PREPARED BY AND
AFTER RECORDING RETURN TO:

Dentons US LLP
2398 E. Camelback Rd, Ste 850
Phoenix, AZ 85016
Attn: Nicole Hanson, Esq.

ADDRESS OF NEW OWNER AND
MAIL FUTURE TAX BILLS TO:

7400 East Slauson Avenue,
Los Angeles, CA 90040
Attn: Thuong Luong

Tax Assessors Map: ___, Parcel ___
TAX ID #: 062-171.00

Karen Y Johnson Davidson County
Batch# 151916 DEEDWARRSP
10/17/2018 08:39:30 AM 8 pgs
Fees: $43.00 Taxes: $65,675.00
20181017-0102705

ABOVE FOR RECORDER'S USE ONLY

SPECIAL WARRANTY DEED

The GRANTOR, **WS-CNO JV, LLC**, a Delaware limited liability company, having an address of: c/o Wheelock Street Capital LLC, 660 Steamboat Road, 3rd Floor, Greenwich, CT 06830, for and in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00) and other good and valuable consideration paid in hand, by these presents does GRANT, SELL, CONVEY and WARRANT unto **OPRYLAND HOSPITALITY I, LLC**, a Delaware limited liability company, having an address of: 7400 East Slauson Avenue, Los Angeles CA 90040, Attention: Thuong Luong, GRANTEE, all of Grantor's right, title and interest in and to that certain real property located in Davidson County, Tennessee, as more particularly described in **Exhibit A** attached hereto and made a part hereof, together with all buildings, improvements and fixtures located thereon as of the date hereof and all rights, privileges and appurtenances pertaining thereto (collectively, the "Real Property").

This conveyance is made by Grantor and accepted by Grantee subject to all covenants, conditions, restrictions, and other matters listed on **Exhibit B** attached hereto and incorporated herein (the "Permitted Exceptions"), but only to the extent the same do, in fact, exist and are applicable to the Real Property as of the date hereof.

TO HAVE AND TO HOLD the Real Property together with all improvements located thereon all and singular the rights and appurtenances thereto in anyway belonging, subject to the Permitted Exceptions, unto Grantee, its legal representatives, successors and assigns, and Grantor does hereby bind itself, its legal representatives, successors and assigns, to WARRANT and FOREVER DEFEND all and singular the Real Property unto the Grantee, its legal representatives, successors and assigns, against Grantor and every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise, subject to the Permitted Exceptions.

IN WITNESS WHEREOF, this Deed has been executed by Grantor to be effective as of the 16th day of OCTOBER, 2018.

GRANTOR:

WS-CNO JV, LLC,
a Delaware limited liability company

By: _____
Name: Tim Hodes
Title: Authorized Signatory

STATE OF Connecticut §
COUNTY OF Fairfield §

Before me, Danielle L. Trudeau of the state and county mentioned, personally appeared Tim Hodes, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be the Authorized Signatory of WS-CNO JV, LLC, the within named bargainor, a Delaware limited liability company, and that Tim Hodes as such Authorized Signatory, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Authorized Signatory.

Witness my hand and seal, at office in Greenwich this 10th day of October, 2018.

_____
Notary Public

Printed Name: Danielle L. Trudeau

My Commission Expires:
1/31/21

Danielle L. Trudeau
Notary Public
State of Connecticut
My Commission Expires 1/31/2021

STATE OF Connecticut
COUNTY OF Fairfield

I 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 $17,750,000, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this the 10th day of October, 2018.

Notary Public

My commission expires: 1/31/21
(Affix Seal)

Danielle L. Trudeau

Danielle L. Trudeau
Notary Public
State of Connecticut
My Commission Expires 1/31/2021

EXHIBIT A

LEGAL DESCRIPTION

LAND in Davidson County, Tennessee, being Lot No. 3 on the Plan of Revision of Phase 3, Music Valley P.U.D., as shown on plat of record in Plat Book 8250, page 556, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description of the property

Together with an undivided interest in a 50-foot non-exclusive easement for ingress and egress and public utilities, of record in Plat Book 8250, page 556, said Register's Office.

