Karen Johnson Davidson County
Batch# 299616 DEEDWARRSP
10/11/2019 10:11:30 AM 9 pgs
Fees: $48.00 Taxes: $316,350.00
20191011-0104386

PREPARED BY AND WHEN RECORDED RETURN TO:

Sutton, Pakfar & Courtney LLP
450 N. Roxbury Drive, Suite 700
Beverly Hills, CA 90210
Attention: Nader Pakfar

Responsible Taxpayer:

AGL Highland Ridge Owner LLC
c/o Lincoln Property Company
424 Church Street, Suite 2100
Nashville, Tennessee 37219
Attention: Tyler Jones

Tax I.D. Map 09500002800 and
0950001100
Davidson County, Tennessee

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made this 9th day of October, 2019, by and among **GAEDEKE HOLDINGS, LTD.**, a Texas limited partnership (the "**Grantor**") whose address is 3710 Rawlins Street, Suite 1100, LB 24 Dallas, Texas 75219 and **AGL HIGHLAND RIDGE OWNER LLC**, a Delaware limited liability company (the "**Grantee**"), whose address is 245 Park Ave., 26th Floor, New York City, New York 10167.

WITNESSETH:

That, for and in consideration of the sum of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee, those certain parcels of land situate, lying and being in Davidson County, Tennessee being more particularly described on Exhibit A-1 and Exhibit A-2 attached hereto and made a part hereof (the "**Land**").

TOGETHER WITH all right, title and interest of Grantor in (i) any and all structures and improvements on the Land; (ii) any land lying in the bed of any street or highway, opened or proposed, in front of or adjoining the Land; and (iii) all easements, rights of way, privileges, licenses, appurtenances and other rights and benefits belonging to, running with the owner of, or in any way related to the Land.

TO HAVE AND TO HOLD, the same in fee simple forever.

This is improved property with street addresses of 545 Marriott Drive and 535 Marriott Drive, Nashville, Tennessee.

SUBJECT TO the matters reflected on the attached Exhibit B (the "**Permitted Exceptions**"), without reimposing same.

When Recorded Return To:
First American Title Insurance Company
National Commercial Services
666 Third Avenue
New York, NY 10017
File No: NCS 958374

AND Grantor covenants that Grantor's lawfully seized of such land in fee simple; that Grantor has lawful right and authority to sell and convey such land; and that Grantor fully warrants the title to the said land and will defend the same against the lawful claims of persons whomsoever claiming by, through or under Grantor, but not otherwise; EXCEPT FOR and SUBJECT TO the Permitted Exceptions.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the date first above written.

GRANTOR:

GAEDEKE HOLDINGS, LTD.,
a Texas limited partnership

By: Gaedeke Investments, Inc.,
a Delaware corporation,
its General Partner

By: _____
Name: GLENN LICKSTEIN
Title: VICE PRESIDENT

STATE OF TEXAS)
)
COUNTY OF DALLAS)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared GLENN LICKSTEIN, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself/herself to be the VICE PRESIDENT of Gaedeke Investments, Inc., a Delaware corporation, as general partner of **GAEDEKE HOLDINGS, LTD.**, a Texas limited partnership, the within named bargainor, and that he/she as such GLENN LICKSTEIN, being authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself/herself as its VICE PRESIDENT

Witness my hand and seal at office this 8 day of October, 2019.

_____
Notary Public
My Commission Expires: MARCH 22, 2021

DEBRA J. MARSHALL
Notary Public, State of Texas
Comm. Expires 03-22-2021
Notary ID 8702996

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $85,500,000.00.

Affiant
Name: GLENN LICKSTEIN

Subscribed and sworn to before me this 8 day of October, 2019.

