Karen Johnson Davidson County
Batch# 332920 DEEDWARRSP
12/20/2019 02:50:07 PM 11 pgs
Fees: $58.00 Taxes: $307,840.00
20191220-0131706

THIS DOCUMENT PREPARED BY:
Jeffrey P. Gray
Barnes & Thornburg LLP
One North Wacker Drive, Suite 4400
Chicago, Illinois 60606

New Owner/Responsible Taxpayer	Send Tax Bill To:	Map & Parcel Nos.:
One Metrocenter Holdings, LLC c/o BC Property Investments LLC 4500 Biscayne Blvd, Suite 200 Miami, Florida 33137	(same)	Map 081-04, Parcel 221

STATE OF ILLINOIS)
COUNTY OF COOK)

The actual consideration or value, whichever is greater, for this transfer is $83,200,000.00.

Affiant

Subscribed and sworn to before me, this the 19 day of December, 2019.

Notary Public

My Comm. Expires: 09-05-21

OFFICIAL SEAL
BRANDON MEDLEY
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES 09/05/21

SPECIAL WARRANTY DEED

This Indenture is made to be effective as of December 20, 2019, by and between METROCENTER APARTMENTS X LLC, a Delaware limited liability company, as to an undivided 27.5211% tenant in common interest; METROCENTER APARTMENTS XI LLC, a Delaware limited liability company, as to an undivided 41.2817% tenant in common interest; METROCENTER APARTMENTS E LLC, a Tennessee limited liability company, as to an undivided 6.3378% tenant in common interest; METROCENTER APARTMENTS G LLC, a Tennessee limited liability company, as to an undivided 12.0000% tenant in common interest; METROCENTER APARTMENTS W LLC, a Tennessee limited liability company, as to an undivided 6.4297% tenant in common interest; and METROCENTER APARTMENTS F LLC, a Florida limited liability company, as to an undivided 6.4297% tenant in common interest (the "Grantors"), and One Metrocenter Holdings, LLC, a Delaware limited liability company (the "Grantee").

WITNESSETH

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantors do hereby transfer and convey unto Grantee all of that certain real estate situated in the County of Davidson and State of Tennessee known and described in Exhibit A attached hereto and made a part hereof, together with all buildings, structures and improvements located thereon and all fixtures affixed thereto and all easements, rights and appurtenances pertaining to such property, including any right, title and interest of Grantors in and to adjacent streets, alleys or rights-of-way (collectively, the "Property").

This is improved property known as 45 Vantage Way, Nashville, Davidson County, Tennessee 37228. The address is believed to be accurate but such address is not part of the legal description. In the event of any discrepancy, the legal description herein shall control.

TO HAVE AND TO HOLD the Property unto Grantee, and to its successors and assigns, in fee simple forever, SUBJECT, HOWEVER, to the matters set forth on Exhibit B attached hereto and made a part hereof (the "Permitted Exceptions").

And Grantors, for themselves, and their successors, do covenant, promise and agree to and with Grantee, and to its successors and assigns that Grantors have not done or suffered to be done, anything whereby the Property hereby granted is, or may be, in any manner encumbered or charged, except as herein recited; and that, except for the Permitted Exceptions, they WILL WARRANT AND DEFEND, the title and quiet possession to the Property against all persons lawfully claiming, or to claim the same, by, against all persons.

[Signature pages follow]

IN WITNESS WHEREOF, the Grantors have each caused this instrument to be signed under seal in their respective limited liability company names by their respective duly authorized managers as of the day and year first above written.

METROCENTER APARTMENTS X LLC,
a Delaware limited liability company

By: Sherman Real Estate Fund X, LLC,
a Delaware limited liability company
its sole member

By: BES Apartments X, LLC,
a Delaware limited liability company
its manager

By: _____
Mark Putterman, Manager

State of Illinois County of Cook

I certify that the following person personally appeared before me this day, acknowledging to me that he voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: Mark Putterman

Date: December 11, 2019 _____
Official Signature of Notary

JOYCE VOJCAK
Official Seal
Notary Public - State of Illinois
My Commission Expires May 29, 2021

(Official Seal)

Joyce Vojcak
Notary's printed or typed name, Notary Public

My commission expires: May 29, 2021

METROCENTER APARTMENTS XI LLC,
a Delaware limited liability company

By: Sherman Real Estate Fund XI, LLC,
a Delaware limited liability company
its sole member

By: BES Apartments XI, LLC,
a Delaware limited liability company
its manager

By: _____
Mark Putterman, Manager

State of Illinois County of Cook

I certify that the following person personally appeared before me this day, acknowledging to me that he voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: Mark Putterman

Date: December 11, 2019

_____
Official Signature of Notary

JOYCE VOJCAK
Official Seal
Notary Public - State of Illinois
My Commission Expires May 29, 2021

Joyce Vojcak
Notary's printed or typed name, Notary Public

My commission expires: May 29, 2021

METROCENTER APARTMENTS E LLC,
a Tennessee limited liability company

By: _____
Ronald Emanuel, Managing Member

State of FLORIDA County of Collier

I certify that the following person personally appeared before me this day, acknowledging to me that he voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: ~~managing Member~~ Ronald Emanuel

Date: December 12th, 2019

_____
Official Signature of Notary

SAEGER OLSEN
Notary Public - State of Florida
Commission # GG 289272
My Comm. Expires Mar 25, 2023

(Official Seal)

Saeger Olsen
Notary's printed or typed name, Notary Public

My commission expires: 03-25-2023

METROCENTER APARTMENTS F LLC,
a Florida limited liability company

By: JSF Consulting, LLC,
a Florida limited liability company
its manager

By: _____
Jeffrey Lutin, Manager

State of FLORIDA County of PALM BEACH

I certify that the following person personally appeared before me this day, acknowledging to me that he voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: JEFFREY LUTIN

Date: 12/10/19, 2019

_____
Official Signature of Notary

WILLIAM F. BECKER JR
Notary's printed or typed name, Notary Public

(Official Seal)

WILLIAM F. BECKER, JR. MY COMMISSION EXPIRES JULY 21, 2021 #GG 103968 Bonded thru Notary Public Underwriters NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: 7/21/21

METROCENTER APARTMENTS G LLC,
a Tennessee limited liability company

By: Arbor Investment Management LLC,
a Delaware limited liability company
its manager

By: _____
Robert U. Goldman, Manager

State of ILLINOIS County of Cook

I certify that the following person personally appeared before me this day, acknowledging to me that he voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: Robert U. Goldman

Date: December 13, 2019 _____

Official Signature of Notary

MICAH F LANDSMAN

Notary's printed or typed name, Notary Public

(Official Seal)

My commission expires: 5/23/23

OFFICIAL SEAL
MICAH F LANDSMAN
NOTARY PUBLIC, STATE OF ILLINOIS
My Commission Expires May 23, 2023

METROCENTER APARTMENTS W LLC,
a Tennessee limited liability company

By: RM Manager, LLC,
a Delaware limited liability company
its manager

By: _____
Susan Wagner, Manager

State of Illinois County of Lake

I certify that the following person personally appeared before me this day, acknowledging to me that she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: ~~Manager of Manager~~ Susan Wagner

Date: December 10, 2019 Marilyn Rothschild

"OFFICIAL SEAL"
MARILYN ROTHSCHILD
Notary Public, State of Illinois
My Commission Expires 8/19/2022

Official Signature of Notary

Marilyn Rothschild
Notary's printed or typed name, Notary Public

(Official Seal)

My commission expires: 8-19-22

EXHIBIT A

LEGAL DESCRIPTION

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT 1 OF THE RESUBDIVISION OF LOT 1 OF THE RESUBDIVISION OF LOT 1 METROCENTER TRACT 10A AND TRACT 1 AND CONSOLIDATION OF PARCELS 203, 206, 207 & 208 ON PROPERTY MAP 81-04 AS OF RECORD IN INSTRUMENT NO. 20191022-0108355, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS HEREBY MADE FOR A MORE PARTICULAR DESCRIPTION OF SAID PROPERTY.

Being the same property conveyed to METROCENTER APARTMENT HOMES, LLC, a DELAWARE LIMITED LIABILITY COMPANY by deed from HORSEPOWER REALTY, LLC, a TENNESSEE LIMITED LIABILITY of record as Instrument No. 20140902-0079584, dated August 27, 2014, said Register's Office. METROCENTER APARTMENT HOMES, LLC, further conveyed said property by Quitclaim Deed to METROCENTER APARTMENTS X LLC, a DELAWARE LIMITED LIABILITY COMPANY, METROCENTER APARTMENTS XI LLC, a DELAWARE LIMITED LIABILITY COMPANY, METROCENTER APARTMENTS E LLC, a TENNESSEE LIMITED LIABILITY COMPANY, METROCENTER APARTMENTS W LLC, a TENNESSEE LIMITED LIABILITY COMPANY and METROCENTER APARTMENTS G LLC, a TENNESSEE LIMITED LIABILITY COMPANY, of record as Instrument No. 20160922-0099894, dated September 14, 2016, said Register's Office. METROCENTER APARTMENTS W LLC, a TENNESSEE LIMITED LIABILITY COMPANY, conveyed one-half (1/2) of its interest by Quitclaim Deed to METROCENTER APARTMENTS F LLC, a FLORIDA LIMITED LIABILITY COMPANY, of record as Instrument No. 20180103-0001077, dated December 31, 2017, said Register's Office.

INCLUDED BUT SPECIFICALLY EXCLUDED IS THE PROPERTY CONVEYED TO L & D HOSPITALITY, LLC, OF RECORD AS INSTRUMENT NO. 20191105-0114355, SAID REGISTER'S OFFICE.

EXHIBIT B

PERMITTED EXCEPTIONS

1. General or special taxes and assessments required to be paid in the year 2019 and subsequent years for Map-Par. 081-04-0-221.00.

   Davidson County taxes for 2019, Map-Par. 081-04-0-221.00, $634,238.29, UNPAID, a lien now due and payable, but not yet delinquent until March 1, 2020.

2. Matters shown on the Plan of record as Instrument No. 20191022-0108355, said Register's Office.

3. Right of Way Agreement to Nashville Gas & Heating Company, dated January 17, 1946, of record in Deed Book 1450, page 550, said Register's Office.

4. Easement to City of Nashville, dated January 7, 1957, of record in Deed Book 2634, page 124, said Register's Office.

5. Easement to City of Nashville, dated October 4, 1962, of record in Deed Book 3464, page 302, and modified as Instrument No. 20160927-0101703, said Register's Office.

6. Right-of-Way Easement to Colonial Pipeline Company, dated November 8, 1963, of record in Deed Book 3649, page 94, as amended in Deed Book 4873, page 406, said Register's Office.

7. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage, dated November 16, 1973, of record in Deed Book 4771, page 27, said Register's Office.

8. Declaration of Agreements, Charges, Assessments and Liens for Metrocenter Business Park, of record March 9, 1988, in Deed Book 7487, page 952, as amended in Deed Book 0602, page 499, said Register's Office.

9. Declaration of Restrictive Covenants of record in Deed Book 9420, page 176, said Register's Office.

10. Declaration of Restrictive Covenants for Stormwater Facilities and Systems of record as Instrument No. 20140822-0076891, said Register's Office.

11. Grant of Easement to Comcast of Nashville 1, LLC, of record as Instrument No. 20150225-0015978, said Register's Office.

12. Grant of Utility Line Easement to The Metropolitan Government of Nashville and Davidson County, Acting by and Through The Electric Power Board of Said Government, of record as Instrument No. 20150303-0018452, said Register's Office.

13. Agreement for Dedication of Easement and/or Public Street Right-of-Way of record as Instrument No. 20160428-0041407, said Register's Office.

14. All matters shown on the plat of survey by _____, Tenn. RLS No. ____, with Barge Design Solutions, Inc., dated September 4, 2007, last revised _____, and designated as File No. 3568605.