Bill Garrett Davidson County
Batch# 44605 DEEDWARRSP
01/04/2018 03:35:30 PM 8 pgs
Fees: $43.00 Taxes: $435,268.00
20180104-0001492

SPECIAL WARRANTY DEED

FROM: **TR CHURCH STREET CORP.**,
a Delaware corporation

TO: **FIFTH THIRD CENTER SUBSIDIARY, LLC**,
a Delaware limited liability company

This instrument was prepared by:

James Mayer, Esq.
Holland & Knight LLP
131 South Dearborn, 30th Floor
Chicago, Illinois 60603

Address New Owner(s) as follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:	Map-Parcel Numbers
6011 Connection Drive Irving, Texas 75037	SAME	Map 93-6-1 Parcel 49

STATE OF ILLINOIS)
)
COUNTY OF COOK)

The actual consideration or value, whichever is greater, for this transfer is One Hundred Seventeen Million Six Hundred Forty Thousand and No/100 Dollars ($117,640,000.00).

Affiant: Jenifer Ratcliffe, President of TR Church Street Corp., a Delaware corporation

SUBSCRIBED AND SWORN TO before me, this the 18th day of December, 2017.

OFFICIAL SEAL
JAMIE LYN GARCIA
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:10/14/19

Jamie Lyn Garcia
Notary Public

My commission Expires: 10-14-19

#54629426_v2

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of One Hundred Seventeen Million Six Hundred Forty Thousand and No/100 Dollars ($117,640,000.00), the receipt and sufficiency of which are hereby acknowledged, **TR Church Street Corp.**, a Delaware corporation, ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto **Fifth Third Center Subsidiary, LLC**, a Delaware limited liability company ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Attachment 1 attached hereto and incorporated herein by this reference, together with all improvements, buildings and structures located thereon (the "Property").

The Property is improved property known as 424 Church Street, Nashville, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on Attachment 2 attached hereto and incorporated herein by this reference.

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

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and Grantor has a good right to convey the Property.

And Grantor does further covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor (other than claims arising from the matters set forth on Attachment 2), but not further or otherwise. This conveyance is expressly made subject to the matters set forth on Attachment 2.

[SIGNATURES ON FOLLOWING PAGE]

Witness my hand this 28 day of December, 2017.

GRANTOR:

TR CHURCH STREET CORP., a Delaware corporation

By: _____
Name: Jenifer Ratcliffe
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

Before me, Jamie Lyn Garcia, a Notary Public of said County and State, personally appeared Jenifer Ratcliffe, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the President of TR CHURCH STREET CORP., a Delaware corporation, the within named bargainor, and that she, as such President, executed the foregoing instrument for the purposes therein contained, by signing her name as President of the corporation.

Witness my hand and seal, at Office in Cook County, Illinois, this 18th day of December, 2017.

OFFICIAL SEAL
JAMIE LYN GARCIA
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:10/14/19

_____

201801040001492

ATTACHMENT 1

TO

SPECIAL WARRANTY DEED

PROPERTY DESCRIPTION

The land is situated in the State of Tennessee, County of Davidson and is described as follows:

Land being in Nashville, Davidson County, Tennessee, being Lot No. 1, as shown on the plan of the Third National Bank Tower as recorded in Plat Book 5200, page 759, Register's Office for Davidson County, Tennessee, located in the northeast quadrant of the intersection of Church Street and 5th Avenue North and being more particularly described as follows:

Beginning at a P.K. nail in the northerly margin of Church Street and the easterly margin of 5th Avenue North, thence, with the easterly margin of 5th Avenue North, N 26 deg. 43' 17" W, 209.85 feet to a point;

Thence, leaving said margin and along or near the southerly line of the Arcade Company of record in Deed Book 3319, page 516, Register's Office for said County; N 63 deg. 16' 43" E, 171.30 feet to a point in the westerly line of Public Alley No. 65;

Thence, with the westerly margin of said alley, S 26 deg. 43' 17" E, 209.85 feet to a P.K. nail in the northerly margin of Church Street;

Thence, with said margin, S 63 deg. 16' 43" W, 171.30 feet to the Point of Beginning, containing 35,950 square feet or 0.83 acres, more or less.

Together with rights benefiting the above described real estate pursuant to:

Appurtenant Right I

Easements and Licenses recorded in Book 6120, page 536, said Register's Office and being more particularly described as follows:

To construct buildings and other improvements over Overton Alley, commencing in Overton Alley 125 feet northwesterly of the northerly right-of-way of Church Street at its point of intersection with Overton Alley, and running thence northwesterly over Overton Alley a distance of 58 feet, the base or lowest point of such building and other improvement to be not less than 16 feet above the surface of Overton Alley at all points over which these easements, rights and licenses are granted, so that there will be a minimum clearance of such buildings and other improvements above Overton Alley of 16 feet at all points.

