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This instrument prepared by and after recording return to:

Elizabeth Bonacci, Esq.
Southwest Value Partners
12770 El Camino real, Suite 200
San Diego, CA 92130

Bill Garrett Davidson County
Batch# 49194 DEEDWARRSP
01/19/2018 10:31:11 AM 5 pgs
Fees: $28.00 Taxes: $118,400.00

20180119-0005747

SPECIAL WARRANTY DEED

Address New Owner(s) as follows:	Send Tax Bills To:	Tax Map/Parcel IDs:
SWVP Nashville Hotel LLC c/o Southwest Value Partners 12770 El Camino Real, Suite 200 San Diego, CA 92130	SWVP Nashville Hotel LLC c/o Southwest Value Partners 12770 El Camino Real, Suite 200 San Diego, CA 92130	09309034300

FOR AND IN CONSIDERATION of the sum of Ten Dollars and No/100 ($10.00), cash in hand paid by Grantee and other good and valuable consideration accepted as cash, the receipt and sufficiency of which are hereby acknowledged, **UPTOWN PROPERTY HOLDINGS LLC,** a Delaware limited liability company (hereinafter collectively referred to as "Grantor"), herein this day has bargained and sold, and does hereby transfer and convey an 81.25% undivided ownership interest to **SWVP NASHVILLE HOTEL LLC,** a Delaware limited liability company, and an 18.75% undivided ownership interest to **JG TENNESSEE REALTY, LP**, a Tennessee limited partnership (collectively, "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**").

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

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in FEE SIMPLE and that it has good right to sell and convey the same.

AND Grantor does further covenant and bind itself, 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 claiming by, through or under Grantor, but no further or otherwise, subject however to all real estate taxes not yet delinquent; covenants, conditions, restrictions, easements, rights of way and other matters of record; applicable laws, ordinances, statutes, orders, requirements and regulations

to which the Property is subject, including, without limitation, all building, zoning and environmental laws and requirements; and any state of facts which a new or updated survey or physical inspection of the Property might disclose..

BY ACCEPTANCE OF THIS SPECIAL WARRANTY DEED, GRANTEE ACKNOWLEDGES THAT GRANTOR HAS NOT MADE AND DOES NOT MAKE ANY REPRESENTATIONS OR WARRANTIES AS TO THE PHYSICAL CONDITION, OR ANY OTHER MATTER AFFECTING OR RELATED TO THE PROPERTY (OTHER THAN WARRANTIES OF TITLE AS PROVIDED AND LIMITED HEREIN). BY ACCEPTANCE OF THIS SPECIAL WARRANTY DEED, GRANTEE EXPRESSLY AGREES THAT TO THE MAXIMUM EXTENT PERMITTED BY LAW, THE PROPERTY IS CONVEYED "AS IS, WHERE IS, WITH ALL FAULTS," AND GRANTOR EXPRESSLY DISCLAIMS, AND GRANTEE, BY ACCEPTANCE OF THIS SPECIAL WARRANTY DEED, ACKNOWLEDGES AND ACCEPTS THAT GRANTOR HAS DISCLAIMED ANY AND ALL REPRESENTATIONS, WARRANTIES OR GUARANTIES, OF ANY KIND, ORAL OR WRITTEN, EXPRESS OR IMPLIED (EXCEPT AS TO TITLE AS HEREIN PROVIDED AND LIMITED), CONCERNING THE PROPERTY, INCLUDING, WITHOUT LIMITATION, (i) THE VALUE, CONDITION, MERCHANTABILITY, HABITABILITY, MARKETABILITY, PROFITABILITY, SUITABILITY OR FITNESS FOR A PARTICULAR USE OR PURPOSE OF THE PROPERTY, (ii) THE SUITABILITY OF THE PROPERTY FOR ANY AND ALL ACTIVITIES AND USES WHICH GRANTEE OR ANYONE ELSE MAY CONDUCT THEREON, (iii) THE ENVIRONMENTAL CONDITION OF THE PROPERTY AND (iv) THE COMPLIANCE OF THE PROPERTY WITH APPLICABLE LAWS AND REGULATIONS.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed on this 28th day of December 2017, to be effective the ~~5th~~ 18th day of January 2018.

GRANTOR:

UPTOWN PROPETY HOLDINGS LLC,
a Delaware limited liability company

By:_____
Name: Mark Schlossberg
Title: Authorized Representative

CALIFORNIA ACKNOWLEDGMENT

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN DIEGO)

On December 28, 2017, before me, Mayra Mariscal, personally appeared Mark Schlossberg, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is~~/are~~ subscribed to the within instrument and acknowledged to me that he~~/she/they~~ executed the same in his~~/her/their~~ authorized capacity(~~ies~~), and that by his~~/her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

MAYRA MARISCAL
Notary Public - California
San Diego County
Commission # 2219204
My Comm. Expires Oct 21, 2021

Signature _____

(Seal)

[Affidavit of Consideration on Following Page]

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I hereby swear and affirm that the actual consideration for this transfer, or value of the property transferred, whichever is greater, is $32,000,000.00, 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 18th day of January, 2017.

NOTARY PUBLIC

My Commission Expires: 4-21-2020

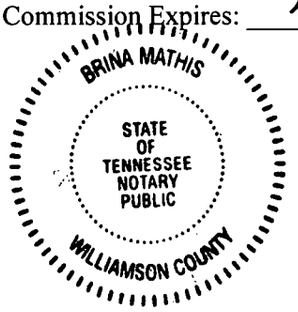


Exhibit A

LEGAL DESCRIPTION OF PROPERTY

LAND in Davidson County, Tennessee, being Lot No. 1 on the Plan of Nashville Yards Subdivision Parcel 1, as shown on plat of record in Plat Instrument No. 20171010-0103766, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description of the property.

Being a portion of the property conveyed to Grantor by Special Warranty Deed from LifeWay Christian Resources of the Southern Baptist Convention of record under Document #20151125-0119534, Register's Office of Davidson County, Tennessee.