Karen Johnson Davidson County
Batch# 334344 DEEDWARRSP
12/26/2019 10:07:30 AM 6 pgs
Fees: $33.00 Taxes: $535,575.00
20191226-0132988

SPECIAL WARRANTY DEED

FROM: **FIFTH THIRD CENTER SUBSIDIARY, LLC**, a Delaware limited liability company

TO: **B9 NTN OFFICE OWNER LLC**, a Delaware limited liability company

This instrument was prepared by:
Thomas C. Gallagher Jr., Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004

Address of New Owner:
c/o Blackstone Real Estate Advisors, L.P.
345 Park Avenue
New York, NY 10154
Attn: Adam Leslie

Send Tax Bills To:
[Same]

Map/Parcel No.:
Map 93-6-1
Parcel 49

State of TEXAS)
)
County of DALLAS)

The actual consideration or value, whichever is greater, for this transfer is One Hundred Forty-Four Million, Seven Hundred Fifty Thousand and 00/100 Dollars ($144,750,000.00)

Affiant: Chad Duvall, Authorized Signatory of FIFTH THIRD CENTER SUBSIDIARY, LLC, a Delaware limited liability company

SUBSCRIBED AND SWORN TO before me, this 5th day of December, 2019.

YVONNE S. NATALE
My Notary ID # 1301424
Expires December 20, 2021

Yvonne S. Natale
Notary Public

My commission expires: 12-20-2021

[Signature Page – Special Warranty Deed[

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED (this "Deed") is dated and made as of December 19, 2019, by **Fifth Third Center Subsidiary, LLC**, a Delaware limited liability company ("Grantor"), with an address of c/o Goldman Sachs Realty Management, LLC, 2001 Ross Avenue, Suite 2800 Dallas, Texas 75201, to and in favor of **B9 NTN Office Owner LLC**, a Delaware limited liability company ("Grantee"), with an address of c/o Blackstone Real Estate Advisors, L.P., 345 Park Avenue, New York, NY 10154.

WITNESSETH:

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), Grantor by these presents does hereby grant, bargain, sell and convey unto Grantee, its successors and assigns, to have and to hold in fee simple, forever, the parcel of real property located in Davidson County, Tennessee, that is legally and particularly described in Exhibit A, attached hereto and incorporated herein by this reference (collectively, the "Property"), which Property conveyed hereby includes without limitation all existing improvements and fixtures located on, under or above the Property.

The Property is improved property known as 424 Church Street, Nashville, Tennessee 37219.

TOGETHER WITH all of Grantor's rights, title and interests in and to the ways, rights, privileges, appurtenances, easements and covenants appurtenant thereto and to any and all public and private streets, roadways, rights of way, any privately owned water and sewer lines serving the Property and any and all easements, covenants, rights of way, benefits, agreements, rights and appurtenances enjoyed by and/or benefitting the Property; and all estate, right, title, interest and claim either at law or in equity or otherwise however, of the Grantor in, to, or out of, the Property; the Grantee to have and to hold the interests in the Property conveyed hereby for the use and benefit of the Grantee, its successors and assigns, forever.

SUBJECT, HOWEVER to the matters set forth more particularly on Exhibit B attached hereto (the "Permitted Exceptions").

Grantor hereby covenants with said Grantee that Grantor is lawfully seized of the Property in fee simple; that Grantor has good right and lawful authority to sell and convey the Property; and that Grantor hereby warrants the title to the Property is free from all liens and encumbrance made

or suffered by Grantor except for the Permitted Exceptions. Grantor covenants that, subject to the Permitted Exceptions, Grantor will defend title to the Property against the lawful claims of all persons whomsoever claiming by, through or under Grantor but against none other.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be duly executed as its free act and deed for the uses and purposes herein contained as of the date first hereinabove written.

GRANTOR:

FIFTH THIRD CENTER SUBSIDIARY, LLC,
a Delaware limited liability company

By: _____

Name: Clay Duvall

Its: Authorized Signatory

STATE OF Texas)
)
COUNTY OF Dallas)

Before me, Yvonne S. Natale of the state and county aforementioned, personally appeared Clay Duvall, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be an Authorized Signatory of Fifth Third Center Subsidiary, LLC, the within named bargainor, a Delaware limited liability company, and that such person, as such Authorized Signatory, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by such person as Authorized Signatory.

