Karen Y Johnson Davidson County
Batch# 183554 DEEDWARRSP
01/14/2019 10:58:30 AM 6 pgs
Fees: $33.00 Taxes: $51,800.00
20190114-0003543

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Nashland LL, LP c/o Innovatus Capital Partners, LLC 777 Third Avenue, 25th Floor New York, New York 11017	Tax Map and Parcel: 10700011200 and 09500010800	Nashland LL, LP c/o Innovatus Capital Partners, LLC 777 Third Avenue, 25th Floor New York, New York 11017

This instrument prepared by:

Maynard, Cooper & Gale, P.C.
2400 Regions Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203

SPECIAL WARRANTY DEED

(FOR LAND ONLY)

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **BNA HIGHLAND RIDGE, LLC**, a Delaware limited liability company ("**Grantor**"), has bargained and sold, and by these presents transfers and conveys to **NASHLAND LL, LP**, a Delaware limited partnership ("**Grantee**"), Grantee's successors and assigns, that certain tract of land situated in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto and made a part hereof (the "**Land**"), together with all the rights and appurtenances belonging or in any way appertaining to the Land, but expressly excluding all buildings, structures, fixtures and other improvements located on the Land (collectively, the "Improvements").

This conveyance is of the Land only and shall not be construed as a conveyance of the Improvements located on the Land.

This conveyance of the Land, and all covenants and warranties contained herein, are made expressly subject only to the matters described on **Exhibit B**, attached hereto and incorporated herein by reference (the "**Permitted Encumbrances**").

TO HAVE AND TO HOLD the Land, with all appurtenances, estate, title, and interest thereto belonging to Grantee, Grantee's successors and assigns, forever.

The Land conveyed herein is at 555 and 565 Marriott Drive, Nashville, Tennessee.

Grantor covenants with the Grantee, its successors and assigns, that Grantor is seized and possessed of the Land, Grantor has the right to convey the Land, and the Land is free from all encumbrances made or suffered by Grantor, except the Permitted Encumbrances.

Grantor covenants and binds itself and its successors and assigns, to warrant and forever defend the title to the Land to Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor (but not otherwise), except claims arising under or by virtue of the Permitted Encumbrances.

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed this 11 day of January, 2019.

GRANTOR:

BNA HIGHLAND RIDGE, LLC,
a Delaware limited liability company

By Real Estate Opportunity Partners, LLC
Its Manager

By: _____
Name: Terry L. Halleman
Its: President

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON) Kimberly L Clay

Personally appeared before me, ~~Terry L Halleman~~, the undersigned, a Notary Public in and for said County and State aforesaid, Terry L. Halleman, who is the President of Real Estate Opportunity Partners, LLC, the Manager of BNA HIGHLAND RIDGE, LLC, a Delaware limited liability company, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he/she executed the within instrument for the purposes contain therein, in his/her capacity as the President of Real Estate Opportunity Partners, LLC, which is the Manager of BNA HIGHLAND RIDGE, LLC.

WITNESS my hand and seal at office in Brentwood, Tennessee, on this the 9 day of January, 2019.

_____
Notary Public

My Commission Expires:
12-1-2020

Kimberly L Clay
STATE OF TENNESSEE NOTARY PUBLIC
County of Rutherford

04667201.3

EXHIBIT A

DESCRIPTION OF LAND

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

Parcel One:

Tract 1:
Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of Section One, Highland Ridge, as shown on plat of record in Plat Book 5800, page 19, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Tract 2:
Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Section Two, Highland Ridge, as shown on plat of record in Plat Book 5800, page 183, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Parcel Two:

Easement(s) benefitting Tracts 1 and 2 under Declaration of Reciprocal Easements and Restrictive Covenants of record in Book 6055, page 777; as amended and restated in Book 6408, page 640; rerecorded in Book 6409, page 17, Register's Office for Davidson County, Tennessee.

Parcel Three:

Easement(s) benefitting Tracts 1 and 2 under Restrictive Covenants and Easements of record in Book 7713, page 578.

BEING a portion of the property conveyed to BNA Highland Ridge, LLC, a Delaware limited liability company by deed from FRDGS Highland Ridge, LLC, a Delaware limited liability company of record in Instrument No. 201702010010873, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED ENCUMBRANCES

1. Taxes and assessments for the year 2019 and subsequent years, not yet due and payable.

2. All matters shown on plat of record in Plat Book 5800, page 19 and Plat Book 5800, page 183, in the Register's Office of Davidson County, Tennessee, as shown on ALTA/NSPS Land Title Survey prepared by Ted J. Stevenson II of Ragan-Smith Associates, Inc., dated January 8, 2019 as Job No. 73260, Highland Ridge Lot 1, (the "Survey Lot 1").

3. Restrictive Covenants of record in Book 5762, page 691, Register's Office for Davidson County, Tennessee, as shown on the Survey.

4. Declaration of Reciprocal Easements and Restrictive Covenants of record in Book 6055, page 777; as amended by Amended and Restated Declaration of Reciprocal Easements and Restrictive Covenants of record in Book 6408, page 640; as rerecorded in Book 6409, page 17, Register's Office for Davidson County, Tennessee.

5. Storm Water Detention Agreement of record in Book 5858, page 316, Register's Office for Davidson County, Tennessee.

6. Development Agreement of record in Book 5762, page 677, Register's Office for Davidson County, Tennessee.

7. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 6010, page 732, Register's Office for Davidson County, Tennessee, as shown on the Survey.

8. Restrictive Covenants and Easement of record in Book 7713, page 578, Register's Office for Davidson County, Tennessee.

9. Rights of parties in possession, as tenants only under unrecorded lease agreements.

10. The following facts, rights, interests or claims arising out of matters shown on Survey Lot 1: Evidence of gas line, water line, drainage structure crossings without the benefit of a known or recorded easement.

11. The following facts, rights, interests or claims arising out of matters shown on ALTA/ACSM Land Title Survey prepared by Ted J. Stevenson II of Regan-Smith Associates, Inc., dated January 8, 2019 as Job No. 73260, Highland Ridge Lot 2, (the "Survey Lot 2"):
a. Evidence of curbing and drainage crossings without the benefit of a known or recorded easement;
b. Encroachment of parking spaces and driveway over 6 foot and 15 foot parking and driveway setback lines.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater for this transfer is $14,000,000.00.

Affiant

Subscribed and sworn to before me this the 9 day of January, 2019.

Notary Public

My Commission Expires: 12-1-2026

Kimberly L Clay
STATE OF TENNESSEE NOTARY PUBLIC
County of Rutherford

04667201.3

True Copy Certification

I, Juanita Chandler do hereby make oath that I am 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 Will

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

OFFICIAL SEAL
HEATHER R. PETERSON
Notary Public - State of Illinois
My Commission Expires 10/05/2019

Notary's Signature

My Commission Expires: 10/5/2019
Notary' Seal (if on paper)