Karen Y Johnson Davidson County
Batch# 151714 DEEDWARRSP
10/16/2018 11:41:30 AM 9 pgs
Fees: $48.00 Taxes: $140,600.00
20181016-0102416

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR, PLC
c/o John W. Stone, III
One American Center, Suite 1100
3100 West End Avenue
Nashville, Tennessee 37203-1348

Addresses of New Owner:	Send Tax Bills To:	Map-Parcel Nos.:
U.S. Smokeless Tobacco Company LLC 6601 West Broad Street Richmond, VA 23230 Attn: Director, Corporate Real Estate	New Owner	093-010-001.00; 092-040-301.00; 092-040-373.00; 092-040-374.00; and 092-040-327.00

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of TEN and NO/100 DOLLARS ($10.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, GOODWILL INDUSTRIES OF MIDDLE TENNESSEE, INC., a Tennessee nonprofit corporation ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto U.S. SMOKELESS TOBACCO COMPANY LLC, a Virginia limited liability company ("Grantee"), its successors and assigns, certain real estate located in Davidson County, Tennessee, described on EXHIBIT A attached hereto.

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

Grantor binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise; provided, however, that this conveyance is subject to the following:

1. Taxes for the year 2018, a lien, which are not yet due and payable.
2. Restrictions as evidenced in Deed recorded in Book 1510, Page 185, in the Register's Office, Davidson County, Tennessee. (Tract I)
3. Inspection and Maintenance Agreement recorded in Instrument No. 20090302-0018132, in the Register's Office, Davidson County, Tennessee. (Tract I)
4. Agreement for Dedication of Easement recorded in Instrument No. 20090302-0018215, in the Register's Office, Davidson County, Tennessee. (Tract I)
5. Property Modifications to combine lots of record in Instrument No. 200901070001516, in the Register's Office for Davidson County, Tennessee. (Tract I)
6. All matters appearing on the Plan of record in Book 9700, page 600, in the Register's Office, Davidson County, Tennessee. (Tract V)

7. Subject to rights and easements retained in Metro Council Bill No. O60-112. (Tract V)
8. Any facts, rights, interests or claims that may exist or arise by reason of the following matters disclosed by an ALTA/NSPS survey made by Gregory K. Gurney, RLS No. 2916, Gresham Smith and Partners on August 1, 2018, last revised September 21, 2018, designated Project No. 43038.00:
    - Sidewalk encroach onto Tract I of the land over the northeasterly, southeasterly, and southwesterly boundaries
    - Fences outside the northwesterly boundary of Tract I of the Land
    - Overhead electric line crossing the northernmost corner of Tract I of the Land
    - Retaining wall encroaching over a portion of the northwesterly boundary of Tract II of the Land
    - Fence inside the northwesterly and a portion of the southwesterly boundaries of Tract II of the Land- Overhead electric lines crossing the southernmost corner of Tract II of the Land
    - Fence outside the northwesterly boundary of Tract III of the Land
    - Fence inside the southerly boundary of Tract III of the Land
    - Fence and asphalt encroaching onto property to the west of Tract III of the Land
    - Bus shelter encroaching onto the northwesterly portion of Tract V, Parcel II of the Land

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed as of the 16 day of October, 2018.

GOODWILL INDUSTRIES OF MIDDLE TENNESSEE, INC.

By: _____
Matthew Bourlakas, President

[Acknowledgement and Affidavit appear on the following page.]

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

PERSONALLY APPEARED BEFORE ME, Karl Houston, a Notary Public in and for said State and County, Matthew Bourlakas, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of Goodwill Industries of Middle Tennessee, Inc., a Tennessee nonprofit corporation, the within named Grantee, and that he executed the foregoing instrument on behalf of such limited liability company, as such President, for the purposes therein contained by personally signing his name.

WITNESS MY HAND AND OFFICIAL SEAL at Nashville, Tennessee, this 15 day of October, 2018.

KARL HOUSTON STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY MY COMMISSION EXPIRES 7-8-2019

Notary Public

My commission expires: _____

[NOTARIAL SEAL]

COMMONWEALTH OF VIRGINIA)
COUNTY OF HENRICO)

The actual consideration for this transfer is $38,000,000.00.

Claire Burke
Affiant

SUBSCRIBED AND SWORN to before me, this 16th day of October, 2018.

