central angle of 49°21'59" and being subtended by a chord which bears S 08°31'47" E, 58.46 feet to an iron
rod (new):
THENCE, southeastwardly along a curve concave to the west for A distance of 24.56 feet, said curve having a RADIUS OF
40.00 feet and with a central angle of 35°10'45" and being subtended by a chord which bears S 33°44'35" W, 24.18 feet to
an iron rod (new);
Thence, S 51°16'03" W, 57.43 feet to an iron rod (new);
THENCE, southwestwardly along a curve concave to the southeast for a distance of 17.87 feet, said curve having a radius of
125.00 feet and a with a central angle of 8°11 '48 and being subtended by a chord which bears S 47°10'09" W, 17.87 feet to
an iron rod (new);
THENCE, S 43°04'16" W, 18.67 feet to an iron rod (new);
THENCE, S 46°55'44" E, 3.73 feet to an iron rod (new);
THENCE, S 43°04'16" W, 23.41 feet to an iron rod (new);
THENCE, N 46°55'44" W, 3.04 feet to an iron rod (new);
THENCE, S 43°57'11" W, 14.97 feet to an iron rod (new);
THENCE, southwestwardly along a curve concave to the southeast for a distance of 21.84 feet, said curve having a radius of
128.00 feet and a with a central angle of 9°46'36 and being subtended by a chord which bears S 38°51'45" W, 21.81 feet to
an iron rod (new);
Thence, southwestwardly along a curve concave to the northwest for a distance of 37.71 feet, said curve having a radius OF
72.00 feet and with a central angle of 30°00'22 and being subtended by a chord which bears S 48°58'38" W, 37.28 feet to an
iron rod (new);

THENCE, S 63°58'49" W, 9.51 feet to an iron rod (new);
THENCE, southwestwardly along a curve concave to the north for a distance of 16.12 feet, said curve having a radius OF
72.00 feet and with a central angle of 12°49'47 and being subtended by a chord which bears S70°23'43" W, 16.09 feet to an
iron rod (new);
THENCE, S 76°48'36" W, 69.65 feet to an iron rod (new);
THENCE, southwestwardly along a curve concave to the southeast for a distance of 96.31 feet, said curve having a radius of
198.00 feet and a with a central angle of 27°52'14" and being subtended by a chord which bears S 62°52'29" W, 95.37 feet to an iron rod (new);
THENCE, leaving the westerly right-of-way margin of Fairmont Drive and with the northerly property line of Fairmont
Court Condo, of Record in Deed Book 6774, Page 221, R.O.D.C., Tennessee and Longview Condominiums, of Record in
Plat Book 6200, Page 101, R.O.D.C., Tennessee, N 45°54'45" W, 310.81 feet to an iron rod (new);
THENCE, continuing with Longview Condominiums, N 43°32'32" E, 17.50 feet to an iron rod (new);
THENCE, with the easterly property line of Longview Condominiums and Hidden Valley Homes, N 43°02'15" E, 398.52
feet to the Point of Beginning. Containing 157,114 Square Feet or 3.61 Acres, more or less.

Being part of the property conveyed to FMF Westmont LLC, a Delaware limited liability company, by deeds from Westmont Property Holdings, LLC, of record in Instrument Numbers 20120823-0075845 and 20120823-0075846, in the Register's Office for Davidson County, Tennessee. FMF Westmont LLC is now known as CREA FMF Nashville LLC, a Delaware limited liability company, pursuant to Certificate of Name Change of record as Instrument No. 20131223¬0129559, said Register's Office.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Any statutory lien or right to a statutory lien for labor, services or materials rendered or delivered on or after the date of this Special Warranty Deed arising out of that certain Standard Form of Agreement Between Owner and Contractor dated September 25, 2017 by and between E Squared LLC dba Ellington Construction, as Contractor, and CREA FMF Nashville LLC, as Owner, as assigned by CREA FMF Nashville LLC to Mid-America Apartments, L.P. and assumed by Mid-America Apartments, L.P., including any amendments or change orders thereto.

2. Taxes for the year 2018, a lien, not yet due and payable, and supplemental assessments for the year 2017 pursuant to T.C.A. 67-5-509 and 67-5-603.

3. Declaration of Restrictions and Covenants for Stormwater Facilities and Systems recorded May 5, 2013 as Instrument No. 20130508-0046337, in the Register's Office for Davidson County, Tennessee.

4. Agreement for Dedication of Easement for the Purpose of Public Street Right-of-Way recorded July 25, 2013 as Instrument No. 20130725-0077324, corrected by instrument recorded December 4, 2013 as Instrument No. 20131204-0123683, said Register's Office.

5. Memorandum of Agreement recorded March 28, 2014 in Instrument No. 20140328-0025821, in the Register's Office of Davidson County, Tennessee, as amended and restated in Amended and Restated Memorandum of Agreement of record in Instrument No. 20170901-0090061, said Register's Office.

6. Grant of Easement recorded January 26, 2015 in Instrument No. 20150126-0007083, in the Register's Office for Davidson County, Tennessee.

7. Easements retained by the Metropolitan Government of Nashville and Davidson County in Metro Council Bill No. 084-360.

8. Zoning ordinances and regulations and other laws or regulations governing use or enjoyment of the Property.

9. Rights of tenants in possession, as tenants only, under unrecorded leases.

10. That certain "Agreement" executed by Grantor dated as of the date hereof and recorded at Instrument No. 20171229-0132473 in the Register's Office for Davidson County, Tennessee.

11. Survey No. 171-965 prepared by William J. Huffman, RN RLS #1754 of Civil & Environmental Consultants, Inc. dated December 21, 2017 indicates the following:

    (a) Utility and drainage lines with poles, anchors, valves, meters and appurtenances;

(b) Fence within westerly line.