Witness my hand and seal, this 5th day of December 2019.

Yvonne S. Natale
Notary Public

YVONNE S. NATALE
My Notary ID # 1301424
Expires December 20, 2021

My Commission Expires: 12-20-2021

[*Signature Page – Special Warranty Deed*]

EXHIBIT A

DESCRIPTION OF PROPERTY

The land is situated in the State of Tennessee, County of Davidson and is described as follows:

Land being in Nashville, Davidson County, Tennessee, being Lot No. 1, as shown on the plan of the Third National Bank Tower as recorded in Plat Book 5200, page 759, Register's Office for Davidson County, Tennessee, located in the northeast quadrant of the intersection of Church Street and 5th Avenue North and being more particularly described as follows:

Beginning at a P.K. nail in the northerly margin of Church Street and the easterly margin of 5th Avenue North, thence, with the easterly margin of 5th Avenue North, N 26 deg. 43' 17" W, 209.85 feet to a point;

Thence, leaving said margin and along or near the southerly line of the Arcade Company of record in Deed Book 3319, page 516, Register's Office for said County; N 63 deg. 16' 43" E, 171.30 feet to a point in the westerly line of Public Alley No. 65;

Thence, with the westerly margin of said alley, s 26 deg. 43' 17" E, 209.85 feet to a P.K. nail in the northerly margin of Church Street;

Thence, with said margin, S 63 deg. 16' 43" W, 171.30 feet to the Point of Beginning, containing 35,950 square feet or 0.83 acres, more or less.

Together with easements benefiting the above described real estate pursuant to the following:

Easements recorded in Book 6120, page 536, said Register's Office. (Easement I)

Skybridge Development, Construction, Maintenance and Easements Agreement of record in Book 6127, page 553, as recorded in Book 7656, page 743, said Register's Office. (Easement II)

Reciprocal Agreement for Cross Access with General Grants and Obligations as recorded in Book 6127, page 576, Register's Office for said County. (Easement III)

Being the same property conveyed to Fifth Third Center Subsidiary, LLC, a Delaware limited liability company by Special Warranty Deed of record in Instrument No. 201801040001492, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

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

2. All matters shown on plat(s) of record in Plat Book 5200, Page 759, in the Register's Office of Davidson County, Tennessee.

3. Bond of record in Book 3983, page 943, in the Register's Office for Davidson County, Tennessee.

4. Skybridge Development, Construction, Maintenance and Easements Agreement of record in Book 6127, page 553; as amended in Book 7656, page 743, in the Register's Office for Davidson County, Tennessee.

5. Reciprocal Agreement from Third National Bank Tower Associates to Life and Casualty Insurance Company of Tennessee, of record in Book 6127, page 576, in the Register's Office of Davidson County, Tennessee.

6. Easements granted by the Metropolitan Government of Nashville and Davidson County as set forth in Ordinance No. 65-682, of record in Book 6120, page 536, in the Register's Office for Davidson County, Tennessee.

7. Rights of tenants, as tenants only, as evidenced by Memorandum of Lease by and between Third National Bank Tower Association and Deloitte & Touche, LLP, of record in Book 9764, page 699, in the Register's Office of Davidson County, Tennessee.

8. Declaration of Open Space Area of record in Instrument No. 201702020011337, in the Register's Office for Davidson County, Tennessee.

9. Rights of tenants only, without the option to purchase or right of first refusal to purchase all or any portion of the Land, as shown on the attached rent roll.

10. 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 Millman National Land Services on November 6, 2019, last revised November 12, 2019, designated 46246:
    (a) building's overhang lies over 5th Avenue up to 1.3 feet
    (b) building encroaches onto 5th Avenue up to 0.8 feet

True Copy Certification

I, Margo Zhao, 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.

Margo Zhao

Signature

State of New York

County of New York

Personally appeared before me, Jed Levine, a notary public for this county and state, Margo Zhao 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)

JED LEVINE
Notary Public, State of New York
No. 01LE6109294
Qualified in Queens County
Commission Expires 5/3/2020