To Construct driveways, walkways, buildings and other improvements under Overton Alley, commencing in Overton Alley 125 feet northwesterly of the northerly right-of-way of Church Street at its point of intersection with Overton Alley, and running thence northwesterly under Overton Alley a distance of 68 feet.

Appurtenant Right II

Skybridge Development, Construction, Maintenance and Easements Agreement of record in Book 6127, page 553, as amended in Book 7656, page 743, said Register's Office, the Skybridge Zone Description being described as follows:

Commencing in Arcade Alley (formerly Overton Alley) 125 feet northwesterly of northerly right-of-way of Church Street at its point of intersection with Arcade Alley, and running thence northwesterly over Arcade Alley a distance of 58 feet, the base or lowest point of such building and other improvement to be not less than 16 feet above the surface of Arcade Alley at all points over which these easements, rights and licenses are granted, so that there will be a minimum clearance of such buildings and other improvements above Arcade Alley of 16 feet at all points.

Appurtenant Right III

Reciprocal Agreement for Cross Access with General Grants and Obligations as recorded in Book 6127, page 576, Register's Office for said County.

Being the same property conveyed to TR Church Street Corp., a Delaware corporation, by Special Warranty Deed of record in Instrument No. 20140624-0054879, in the Register's Office for Davidson County, Tennessee.

ATTACHMENT 2

TO

SPECIAL WARRANTY DEED

PERMITTED EXCEPTIONS

1. Taxes for the year 2018, a lien, not yet due and payable.

2. Rights of Tenants appearing on the rent roll, as tenants only under any unrecorded leases without any purchase option or right of first refusal to purchase.

3. Terms, Conditions, Easements, and Notes as laid down on plan recorded in Book 5200 at Page 759.

4. Terms and conditions of a Bond as set forth in Book 3983 at Page 943.

5. Terms and conditions of an Ordinance Granting Easements and Licenses as set forth in Book 6120 at Page 536.

6. Skybridge Development, Construction, Maintenance and Easements Agreement as set forth in Book 6127 at Page 553, as amended by Amendment to Skybridge Development, Construction, Maintenance and Easements Agreement as set forth in Book 7656 at Page 743.

7. Reciprocal Agreement as set forth in Book 6127 at Page 576.

8. Declaration of Open Space Area set forth as Instrument No. 20170202-0011337.

9. The following matters disclosed by ALTA Survey completed by John Mark Norwood of Millman National Land Services dated November 24, 2017, last revised December 27, 2017, Job No. 42197.

   Survey Related Matters:

   A) Surveyor notes west facing overhang of subject building exceeds the southwestern boundary into the 5th Avenue North right-of-way by a maximum extent of 1.3 feet southwest;

   B) Surveyor notes multiple west facing portions of the subject building exceed the southwestern boundary into the 5th Avenue North right-of-way by a maximum extent of 0.8 foot southwest;

   C) Surveyor notes northerly adjoiners building exceeds the northwestern boundary onto the subject property by a maximum extent of 0.5 foot southeast;

D) Multiple vents of unknown type are located on the subject property and outside of noted boundaries into public right-of-ways without benefit of easement; unable to determine use and ownership;

E) Two light poles at the west side of the subject property lie outside of the southwest boundaries into the 5th Avenue North right-of-way by an undisclosed distance; ownership unknown;

F) Two access ramps at the northwest side of the subject property lie outside of the southwestern boundary into the 5th Avenue North right-of-way by an undisclosed distance;

G) Two light poles at the southern side of the subject property lie outside of the southeastern boundary into the Church Street right-of-way by an undisclosed distance, ownership unknown;

H) Two planters at the southern side of the subject property lie outside of the southeastern boundary into the Church Street right-of-way by an undisclosed distance, ownership unknown;

I) Bike rack at the southern side of the subject property lie outside of the southeastern boundary into the Church Street right-of-way by an undisclosed distance, ownership unknown;

J) Music box at the southern side of the subject property lie outside of the southeastern boundary into the Church Street right-of-way by an undisclosed distance, ownership unknown;

K) Two concrete columns at the southwest side of the subject property exceed the southwestern boundary into the 5th Avenue North right-of-way by an undisclosed distance.

True Copy Certification

I, Jenifer Ratcliffe, 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 herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Signature

STATE OF ILLINOIS

COUNTY OF COOK

Personally appeared before me, Jamie Lyn Garcia a notary public for this county and state, Jenifer Ratcliffe, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Jamie Lyn Garcia
Signature

My Commission Expires: 10-14-19

Notary Seal

OFFICIAL SEAL
JAMIE LYN GARCIA
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:10/14/19