Karen Johnson Davidson County
Batch# 185000 DEEDWARRSP
01/17/2019 12:18:30 PM 5 pgs
Fees: $28.00 Taxes: $46,794.20
20190117-0005063

This Instrument Prepared By:
Benjamin H. Southard
Worman Law Group, PLLC
2000 Richard Jones Road, Suite 240
Nashville, Tennessee 37215

SPECIAL WARRANTY DEED

ADDRESS OF NEW OWNER	SEND TAX BILLS TO	MAP/PARCEL NO.
W 401 Broadway LLC 315 Central Avenue Lawrenceville, New York 11559	[SAME]	09306401000

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **TOWER 401 BROADWAY, LLC**, a Delaware limited liability company ("Grantor"), has bargained and sold, and by these presents does hereby transfer and convey unto **W 401 BROADWAY LLC**, a Tennessee limited liability company ("Grantee"), its successors and assigns, all of Grantor's right, title and interest in and to certain real property lying and being situated in Davidson County, Tennessee (the "Property") more particularly described as follows, to wit: See **Exhibit A.**

The Property is improved real property located in Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining, to the said Grantee, its successors and assigns, forever.

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.

Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property against the lawful claims of all persons claiming by, through or under Grantor, but no further or otherwise, subject however to the matters set forth on Exhibit B.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater for this transfer is $12,647,080.00.

Affiant

Subscribed and sworn to before me this the 15 day of January, 2019.

Kara Tiffany Keppel
State of New York - County of Queens
Commission 01KE6153677
01/07/2015 - 01/07/23

Notary Public

My Commission Expires: 1/7/2023

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 17th day of January, 2019.

GRANTOR:

TOWER 401 BROADWAY, LLC, a
Delaware limited liability company

By: Tower Music City II, LLC
Its: Sole Member

By: Tower Investments, LLC
Its: Sole Member

By: Tower Management Group, Inc.
Its: Manager

By: _____
Stephen Marks, Jr., its SVP and Secretary

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 YOLO)

On January 14, 2019, before me, Jocelyn Hernandez-Roper, notary public, personally appeared Stephen Marks, Jr., who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by on his signature on the instrument the person or the entity upon behalf of which the person 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.

Signature J Hernandez-Roper
Notary Seal
Commission Expires 05/13/2020

JOCELYN M. HERNANDEZ-ROPER
Notary Public - California
Yolo County
Commission # 2152878
My Comm. Expires May 13, 2020

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot No. 1 on the Final Plat of 401 Broadway of record in Instrument No. 20180307-0021393, Register's Office for Davidson County, Tennessee, reference to which is hereby made for a more complete description of said lot.

Being part of the same property conveyed to Tower 401 Broadway, LLC, a Delaware limited liability company, by Quitclaim Deed of record as Instrument No. 20100119-0004330, in the Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

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 Instrument No. 201803070021393, in the Register's Office of Davidson County, Tennessee.

3. Restrictive Covenants for the Capital Mall Redevelopment Project of record in Book 7423, page 374, Book 8027, page 865; Book 8421, page 587, Book 9208, page 613; Ordinance No. 097-755, as also recorded in Book 10512, page 464; Ordinance No. 098-1187; Ordinance No. BL2002-1033, also recorded in Instrument No. 200206260076795; and Instrument No. 200501240008719, in the Register's Office for Davidson County, Tennessee.

4. Declaration of Easements and Covenants from Tower 401 Broadway, LLC, of record in Instrument No. 201803140023998; as amended by First Amendment to Declaration of Easements and Covenants of record in Instrument No. 201804160035439, in the Register's Office of Davidson County, Tennessee.

5. Rights of 401 Food, LLC, as tenant only, under that certain unrecorded Amended and Restated Lease Agreement dated as of January 1, 2009, as amended by that certain First Amendment to Lease Agreement dated February 22, 2010, that certain Second Amendment to Lease Agreement dated August 15, 2016, that certain Third Amendment to Lease dated August 14, 2017, that certain Fourth Amendment dated February 23, 2018, and that certain Fifth Amendment dated December 18, 2019, by and between Tower 401 Broadway, LLC, as lessor, and 401 Food, LLC, as lessee.

6. 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 Tony Reasons II, RLS No. 1665, of The Reason Company via Bock and Clark on December 14, 2018, last revised on December 31, 2018, designated 201805087:

    a. Canopies and sign encroach over north and east property boundaries along Broadway and 4th Avenue.

    b. Canopy encroaches over west property boundary onto adjacent tract.

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:

