This Instrument Prepared By:
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Karen Johnson Davidson County
Batch# 213079 DEEDWARRSP
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Fees: $38.00 Taxes: $49,703.34
20190402-0029949

# SPECIAL WARRANTY DEED

| ADDRESS OF NEW OWNER: | SEND TAX BILLS TO: | MAP/PARCEL NO.: |
|---|---|---|
| c/o Wexford Lodging Advisors, LLC<br>109 N. Prospect Street<br>Suite A<br>Granville, Ohio 43023<br>Attention: John P. Rosen | Nashville Airport Hotel I Investors, L.L.C.<br>c/o Wexford Lodging Advisors, LLC<br>109 N. Prospect Street<br>Suite A<br>Granville, Ohio 43023<br>Attention: John P. Rosen | 09507015500 |

This indenture is made and entered into this 29th day of March, 2019, by and between NASHVILLE VENTURES, LLC, a Georgia limited liability company ("GRANTOR") and NASHVILLE AIRPORT HOTEL I INVESTORS, L.L.C., a Delaware limited liability company ("GRANTEE").

For and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby sell, transfer and convey unto Grantee, its successors and assigns, the tract or parcel of land situated in Davidson County, Tennessee more particularly described on **Exhibit A** attached hereto and incorporated herein by this reference, together with all improvements, buildings and structures located thereon (the "Property").

The Property is improved property known as the DoubleTree Suites – Nashville Airport, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the above-described Property, together with all rights, titles, interests, easements, appurtenances, and hereditaments thereto appertaining, to Grantee, its [heirs,] successors and assigns forever in fee simple.

Grantor does hereby covenant with Grantee that Grantor is lawfully seized and possessed in fee simple of the aforedescribed real property; that it has a good right to sell and convey the same; that the same is unencumbered, except for those certain matters and conditions identified on **Exhibit B** attached hereto (the "Permitted Encumbrances"), and Grantor, and its successors and assigns, will warrant and forever defend the title to said real property to Grantee, its heirs, successors and assigns, against the lawful claims of all persons claiming by, through or under said Grantor (other than the Permitted Encumbrances), but not further or otherwise, provided, however, that this conveyance is subject to the Permitted Encumbrances.

[SIGNATURE CONTINUED ON NEXT PAGE]

In Witness Whereof, Grantor has set its hand as of the date first above-written.

NASHVILLE VENTURES, LLC,
a Georgia limited liability company

By:_____
Name: Robert S. Cole
Title: President

STATE OF GEORGIA )
)
COUNTY OF Fulton )

Before me, the undersigned authority, a Notary Public in and for the aforesaid state and county, personally appeared Robert S. Cole, to me known to be the person(s) described therein (or who proved to me to be the same on a satisfactory basis) and who acknowledged him or herself to be the President of **Nashville Ventures, LLC,** a Georgia limited liability company, being authorized to execute the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by him or herself as such officer.

Witness my hand and seal at office in the aforesaid state and county this 19th day of March, 2019.

*SEAL*

CAROL A. TWARDOCH NOTARY PUBLIC COBB COUNTY, GA
My Commission Expires May 4, 2020

_____
NOTARY PUBLIC

COMMISSION EXPIRES: 5-4-20

OATH: I, the undersigned affiant, do hereby swear or affirm that the actual consideration for transfer or the value of the property being transferred, whichever is greater, is $13,433,335.00.

AFFIANT

SWORN TO AND SUBSCRIBED BEFORE ME THE UNDERSIGNED THIS 19th DAY OF March, 2019.

NOTARY PUBLIC
COMMISSION EXPIRES: 5-4-20

*SEAL*

CAROL A. TWARDOCH NOTARY PUBLIC COBB COUNTY, GA My Commission Expires May 4, 2020

[Signature Page to Special Warranty Deed]

EXHIBIT "A" to Deed

LEGAL DESCRIPTION

Being a parcel of land in the First (1st) Civil District of Nashville, Davidson County, Tennessee, located east of Briley Parkway and east of Atrium Way and the property conveyed to PC Development Limited Partnership, as of record in Deed Book 7134, Page 443, Register's Office for Davidson County, Tennessee, also being Lot No. 2, as shown on the Plan of Reflections Executive Office Park, of record in Plat Book 6900, Page 21, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a new iron rod in the easterly margin of Atrium Way, 3000 feet, more or less, from Elm Hill Pike, being the most southwesterly corner of the property known as Pickett Inn, said point also being the most northwesterly common corner with Cloverdale Subdivision as of record in Book 2133, Page 9, Register's Office for Davidson County, Tennessee; thence with the easterly margin of Atrium Way with a curve to the left having a central angle of 12 deg. 17'37", a radius of 2,430.00 feet and a chord of North 23 deg. 09'18" East 520.39 feet for a distance of 521.39 feet to an old iron rod; thence leaving said easterly margin South 69 deg. 20'19" East, 299.46 feet to a new iron rod in the westerly line of Merry Oaks Subdivision of record in Book 1835, Page 68, Register's Office for Davidson County, Tennessee; thence with said westerly line South 05 deg. 36'55" West, 420.00 feet to a new iron rod in the northerly boundary of Cloverdale Subdivision as of record in Book 2133, Page 9, Register's Office for Davidson County, Tennessee; thence with said northerly boundary the following calls: South 48 deg. 24'55" West, 18.71 feet to a new iron rod; South 85 deg. 17'55" West, 71.81 feet to a new iron rod; South 40 deg. 49'55" West, 113.40 feet to a new iron rod; thence South 72 deg. 13'09" West, 68.17 feet to a new iron rod; thence North 82 deg. 24'34" West, 55.17 feet to an old 14" stump; thence North 41 deg. 33'54" West, 183.34 feet to a new iron rod; thence North 76 deg. 34'17" West, 37.80 feet to a new iron rod; thence North 19 deg. 37'47" West, 17.90 feet to the Point of Beginning.

Being the same property conveyed to Nashville Ventures, LLC, a Georgia limited liability company, by Special Warranty Deed of record in Instrument No. 2003073 1-0108757, in the Register's Office of Davidson County, Tennessee.

EXHIBIT "B" to Deed

PERMITTED EXCEPTIONS

1. General and special taxes and assessments for the year 2019 and subsequent years, not yet due and payable.

2. All matters affecting the property conveyed herein that are reflected in that certain ALTA/NSPS Land Title Survey of such property dated January 28, 2019, last revised March 3, 2019, by Tony Reasons II of The Reasons Company, Registered Land Surveyor No. 1665.

3. Subject to all matters shown on the Plan of record in Plat Book 6900, Page 21, Register's Office for Davidson County, Tennessee, including but not limited to: a 10 foot Public and Utility Drainage Easement and a 17.5 foot Landscape Easement along easterly lot line, a 20 foot sanitary sewer easement, and a 20 foot storm easement across southerly portion of lot, and a 10 foot sewer easement and a 17.5 foot landscape easement along broken southerly lot line; a 20 foot storm easement and a 20 foot minimum building setback line along westerly lot line; an owner's certificate which provide, in party, that "no lot or lots as shown herein shall again be subdivided, resubdivided, altered or changed so as to produce less area than hereby established until otherwise approved by the Metropolitan Planning Commission and under no condition shall such lot or lots be made to produce less area than prescribed by the restrictive covenants of record in Book 6306, page 80, Register's office, Davidson County, Tennessee".

4. Terms, provisions, covenants, conditions, restrictions, easement, charges, assessments and liens provided in the Declaration of Covenants, Conditions and Restrictions for The Atrium of record in Book 6306, Page 80, amended in Book 6363, Page 442 Register's Office for Davidson County, Tennessee, but omitting any covenants, condition, or restriction, if any, based on race, color, religion, sex, handicap, familial status or national origin unless and only to the extent that the covenant, condition or restriction (a) is exempt under Title 42 of the United States Code, or (b) relates to handicap but does not discriminate against handicapped persons.

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