Notary Public

My Commission Expires:

MARCH 22, 2021

DEBRA J. MARSHALL
Notary Public, State of Texas
Comm. Expires 03-22-2021
Notary ID 8702996

EXHIBIT A-1

Property Description

TRACT 1:

BEING LOT 3, ON PLAN OF SECTION THREE, HIGHLAND RIDGE, AS SHOWN ON PLAT OF RECORD IN BOOK 6200, PAGE 136, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS MADE FOR A MORE DETAILED DESCRIPTION.

BEING THE SAME PROPERTY CONVEYED TO GAEDEKE HOLDINGS, LTD., A TEXAS LIMITED PARTNERSHIP, BY DEED FROM LASALLE FUND III, A GROUP TRUST, OF RECORD IN BOOK 10179, PAGE 165, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

EXHIBIT A-2

Property Description

TRACT 2:

BEING LOT 4, ON THE PLAN OF LOT "4" - SECTION FOUR, HIGHLAND RIDGE, AS SHOWN ON PLAT OF RECORD IN BOOK 8250, PAGE 986, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS MADE FOR A MORE DETAILED DESCRIPTION.

BEING THE SAME PROPERTY CONVEYED TO GAEDEKE HOLDINGS, LTD., A TEXAS LIMITED PARTNERSHIP, BY DEED FROM LASALLE FUND III, A GROUP TRUST, OF RECORD IN BOOK 10179, PAGE 165, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B

Permitted Exceptions

1. Matters disclosed on that certain ALTA/NSPS Survey prepared by Michael R. Williams, TN PLS No.1906 for HFR Design, dated 08/03/2012, last revised 05/29/2019, designated as Project No. 20199092 (the "Survey"): NONE

2. Any claims to (a) ownership of or rights to minerals and similar substances, including but not limited to ores, metals, coal, lignite, oil, gas, uranium, limestone, clay, rock, sand, and gravel located in, on, or under the Land or produced from the Land, whether such ownership or rights arise by lease, grant, exception, conveyance, reservation, or otherwise; and (b) any rights, privileges, immunities, rights of way, and easements associated therewith or appurtenant thereto, whether or not the interests or rights expedited in (a) or (b) appear in the Public Records.

3. Taxes and assessments for the year 2019 and subsequent years, a lien not yet due and payable.

4. All matters shown on plat(s) of record in Book 5200, Page 375; Book 6200, Page 136; and Book 8250, Page 986, in the Register's Office of Davidson County, Tennessee, and as approximately shown on the Survey.

5. Terms and provisions of Development Agreement by and between Marriott Corporation and Jerry Carroll and John W. Eakin, of record in Book 5762, Page 677, in the Register's Office of Davidson County, Tennessee.

6. Terms and provisions of Restrictive Covenants - Nashville Marriott Hotel and Highland Ridge Office Center by Marriott Corporation, of record in Book 5762, Page 691, in the Register's Office of Davidson County, Tennessee.

7. Terms and provisions of Amended and Restated Declaration of Reciprocal Easements and Restrictive Covenants by Highland Ridge Properties and Highland Ridge Properties Phase I, of record in Book 6408, Page 640, re-recorded in Book 6409, Page 17, in the Register's Office of Davidson County, Tennessee.

8. Terms and provisions of Storm Water Detention Agreement by and between Highland Ridge Properties Phase III and The Metropolitan Government of Nashville and Davidson County, of record in Book 6486, Page 270, in the Register's Office of Davidson County, Tennessee.

9. Terms and provisions of Restrictive Covenants and Easement by Highland Ridge Properties; LaSalle Fund III; and Highland Ridge Properties Phase III, of record in Book 7713, Page 578, in the Register's Office of Davidson County, Tennessee.

10. Terms and provisions of Declaration of Restrictions and Covenants for Stormwater Facilities Systems by Gaedeke Holdings, Ltd., of record in Instrument No. 201808170081660, in the Register's Office of Davidson County, Tennessee.

11. Rights of tenants in possession, as tenants only, under unrecorded leases.

True Copy Certification

I, Sherri Doulin, 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.

Sherri Doulin
Signature

State of New York

County of New York

Personally appeared before me, [Name of Notary], 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.

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