Karen Johnson Davidson County
Batch# 249741 DEEDWARRSP
06/27/2019 02:46:30 PM 6 pgs
Fees: $33.00 Taxes: $126,540.00
20190627-0062625

This instrument prepared by and after recording return to:

SWVP-NY P4/5 Tower One LLC
c/o Southwest Value Partners
12770 El Camino Real, Suite 200
San Diego, CA 92130

SPECIAL WARRANTY DEED

Address New Owner(s) as follows:	Send Tax Bills To:	Tax Map/Parcel IDs:
SWVP-NY P4/5 Tower One LLC c/o Southwest Value Partners 12770 El Camino Real, Suite 200 San Diego, CA 92130	SWVP-NY P4/5 Tower One LLC c/o Southwest Value Partners 12770 El Camino Real, Suite 200 San Diego, CA 92130	09305018600

FOR AND IN CONSIDERATION of the sum of Ten Dollars and No/100 ($10.00), cash in hand paid by Grantee and other good and valuable consideration accepted as cash, the receipt and sufficiency of which are hereby acknowledged, **UPTOWN PROPERTY HOLDINGS LLC,** a Delaware limited liability company (hereinafter collectively referred to as "Grantor"), herein this day has bargained and sold, and does hereby transfer and convey, unto **SWVP-NY P4/5 TOWER ONE LLC,** a Delaware limited liability company (hereinafter referred to as "Grantee"; the terms "Grantor" and "Grantee" to include their respective heirs, legal representatives, successors and assigns where the context requires or permits), the following described real property, to wit:

> ALL THAT TRACT OR PARCEL of improved land lying and being in Davidson County, Tennessee, being more particularly described on **Exhibit "A"** attached hereto (the "Land"); TOGETHER WITH any and all improvements, appurtenances, rights, privileges and easements benefiting, belonging or pertaining to the Land, and any right, title and interest of Grantor in and to any land lying in the bed of any street, road or highway in front of or adjoining said Land, together with any strips or gores relating to the Land (the Land and the foregoing rights, easements and appurtenances being hereinafter collectively referred to as the "Property").

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

AND 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.

AND Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful

claims of all persons claiming by, through or under Grantor, but no further or otherwise, subject however to all real estate taxes not yet delinquent; covenants, conditions, restrictions, easements, rights of way and other matters of record; applicable laws, ordinances, statutes, orders, requirements and regulations to which the Property is subject, including, without limitation, all building, zoning and environmental laws and requirements; and any state of facts which a new or updated survey or physical inspection of the Property might disclose.

BY ACCEPTANCE OF THIS SPECIAL WARRANTY DEED, GRANTEE ACKNOWLEDGES THAT GRANTOR HAS NOT MADE AND DOES NOT MAKE ANY REPRESENTATIONS OR WARRANTIES AS TO THE PHYSICAL CONDITION, OR ANY OTHER MATTER AFFECTING OR RELATED TO THE PROPERTY (OTHER THAN WARRANTIES OF TITLE AS PROVIDED AND LIMITED HEREIN). BY ACCEPTANCE OF THIS SPECIAL WARRANTY DEED, GRANTEE EXPRESSLY AGREES THAT TO THE MAXIMUM EXTENT PERMITTED BY LAW, THE PROPERTY IS CONVEYED "AS IS, WHERE IS, WITH ALL FAULTS," AND GRANTOR EXPRESSLY DISCLAIMS, AND GRANTEE, BY ACCEPTANCE OF THIS SPECIAL WARRANTY DEED, ACKNOWLEDGES AND ACCEPTS THAT GRANTOR HAS DISCLAIMED ANY AND ALL REPRESENTATIONS, WARRANTIES OR GUARANTIES, OF ANY KIND, ORAL OR WRITTEN, EXPRESS OR IMPLIED (EXCEPT AS TO TITLE AS HEREIN PROVIDED AND LIMITED), CONCERNING THE PROPERTY, INCLUDING, WITHOUT LIMITATION, (i) THE VALUE, CONDITION, MERCHANTABILITY, HABITABILITY, MARKETABILITY, PROFITABILITY, SUITABILITY OR FITNESS FOR A PARTICULAR USE OR PURPOSE OF THE PROPERTY, (ii) THE SUITABILITY OF THE PROPERTY FOR ANY AND ALL ACTIVITIES AND USES WHICH GRANTEE OR ANYONE ELSE MAY CONDUCT THEREON, (iii) THE ENVIRONMENTAL CONDITION OF THE PROPERTY AND (iv) THE COMPLIANCE OF THE PROPERTY WITH APPLICABLE LAWS AND REGULATIONS.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 26 day of June, 2019.

GRANTOR:

UPTOWN PROPERTY HOLDINGS LLC,
a Delaware limited liability company

By: _____
Name: Mark Schlossberg
Title: Authorized Representative

CALIFORNIA ACKNOWLEDGMENT

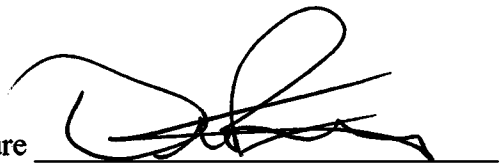
A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

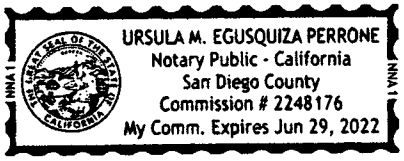
STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN DIEGO)

On June 24, 2019, before me, Ursula M. Egusquiza Perrone, personally appeared Mark Schlossberg, 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 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 



(Seal)

[*Affidavit of Consideration on Following Page*]

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I hereby swear and affirm that the actual consideration for this transfer, or value of the property transferred, whichever is greater, is $ 34,200,000.00, which is equal to or greater than the amount the property transferred would command at a fair and voluntary sale.

Affiant

Sworn to and subscribed before me,
this 26 day of June, 2019.

NOTARY PUBLIC

My Commission Expires: 6/21/2021

JODEAN M. KING
STATE OF TENNESSEE NOTARY PUBLIC
ROBERTSON COUNTY

EXHIBIT "A"
LEGAL DESCRIPTION

LAND in Davidson County, Tennessee, being Lot No. 3 on the Revision 1 Lot 2 Nashville Yards Subdivision of Parcel 1, as shown on plat of record in Plat Instrument No. 20190307-0020978, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description of the property.

Being a portion of the property conveyed to Grantor by Quitclaim Deed from LifeWay Christian Resources of the Southern Baptist Convention of record under Document #20151125-0119535, Register's Office of Davidson County, Tennessee.

Included in the above described property but expressly excluded therefrom is that portion conveyed as air rights to the Metropolitan Government of Nashville and Davidson County, Tennessee by Warranty Deed of record in book 8463, page 479, 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 therewith and that this is a true and correct copy of the original documents executed and authenticated according to law.

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Jodean M. King, 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: 6/21/2021

Notary Seal:

