Karen Y Johnson Davidson County
Batch# 143465 DEEDWARRSP
09/20/2018 02:58:30 PM 11 pgs
Fees: $58.00 Taxes: $516,150.00
20180920-0093433

DEED

THIS INSTRUMENT PREPARED BY :	NEW PROPERTY OWNER:	PROPERTY ADDRESS:	MAIL TAX BILLS TO:	TAX PARCEL NO.:
Joseph W. Creech, Esq. Venable LLP 600 Massachusetts Avenue, NW Washington, DC 20001	UNICO ONE NASHVILLE PLACE LLC, as to an undivided 80.00% interest, and ALCO NASHVILLE, LLC, as to an undivided 20.00% interest	150 Fourth Avenue North, 158 Fourth Avenue North and 181 Third Avenue North, Nashville, Tennessee 37219	c/o Unico Properties LLC, 1215 Fourth Avenue, Suite 600, Seattle, WA 98161	**093-06-1-101** **093-06-1-103** **093-06-1-111** **093-06-1-112**

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered effective as of the 19 day of September, 2018, by and between (i) **PRIM ONE NASHVILLE PLACE, LLC**, a Delaware limited liability company, whose address is c/o AEW Capital Management, Two Seaport Lane, Boston, Massachusetts 02210, Attention: Matthew Tracy (hereinafter "Grantor"), and (ii) as tenants in common, (x) **UNICO ONE NASHVILLE PLACE LLC**, a Delaware limited liability company, whose address is c/o Unico Properties LLC, 1215 Fourth Avenue, Suite 600, Seattle, Washington 98161, Attention: Ned Carner/Garrett Greene, as to an undivided 80.00% interest and (y) **ALCO NASHVILLE, LLC**, a Delaware limited liability company, whose address is c/o Unico Properties LLC, 1215 Fourth Avenue, Suite 600, Seattle, Washington 98161, Attention: Ned Carner/Garrett Greene, as to an undivided 20.00% interest ((x) and (y) hereinafter and collectively, "Grantee");

W I T N E S S E T H:

THAT for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor does hereby bargain, sell, remise, release, transfer and convey unto Grantee the following described real estate, situated and being in City of Nashville, County of Davidson, State of Tennessee, to-wit:

> All of that certain real estate described in Exhibit "A" attached hereto and incorporated herein by this reference.

Being the same property conveyed to Grantor by Special Warranty Deed of record as Instrument Number 20141209-0112569 in the Register's Office of Davidson County, Tennessee. No boundary survey prepared for this conveyance.

TO HAVE AND TO HOLD the aforesaid real estate, together with all appurtenances and hereditaments thereunto belonging or in anywise appertaining unto Grantee, its heirs, personal representatives, successors and assigns in fee simple forever.

AND, subject always to those liens, easements, encumbrances and exceptions listed in Exhibit "B," attached hereto and incorporated herein by reference, Grantor does hereby covenant with Grantee that title to aforesaid real estate Grantor will specially warrant and forever defend

against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

GRANTOR MAKES NO REPRESENTATION OR WARRANTY CONCERNING THE CONDITION OF REPAIR, HABITABILITY, COMPLIANCE WITH LOCAL, STATE OR FEDERAL LAW OR REGULATION OR STRUCTURAL SOUNDNESS OF THE PROPERTY OR ANY IMPROVEMENTS. GRANTEE TAKES THE PROPERTY AND IMPROVEMENTS "**AS IS, WHERE IS, WITH ALL FAULTS.**"

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

[Signature Pages Follow]

IN WITNESS WHEREOF, Grantor has hereunto set its hand, as of the day and year first above written.

PRIM ONE NASHVILLE PLACE, LLC,
a Delaware limited liability company

By: _____
Matthew B. Tracy, Authorized Signatory

ACKNOWLEDGMENT

STATE OF Commonwealth Massachusetts
COUNTY OF Suffolk

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Matthew B. Tracy, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Authorized Signatory of PRIM ONE NASHVILLE PLACE, LLC, a Delaware limited liability company, and that in such capacity, being duly authorized so to do, he executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as an Authorized Signatory.

WITNESS my hand and seal at office, on this the 17th day of September, 2018.

_____
Notary Public

My Commission Expires:
April 16, 2021

SANDRA L. MCCARTHY
Notary Public
Commonwealth of Massachusetts
My Commission Expires April 16, 2021

AFFIDAVIT OF VALUE

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $139,500,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

Affiant:

UNICO ONE NASHVILLE PLACE LLC,
a Delaware limited liability company

By: Unico Strategic Opportunity Fund VIII LP,
a Delaware limited partnership,
Manager

By: Unico Strategic Opportunity Fund VIII GP LLC,
a Delaware limited liability company,
General Partner

By: Unico Investment Group LLC,
a Delaware limited liability company,
Managing Member

By: _____
Name: Quentin Kuhrau
Title: Chief Executive Officer

SUBSCRIBED AND SWORN TO before me this 17th day of September, 2018.

Stacia A Clark
Notary Public

STACIA A. CLARK
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES
MAY 9, 2019

My Commission Expires:

5-9-19

[Affidavit of Value signature page continues on next page]

ALCO NASHVILLE, LLC,
a Delaware limited liability company

By: The Agnew Company,
an Oregon corporation,
Manager

By: _____
Name: Darrin J. Kasteler
Title: Chief Investment Officer

SUBSCRIBED AND SWORN TO before me this 17th day of September, 2018.

Stacia A Clark
Notary Public

My Commission Expires:

5-9-19

STACIA A. CLARK
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES
MAY 9, 2019

EXHIBIT A

Description of Property

TRACT I:

LAND LYING IN THE 1ST CIVIL DISTRICT OF NASHVILLE, DAVIDSON COUNTY BEING LOT NO. 1 ON THE PLAN OF ONE NASHVILLE PLACE, OF RECORD IN BOOK 5800, PAGE 215 AND BEING THE SAME PROPERTY CONVEYED TO 485 PROPERTIES OF RECORD IN INSTRUMENT NUMBER 200307250104367, R.O.D.C. AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN (NEW) IN THE EASTERLY MARGIN OF FOURTH AVENUE NORTH (R.O.W. 49.5') AND THE NORTHERLY MARGIN OF COMMERCE STREET (R.O.W. 102') AND ALSO BEING THE SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED TRACT:

THENCE, WITH THE EASTERLY MARGIN OF FOURTH AVENUE NORTH (49.5' R.O.W.) NORTH 27°12'53" WEST, A DISTANCE OF 182.04 FEET TO AN IRON PIN (NEW);

THENCE, ALONG OR NEAR THE SOUTHERLY LINE 485 PROPERTIES OF RECORD IN INSTRUMENT NUMBER 200307250104367, R.O.D.C. NORTH 62°11'07" EAST, A DISTANCE OF 174.00 FEET TO A LEAD PLUG (FOUND) IN THE WESTERLY MARGIN OF PRINTER'S ALLEY (R.O.W. 20');

THENCE, WITH THE WESTERLY MARGIN OF PRINTER'S ALLEY (R.O.W. 20') FOR THE NEXT FOUR COURSES AND DISTANCES:
THENCE, SOUTH 27°29'53" EAST, A DISTANCE OF 68.17 FEET TO AN IRON PIN (NEW); THENCE, SOUTH 27°12'53" EAST, A DISTANCE OF 5.00 FEET TO AN IRON PIN (NEW);

THENCE, ALONG A CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 7°45'50", A RADIUS OF 53.00 FEET, AN ARC LENGTH OF 7.18 FEET AND BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 37°33'12" WEST 7.18 FEET;

THENCE, SOUTH 27°33'53" EAST A DISTANCE OF 108.42 FEET TO A LEAD PLUG WITH TACK (FOUND);

THENCE, WITH THE NORTHERLY MARGIN OF COMMERCE STREET (R.O.W. 102') SOUTH 63°03'07" WEST, A DISTANCE OF 168.50 FEET TO
THE POINT OF BEGINNING.

BEING PARCEL NO. 093-06-1-103

TRACT I.A:

TOGETHER WITH REAL ESTATE RIGHTS IN A WALKWAY EASEMENT PURSUANT TO RECIPROCAL EASEMENT AGREEMENT AMONG THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, COMMERCE STREET VENTURE AND 485 PROPERTIES, LLC, DATED JULY 1, 2001, RECORDED JULY 19, 2005, IN INSTRUMENT NO. 20050719-0084042, AFORESAID RECORDS, AS AMENDED BY FIRST AMENDMENT TO RECIPROCAL EASEMENT AGREEMENT RECORDED IN INSTRUMENT NUMBER 20051129-0143437, SAID REGISTER'S OFFICE.

TRACT II:

LAND LYING IN THE 1ST CIVIL DISTRICT OF NASHVILLE, DAVIDSON COUNTY AND BEING THE SAME PROPERTY CONVEYED TO 485 PROPERTIES OF RECORD IN INSTRUMENT NUMBER 200307250104367, R.O.D.C. AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT IRON PIN (NEW) IN THE EASTERLY MARGIN OF FOURTH AVENUE NORTH (R.O.W. 49.5') 202.04' FROM THE INTERSECTION OF THE NORTHERLY MARGIN OF COMMERCE STREET AND THE EASTERLY MARGIN OF FOURTH AVENUE NORTH AND ALSO BEING THE SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED TRACT:

THENCE, WITH THE EASTERLY MARGIN OF FOURTH AVENUE NORTH (R.O.W. 49.5') NORTH 27°12'53" WEST, A DISTANCE OF 103.00 FEET TO AN IRON PIN (NEW);

THENCE, ALONG OR NEAR THE SOUTHERLY LINE OF AMBROSE ASSOCIATES OF RECORD IN DEED BOOK 5557, PAGE 229, R.O.D.C. NORTH 62°07'07" EAST, A DISTANCE OF 173.50 FEET TO AN IRON PIN (NEW) IN THE WESTERLY MARGIN OF PRINTER'S ALLEY (R.O.W. 20');

THENCE, WITH THE WESTERLY MARGIN OF PRINTER'S ALLEY (R.O.W. 20.0') SOUTH 27°29'53" EAST, A DISTANCE OF 103.20 FEET TO A LEAD PLUG (FOUND);

THENCE, WITH THE NORTHERLY LINE OF 485 PROPERTIES OF RECORD IN INSTRUMENT NUMBER 200307250104367, R.O.D.C. SOUTH 62°11'07" WEST, A DISTANCE OF 174.00 FEET TO THE POINT OF BEGINNING.

BEING PARCEL NO. 093-06-1-101

TRACT II.A:
TOGETHER WITH REAL ESTATE EASEMENT RIGHTS PURSUANT TO BILL NO. 72-137, METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, DATED APRIL 11, 1972, OF RECORD IN BOOK 6267, PAGE 158, AFORESAID RECORDS; AS AMENDED BY BILL NO. 84-226, METROPOLITAN

GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, OF RECORD IN BOOK 6267, PAGE 164, AFORESAID RECORDS.

TRACT III:

LAND LYING IN THE 1ST CIVIL DISTRICT OF NASHVILLE, DAVIDSON COUNTY AND BEING THE SAME PROPERTY CONVEYED TO 485 PROPERTIES OF RECORD IN INSTRUMENT NUMBER 200307250104367, R.O.D.C. AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A IRON PIN (NEW) IN THE WESTERLY MARGIN OF THIRD AVENUE NORTH (R.O.W. 49.5') 159.31' SOUTH OF CHURCH STREET (R.O.W.) AND ALSO BEING THE NORTHEASTERLY CORNER OF THE HEREIN DESCRIBED TRACT:

THENCE, WITH THE EASTERLY MARGIN OF THIRD AVENUE NORTH SOUTH 27°34'43" EAST, A DISTANCE OF 137.32 FEET TO AN IRON PIN (NEW); THENCE, ALONG OR NEAR THE NORTHERLY LINE OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY OF RECORD IN DEED BOOK 6456, PAGE 32, R.O.D.C. THENCE SOUTH 62°14'43" WEST, A DISTANCE OF 174.00 FEET TO A LEAD PLUG WITH TACK (FOUND) IN THE EASTERLY MARGIN OF PRINTER'S ALLEY R.O.W. 20');

THENCE, WITH THE EASTERLY MARGIN OF PRINTER'S ALLEY THENCE NORTH 27°37'43" WEST, A DISTANCE OF 137.14 FEET;

THENCE, ALONG OR NEAR THE SOUTHERLY LINE OF THE EXCHANGE LOFTS, LLC OF RECORD IN INSTRUMENT NUMBER 200407080081242, R.O.D.C. NORTH 62°11'13" EAST, A DISTANCE OF 174.12 FEET TO THE POINT OF BEGINNING.

BEING PARCEL NO. 093-06-1-112 AND PARCEL NO. 093-06-1-111

TRACT III.A.:

TOGETHER WITH REAL ESTATE EASEMENT RIGHTS PURSUANT TO BILL NO. 72-137, METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, DATED APRIL 11, 1972, OF RECORD IN BOOK 6267, PAGE 158, AFORESAID RECORDS; AS AMENDED BY BILL NO. 84-226, METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, OF RECORD IN BOOK 6267, PAGE 164, AFORESAID RECORDS.

TRACT III.B:

TOGETHER WITH REAL ESTATE RIGHTS IN AN ENCROACHMENT EASEMENT PURSUANT TO BILL NO. 84-227, METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, OF RECORD IN BOOK 6267, PAGE 169, AFORESAID RECORDS.

BEING ALL OF TRACTS I, II AND III DESCRIBED PURSUANT TO ALTA/ACSM Land Title Survey, dated September 22, 1986, last revised November 4, 2014, prepared by Judy Judson (Tennessee R.P.L.S. No. 1935) Barge Waggoner Sumner & Cannon, Inc., File No. 3249001 (the "Survey").

Being the same property conveyed to PRIM One Nashville Place, LLC, a Delaware limited liability company by Deed of record as Instrument No. 20141209-0112569, Register's Office for Davidson County, Tennessee.

Exhibit B

Permitted Exceptions

1. Taxes and assessments by any taxing authority for the year 2018 and subsequent years;

2. All covenants, conditions, easements, restrictions, liens, encumbrances and other matters of record validly affecting the Property;

3. All laws, regulations or ordinances (including, but not limited to, zoning, building and environmental laws, regulations and ordinances) applicable to the Property;

4. Rights of tenants, and assigns, as tenants only, under currently effective lease agreements; and

5. All matters which would be discoverable or disclosed by an accurate survey.

Certificate of Authenticity

I, Heather Wood, 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.

Heather Wood

Signature

State of Tennessee

County of Williamson

Personally appeared before me, Brina Mathis, a notary public for this county and state, Heather Wood who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Brina Mathis

Notary's Signature

My Commission Expires: 4-21-2020

Notary's Seal (if on paper)

STATE OF TENNESSEE NOTARY PUBLIC

BRINA MATHIS

WILLIAMSON COUNTY