Jodean M. King
Notary Public

My Commission Expires: 6/21/2021

JODEAN M. KING STATE OF TENNESSEE NOTARY PUBLIC ROBERTSON COUNTY

EXHIBIT A

LEGAL DESCRIPTION PER SURVEY
TRACT I
TAX 93-01 PARCEL 937
937 HERMAN STREET

Land in Davidson County, Tennessee, being more particularly described as follows:
Beginning at a drill hole with a crows foot scratched into the sidewalk at the intersection of the northerly right-of-way line of Herman Street and the Easterly right-of-way line of Tenth Avenue North;
Thence leaving the northerly right-of-way line of Herman Street, with the easterly right-of-way line of Tenth Avenue North, North 28° 06' 09" West for a distance of 183.49 feet to a mag nail set in the sidewalk with a Gresham Smith washer at the intersection of the easterly right-of-way line of Tenth Avenue North and the southerly right-of-way line of Ireland Street;
Thence leaving the easterly right-of-way line of Tenth Avenue North, with the southerly right-of-way line of Ireland Street, North 62° 10' 07" East for a distance of 690.99 feet to a 1/2" iron rebar set with a Gresham Smith cap at the intersection of the western right-of-way line of Ninth Avenue North and the southerly right-of-way line of Ireland Street;
Thence, leaving the southerly right-of-way line of Ireland Street, with the westerly right-of-way line of Ninth Avenue North, South 28° 25' 27" East for a distance of 189.51 feet to a mag nail with a Gresham Smith washer set at the intersection of the westerly right-of-way line of Ninth Avenue North and the northerly right-of-way line of Herman Street;
Thence leaving the westerly right-of-way line of Ninth Avenue North with the northerly right-of-way line of Herman Street South 62° 40' 00" West a distance of 692.11 to the point of beginning.
Containing 128,962 square feet or 2.96 acres more or Less. Bearings and distances given heron are based off an ALTA/NSPS survey performed by Gresham Smith on August 01, 2018. Land Description prepared by Gregory Gurney TN RLS 2916.

TRACT I: BEING THE SAME PROPERTY CONVEYED TO GOODWILL INDUSTRIES OF MIDDLE TENNESSEE FROM EISELE & COMPANY, INC., A TENNESSEE CORPORATION, BY DEED OF RECORD IN BOOK 4296, PAGE 498, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

LEGAL DESCRIPTION PER SURVEY
TRACT II – TAX 92-04 PARCEL 301

Land in Davidson County, Tennessee, being part of the C.M. Holt Mansion House Tract in C.M. Holt's Plan, as of record in Book 21, Page 33, Register's Office for Davidson County, Tennessee, more particularly described as follows:

Beginning at a ½" Iron Rebar with a Cherry Cap found at the intersection of the Northerly right-of-way line of Herman Street, and the Easterly right-of-way line of Warren Street.
Thence leaving the northerly right-of-way line of Herman Street, with the easterly right-of-way line of Warren Street, , North 28° 26' 12" West for a distance of 269.33 feet to a found concrete

monument at a corner common with the property of Benjamin J. Heitz, as of record in Instrument number 20110902-0068150, at the Register's Office for Davidson County, Tennessee;
Thence leaving the easterly right-of-way line of Warren Street, with the southerly property line of Benjamin J. Heitz, North 61° 50' 29" East for a distance of 61.47 feet to a miniature mag nail found in a retaining wall;
Thence with the Easterly Property Line of 3 independent parcels the first being the aforementioned Heitz property, second the property of Daniel Deen, as of record in instrument number 20100527-00411106, at the Register's Office for Davidson County, Tennessee, and the third being the property of Leslie A. Oliver, as of record in instrument number 20070821-0100105, at the Register's Office for Davidson County, Tennessee North 28° 20' 53" West for a distance of 130.16 feet to a set 1/2" Iron Rebar with a Gresham Smith Cap at a corner common with the property of Leslie A. Oliver as of Record in Instrument 20110518-0037991, said corner also being a portion of Alley 566 which was abandoned by the Metropolitan Government of Nashville and Davidson County in Ordinance BL 2007-1404 by Metropolitan Council on May 17, 2007;
Thence with the southern line of said abandoned Alley North 61° 24' 42" East for a distance of 228.63 feet to a 1/2" iron rebar with a Cherry Cap found at the intersection with the westerly right-of-way line of Tenth Avenue North; Said Alley abandonment ends after passing 75.80 feet from the common corner with Leslie A. Oliver;
Thence leaving the southerly right-of-way line of Alley Number 566, with the westerly right-of-way line of Tenth Avenue North, South 28° 06' 11" East for a distance of 399.81 feet to an iron rebar with a Cherry Cap found at the intersection with the Northerly Right-of-Way Line of Herman Street;
Thence leaving the westerly right-of-way line Tenth Avenue North, with the Northerly right-of-way line of Herman Street, South 61° 33' 54" West a distance of 287.98 feet to the point of Beginning. Containing 107,485 or 2.47 Acres more or Less. Bearings and distances given heron are based off an ALTA/NSPS survey performed by Gresham Smith on August 01, 2018. Land Description prepared by Gregory Gurney TN RLS 2916.

TRACT II: BEING THE SAME PROPERTY CONVEYED TO GOODWILL INDUSTRIES OF MIDDLE TENNESSEE, INC., A TENNESSEE NON-FOR-PROFIT CORPORATION FROM ATHENS DISTRIBUTING COMPANY OF NASHVILLE, TENNESSEE, A TENNESSEE GENERAL PARTNERSHIP BY DEED OF RECORD IN INSTRUMENT NO. 200706080068982, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

LEGAL DESCRIPTION PER SURVEY
TRACT III – TAX 92-04 PARCEL 373

A tract of land situated in Nashville, Davidson County, Tennessee, being more particularly described as follows:
Beginning at a found 1/2" iron rebar at the base of a chain-link fence in the western right-of-way line of Eleventh Avenue North, being located North 28° 43' 44" West a distance of 21.60 feet from the intersection of the western right-of-way of Eleventh Avenue North and the Northern right-of-way of Desha Street;
Thence leaving said right-of-way of Eleventh Avenue North with a curve to the right having a

radius of 251.76 feet, an arc length of 93.91 feet and a chord bearing and distance of South 74° 17' 33" West for a distance of 93.37 feet to a 1/2" iron rebar with a Gresham Smith Cap set 15 feet in distance on a line perpendicular to the centerline of the Illinois Central Gulf Harrison Lead Track;
Thence along a line generally parallel to and 15 feet North of Said Track South 84° 59' 02" West a distance of 211.69 feet to a disturbed 5/8" iron rebar found;
Thence leaving the line parallel with said track and with the eastern line of Cheatham County Rail Authority as of record in Deed Book 7229, Page 547, at the Register's Office for Davidson County, Tennessee, North 29° 02' 27" West for a distance of 63.75 feet to a disturbed 5/8" Iron rebar with a Regan Smith Cap found 15 feet south of the centerline of an Illinois Central Gulf Spur Track leading to a depot;
Thence North 41° 13' 45" East for distance of 74.65 feet to a set 1/2" iron rebar with a Gresham Smith cap marking the beginning of a curve to the right;
Thence with said curve, having a radius of 355.84 feet and being 15 feet south of and concentric to the centerline of said spur track, an arc distance of 105.04 feet and whose long chord bears North 49° 43' 12" East for a distance of 104.66 feet to a set 1/2" iron rebar with a Gresham Smith cap;
Thence with a line parallel to and 15 feet south of the centerline of said spur track, North 58° 09' 59" East for a distance of 112.47 feet to a 1/2" iron rebar with a Gresham Smith cap set in said westerly right-of-way of Eleventh Avenue North at the base of a chain-link fence post;
Thence, with said right-of-way, South 28° 46' 18" East a distance of 222.55 feet to the point of beginning. Containing 45,812 square feet or 1.05 acres more or less. Bearings and distances given heron are based off an ALTA/NSPS survey performed by Gresham Smith on August 01, 2018. Land Description prepared by Gregory Gurney TN RLS 2916.

LEGAL DESCRIPTION PER SURVEY
TRACT IV – TAX 92-04 PARCEL 374

A tract of land situated in Nashville, Davidson County, Tennessee, being more particularly described as follows:
Beginning at a found 1/2" iron rebar in the northern right-of-way line of Desha Street, said iron rebar being located South 62° 11' 37" West for a distance of 83.72 from the intersection of said right-of-way of Desha Street and the Westerly right-of-way line of Eleventh Avenue North;
Thence with said right-of-way of Desha Street, South 62° 09' 56" West for a distance of 201.58 to a found 5/8" rebar, passing through a concrete right-of-way monument at 194.83 feet;
Thence leaving said right-of-way of Desha Street, North 28° 36' 33" West for a distance of 85.88 feet to a found 5/8 inch rebar with a Ragan Smith Cap, being 20 feet from the centerline as measured perpendicular to the Illinois Central Gulf Harrison Street Lead Track;
Thence along the line 20 feet south of and parallel to said Harrison Street Lead Track, North 85° 07' 13" East for a distance of 220.17 feet to the point of beginning.
Containing 8,654 square feet or 0.20 acres more or less. Bearings and distances given heron are based off an ALTA/NSPS survey performed by Gresham Smith on August 01, 2018. Land Description prepared by Gregory Gurney TN RLS 2916.