Being the same property conveyed to WS Courtyard Opryland JV, LLC, a Delaware limited liability company, by deed from Music Valley Partners of Tennessee L.P., a Tennessee limited partnership, of record in Instrument No. 20130708-0070517, in the Register's Office of Davidson County, Tennessee. The said WS Courtyard Opryland JV, LLC, a Delaware limited liability company, having since amended to WS-CNO JV, LLC, a Delaware limited liability company, as evidenced by certificate of amendment, of record in Instrument No. 20170123-0006890, in said Register's Office.

EXHIBIT B

PERMITTED EXCEPTIONS

[Attached]

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2018 and subsequent years, not yet due and payable.

2. Terms, conditions, restrictions and matters shown on plat of record in Book 8250, Page 556, in the Register's Office of Davidson County, Tennessee, and shown on the Denham Land Surveyors LLC for The Matthews Company on November 29, 2016 and last revised January 12, 2017, designated Job No. 13-03-06-08002:

   a) 10' drainage easement
   b) 10' public utility easement
   c) abandonment of 10' public utility and drainage easement along eastern boundary line
   d) eastern boundary lot line adjustment
   e) 50' non-exclusive ingress/egress easement and public utility easement

3. Restriction set forth in Deed of record in Book 4546, Page 287, in the Register's Office of Davidson County, Tennessee.

4. Terms and provisions of Declaration of Easements, Covenants, Conditions, Restrictions and Owners Association for Music Valley Planned Unit Development, by Jim B. Smith; Dorothy P. Smith; Corinne T. Oakes; William E. Oakes; Anita O. Tate; and Diane O. Pastore, of record in Book 9582, Page 690, in the Register's Office of Davidson County, Tennessee.

5. Deed of Conveyance from Music Valley Partners of Tennessee L.P. to The Metropolitan Government of Nashville and Davidson, of record in Book 11201, Page 721, in the Register's Office of Davidson County, Tennessee.

6. Deed of Conveyance from Music Valley Partners of Tennessee L.P. to The Metropolitan Government of Nashville and Davidson, of record in Book 11201, Page 772, in the Register's Office of Davidson County, Tennessee.

7. The following matters disclosed by an ALTA/NSPS Land Title Survey made by Denham Land Surveyors LLC for The Matthews Company on November 27, 2016, designated Job No. 13-03-06- 08002:

   a) Sign along northern boundary line encroaches into 10 foot drainage easement.
   b) Asphalt parking area, asphalt drive, concrete curbing and concrete sidewalk along northern boundary line encroach into 10 foot drainage easement.
   c) Asphalt parking area, asphalt drive and concrete curbing at southwest corner encroach into 10 foot public utility & drainage easement 5+/- feet by 189+/- feet.
   d) one-story stucco building and dumpster at southwest corner lie within the 20 foot building setback line.

e) Asphalt parking area, asphalt drive and concrete curbing at southeast corner encroach into 10 foot public utility & drainage easement 5+/- feet by 255+/- feet.
f) Fence for cell tower along southeast corner encroaches onto the property 1.5+/- feet by 24+/- feet.
g) Capped rebar along southeasterly corner found 1.25 feet inside the subject boundary line.
h) Asphalt parking area, asphalt drive and concrete curbing at northeast corner encroach into 20 foot public utility & drainage easement 34+/- feet by 18+/- feet.

8. Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing:
Trustor: Opryland Hospitality I, LLC, a Delaware limited liability company
Trustee: Mark Lee, a resident of Shelby County, Tennessee
Beneficiary: BMO Harris Bank, N.A., as Agent
Original Amount: $12,805,000.00
Dated: _____, 2018
Recorded: _____, 2018
Recording No.: _____

True Copy Certification

I, Jennifer Wong, 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 New York

County of New York

Personally appeared before me, [~~Name of Notary~~] Despina Manoloudas, a notary public for this county and state, [~~name of person making certification~~] who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Jennifer Wong

Notary's Signature

My Commission Expires: _____
Notary' Seal (if on paper)

Despina Manoloudas
Notary Public, State of New York
No. 02MA6298918
Qualified in Queens County
Commission Expires Mar. 17, 2022