TRACTS III AND IV: BEING A PORTION OF THE SAME PROPERTY CONVEYED TO GOODWILL INDUSTRIES OF MIDDLE TENNESSEE, INC., BY DEEDS OF RECORD IN

INSTRUMENT NO. 200012220125582 AND INSTRUMENT NO. 200012220125583; AND INSTRUMENT NO. 200104060033996; CONFIRMING AS TO THE MINERAL RIGHTS BEING REUNITED WITH THE SURFACE INTEREST BY ORDER OF RECORD IN INSTRUMENT NO. 200205080057035, AND AGREED ORDER THAT MINTERAL INTEREST HAVE BEEN ABANDONED IN INSTRUMENT NO. 200105090048225, ALL IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

LEGAL DESCRIPTION PER SURVEY
TRACT V – TAX 92-04 PARCEL 327

Land in Davidson County, Tennessee, Being part of Stevenson & Gleaves Addition, as of Record in Book 57, Page 8, Register's Office for Davidson County, Tennessee, and that part of the North one-half of Gleaves or Desha Street Adjoining said lots as closed by the Metropolitan Government of Nashville and Davidson County in Council Bill number 60-112, Said land also being Lot 1, Goodwill Industries Subdivision, as of Record in Book 9700 Page 600, Register's Office for Davidson County, Tennessee and being more particularly described as follows:
Beginning at a 1/2" Iron rebar set with a Gresham Smith cap at the Intersection of the southerly right-of-way line of Herman Street, and the westerly right-of-way line of Tenth Avenue North;
Thence leaving the southerly right-of-way line of Herman Street, with the westerly right-of-way line of Tenth Avenue North, South 27° 59' 53" East for a distance of 466.67 feet to a 1/2" iron rebar with a Gresham Smith cap set at the intersection of the westerly right-of-way line of Tenth Avenue North and the northerly line of Illinois Central Railroad Company, as of Record in Book 4319 Page 138, Parcel No. V1A-15-8,9 Register's Office for Davidson County, Tennessee, said rebar being 12.5 feet north of and perpendicular to the centerline of the track;
Thence leaving the westerly right-of-way line of Tenth Avenue North, with said northerly line of Illinois Central Railroad Company the following two calls: (1) South 65° 59' 53" West for a distance of 242.54 feet to a set 1/2" iron rebar with a Gresham Smith cap also being the beginning of a non-tangential curve to the right; (2) Thence with said curve having a radius of 1001.00 feet, an arc length of 138.72 feet and whose long chord bears South 73° 06' 38" West for a distance of 138.61 feet to 1/2" iron rebar set 12.5' north of and perpendicular to the centerline of said Illinois Central Railroad Companies track, said rebar also being the southeast corner of the John Bouchard & Sons Company property, as of Record in Book 682, Page 467, Register's Office for Davidson County, Tennessee.
Thence, leaving the northerly line of said Illinois Central Railroad Company, with the easterly line of said John Bouchard & Sons Company property North 28° 36' 43" West for a distance of 96.48 feet to a found 5/8" iron rebar with a Ragan Smith cap;
Thence leaving the easterly line of said John Bouchard & Sons Companies Property, and continuing with the northerly line of the same South 62° 11' 55" West for a distance of 239.75 feet to a mag nail found at the base of a fence post in the easterly right-of-way line of Eleventh Avenue North;
Thence leaving the northerly line of said John Bouchard & Sons Company property, with the easterly right-of-way line of Eleventh Avenue North, North 28° 39' 39" West for a distance of 329.49 feet to a set mag nail with a Gresham Smith Washer at the intersection of the easterly right-of-way of Eleventh Avenue North and the Southerly right-of-way of Herman Street;
Thence leaving the easterly right-of-way of Eleventh Avenue North, with the southerly right-of-way line of Herman Street, North 62° 10' 48" East for a distance of 239.99 feet to a found 5/8"

iron rebar with a Ragan Smith cap;
Thence continuing with the southerly right-of-way line of Herman Street, North 62° 26' 40" East a distance of 382.58 feet to the point of beginning. Containing 251,016 square feet or 5.76 acres more or less. Bearings and distances given heron are based off an ALTA/NSPS survey performed by Gresham Smith on August 01, 2018. Land Description prepared by Gregory Gurney TN RLS 2916.

TRACT V, PARCEL I: BEING A PORTION OF THE SAME PROPERTY CONVEYED TO GOODWILL INDUSTRIES OF MIDDLE TENNESSEE, INC., BY DEEDS OF RECORD IN INSTRUMENT NO. 200012220125582 AND INSTRUMENT NO. 200012220125583, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

TRACT V, PARCEL II: BEING (i) A PORTION OF DESHA STREET CLOSED B BILL NO. 60-112; AND (ii) THE SAME PROPERTY CONVEYED TO GOODWILL INDUSTRIES OF MIDDLE TENNESSEE, INC., BY DEEDS OF RECORD IN BOOK 6318, PAGE 953 AND BOOK 6737, PAGE 762, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

True Copy Certification

I, Jay H. Smith, 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 Tennessee

County of Davidson

Personally appeared before me, Elizabeth Puckett, a notary public for this county and state, Jay H. Smith who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

My Commission Expires: 5/6/2019

Notary Seal:

