Karen Johnson Davidson County
Batch# 345157 DEEDWARRSP
01/17/2020 01:02:30 PM 10 pgs
Fees: $53.00 Taxes: $179,450.00
20200117-0006442

SPECIAL WARRANTY DEED

This instrument was prepared by:

Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022

From: HB Property Owner 4, L.P.

To: Lion Arbours, LLC

Address New Owner as Follows:	Send Tax Bills To:	Map/Parcel Numbers
Lion Arbours, LLC c/o Lion Real Estate Group 600 Wilshire Blvd, Suite 302 Los Angeles, CA 90017	Same	Map 97, Parcel 87

STATE OF TENNESSEE)
COUNTY OF _____)

The actual consideration or value whichever is greater for this transfer is $48,500,000.

_____
Affiant

Sworn to and subscribed before me, this ___ day of _____, 20___.

_____
Notary Public

My Commission Expires: _____

(See Attached CA Certificate)

SPECIAL WARRANTY DEED

This Special Warranty Deed (this "**Deed**") is made on this 16th day of January, 2020. HB Property Owner 4, L.P., a Delaware Limited Partnership, whose address is c/o Starwood Asset Management, 400 Galleria Parkway, Suite 1450, Atlanta, GA 30339 ("**Grantor**"), for and in consideration of the payment of Ten and No/100 Dollars ($10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby sell and convey to Lion Arbours, LLC, a Delaware Limited Liability Company ("**Grantee**"), whose address is c/o Lion Real Estate Group, LLC, 600 Wilshire Boulevard, Suite 302, Los Angeles, CA 90017, all of its right, title and interest in and to the following described real property, to-wit:

See **Exhibit 1** attached hereto and incorporated herein by this reference;

CALIFORNIA JURAT WITH AFFIANT STATEMENT **GOVERNMENT CODE § 8202**

☒ See Attached Document (Notary to cross out lines 1–6 below)
☐ See Statement Below (Lines 1–6 to be completed only by document signer[s], not Notary)

4
5

Signature of Document Signer No. 1 *Signature of Document Signer No. 2 (if any)*

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

County of Los Angeles

CHANTAL BERUBE
Notary Public – California
Los Angeles County
Commission # 2213610
My Comm. Expires Sep 10, 2021

Place Notary Seal and/or Stamp Above

Subscribed and sworn to (or affirmed) before me

on this 15th day of January, 20 20,
by *Date* *Month* *Year*

(1) Mory Barak

(and (2) _____),
Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature _____
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

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Subject to all taxes and other assessments, reservations in patents and all easements, rights-of-way, encumbrances, liens, covenants, conditions, restrictions, obligations and liabilities as may appear of record, any matters that a survey or inspection of the property would disclose, all zoning ordinances and regulations and any other laws, ordinances or governmental regulations restricting or regulating the use, occupancy or enjoyment of the property;

With all its appurtenances and warrants the title against all persons lawfully claiming under Grantor, subject to the matters set forth above.

TO HAVE AND TO HOLD the said real property, together with all rights and appurtenances thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever in fee simple.

Grantor further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to said real estate to Grantee, and Grantee's successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth above), but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

This is improved property located at 6001 Old Hickory Boulevard, Hermitage, TN 37076 in Davidson County, Tennessee.

This Deed and the conveyance evidenced hereby is made subject to the express condition (the "**Conversion Condition**") that on or before January 16, 2023 (the "**Expiration Date**"), the Property shall not be converted or otherwise modified so as to become a condominium development or other form of common interest development and Grantee, its successors and assigns shall not, at any time before the Expiration Date, make or permit to be made effective a declaration of condominium ownership or other document, device or instrument subdividing or creating fractionalized ownership of any kind with respect to all or any part of the Property.

Grantee hereby covenants and agrees not to sell, transfer or otherwise dispose of the Property, or any portion thereof (other than (i) for individual tenant use as contemplated hereunder, (ii) any financing in connection with the Property, and (iii) for customary easements and public dedications) prior to the Expiration Date, without obtaining from the Grantee's successor or transferee and delivering same to Grantor a written agreement acknowledging the Conversion Condition and assuming all of Grantee's covenants, duties and obligations hereunder (provided that no such assumption shall relieve Grantee of its obligations hereunder to Grantor). In the event of any sale, transfer or other disposition of the Property by Grantee prior to the Expiration Date, Grantee shall endeavor to provide Grantor with written notice thereof at least five (5) business days prior to the effective date thereof. Such notice shall be sent by nationally recognized overnight delivery service to:

HB Property Owner 4, L.P.
c/o Starwood Asset Management
400 Galleria Parkway, Suite 1450

Atlanta, GA 30339
Attn: James Kane
Phone: (770) 644-2341
Email: kanej@starwood.com

With a copy to:

Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
Attn: Scott Berger
Phone: (212) 446-6464
Email: scott.berger@kirkland.com

[Remainder of Page Intentionally Left Blank;
Signature Page Follows]

IN WITNESS WHEREOF, Grantor and Grantee have executed this Deed as of the date first set forth above.

GRANTOR:

HB Property Owner 4, L.P.,
a Delaware limited partnership

By: HB Property Owner 4 GP, L.L.C.,
a Delaware limited liability company,
its general partner

By: _____
Name James Kane
Its: Authorized Signatory

STATE OF GEORGIA))
COUNTY OF COBB)

Before me, Mellany Williamson, a Notary Public in and for the County and State aforesaid, personally appeared James Kane, 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 Authorized Signatory of HB Property Owner 4 GP, L.L.C., the general partner of HB Property Owner 4, L.P., a Delaware limited partnership, the within named bargainor, and that he/she as such Authorized Signatory, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself/herself as Authorized Signatory.

Witness my hand and seal at office in Atlanta, Georgia, this 7 day of January, 2020.

_____
Notary Public

My Commission Expires: March 18, 2020

MELLANY WILLIAMSON
NOTARY PUBLIC
COBB COUNTY, GEORGIA
Commission Expires
MARCH 18, 2020

GRANTEE:

Lion Arbours, LLC
a Delaware limited liability company

By: Lion Real Estate Group, L.L.C., a Delaware limited liability company, its managing member

By: _____
Name: Mark Burk
Its: Co-president

STATE OF California – See Attached
)
COUNTY OF _____)

Before me, _____, a Notary Public in and for the County and State aforesaid, personally appeared _____, 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 _____ of _____, a _____, the within named bargainor, a _____, and that he/she as such _____, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the _____ by himself/herself as _____.

Witness my hand and seal at office in _____, _____, this _____ day of _____, 20___.

Notary Public

My Commission Expires:

CALIFORNIA ACKNOWLEDGMENT **CIVIL CODE § 1189**

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
County of Los Angeles }

On January 6, 2020 before me, Chantal Berube, Notary Public,
Date *Here Insert Name and Title of the Officer*

personally appeared Mony Barak
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

CHANTAL BERUBE
Notary Public - California
Los Angeles County
Commission # 2213610
My Comm. Expires Sep 10, 2021

Place Notary Seal and/or Stamp Above

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 _____
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
☐ Corporate Officer – Title(s): _____
☐ Partner – ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator
☐ Other: _____
Signer is Representing: _____

Signer's Name: _____
☐ Corporate Officer – Title(s): _____
☐ Partner – ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator
☐ Other: _____
Signer is Representing: _____

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Exhibit 1
to
Special Warranty Deed

Legal Description

SITUATED IN THE FIRST (1ST) CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE AND WITHOUT THE CORPORATE LIMITS OF THE CITY OF NASHVILLE, TENNESSEE AND BEING THE ARBOUR EAST APARTMENT SITE AS SHOWN BY PLAT OF RECORD IN BOOK 4460, PAGE 91, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND BEING MORE FULLY BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT A CONCRETE MONUMENT IN THE EASTERN MARGIN OF OLD HICKORY BOULEVARD AS WIDENED IN THE SOUTHWEST CORNER OF THE TRACT HEREIN DESCRIBED, SAID MONUMENT BEING LOCATED AT THE NORTHERN TERMINUS OF THE CURVE FORMED BY THE INTERSECTION OF THE EASTERN MARGIN OF OLD HICKORY BOULEVARD AND THE NORTHERN MARGIN OF BELL ROAD; THENCE WITH OLD HICKORY BOULEVARD NORTH 07 DEG. 04 MIN. 57 SEC. WEST 301.37 FEET TO A CONCRETE MONUMENT; THENCE WITH A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 2,904.68 FEET; IN A NORTHERLY DIRECTION AN ARC LENGTH OF 783.47 FEET TO A CONCRETE MONUMENT; THENCE WITH A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 40 FEET, IN A NORTHERLY DIRECTION AN ARC LENGTH OF 61.82 FEET TO A CONCRETE MONUMENT IN THE SOUTHERLY MARGIN OF LAKE PARKWAY; THENCE WITH SAID PARKWAY THE FOLLOWING CALLS AND DISTANCES; NORTH 66 DEG. 00 MIN. 56 SEC. EAST 34.88 FEET TO A CONCRETE MONUMENT; THENCE FROM A SAID CONCRETE MONUMENT WITH A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 202.08 FEET, IN AN EASTERLY DIRECTION AN ARC LENGTH OF 196.10 FEET TO A CONCRETE MONUMENT; THENCE FROM SAID CONCRETE MONUMENT WITH A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 377.34 FEET; IN AN EASTERLY DIRECTION AN ARC LENGTH OF 109.54 FEET TO A CONCRETE MONUMENT; THENCE SOUTH 75 DEG. 01 MIN. 05 SEC. EAST 487.61 FEET TO A CONCRETE MONUMENT; THENCE FROM SAID CONCRETE MONUMENT WITH A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 439.61 FEET, IN AN EASTERLY DIRECTION AN ARC LENGTH OF 231.71 FEET TO A CONCRETE MONUMENT; THENCE FROM SAID CONCRETE MONUMENT WITH A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 25.00 FEET, IN A SOUTHERLY DIRECTION AN ARC LENGTH OF 36.31 FEET TO A CONCRETE MONUMENT IN THE SOUTHWESTERLY MARGIN OF AN UNNAMED STREET; THENCE WITH SAID STREET SOUTH 22 DEG. 00 MIN. 04 SEC. EAST 136.22 FEET TO A CONCRETE MONUMENT; THENCE SOUTH 22 DEG. 00 MIN. 04 SEC EAST 345.43 FEET TO A CONCRETE MONUMENT; THENCE WITH A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 508.34 FEET, IN A SOUTHERLY DIRECTION AN ARC LENGTH OF 219.88 FEET TO A CONCRETE MONUMENT; THENCE SOUTH 02 DEG. 46 MIN. 58 SEC. WEST 349.09 FEET TO A CONCRETE MONUMENT; THENCE FROM THE CONCRETE MONUMENT WITH A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 45.82 FEET, IN A SOUTHWESTERLY DIRECTION AN ARC LENGTH OF 71.81 FEET TO A CONCRETE, MONUMENT; THENCE WITH THE NORTHWEST MARGIN OF BELL ROAD, AND WITH A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 3,540.00 FEET, IN A SOUTHWESTERLY DIRECTION AN ARC LENGTH OF 597.35 FEET TO A CONCRETE MONUMENT; THENCE CONTINUING WITH THE NORTHWEST MARGIN OF BELL ROAD SOUTH 82 DEG. 55 MIN. 05 SEC. WEST 167.75 FEET TO A CONCRETE MONUMENT; THENCE FROM SAID CONCRETE MONUMENT WITH A CURVE TO THE RIGHT; SAID CURVE HAVING A RADIUS OF 200 FEET, IN A

NORTHWESTERLY DIRECTION AN ARC LENGTH OF 314.16 FEET TO A CONCRETE MONUMENT, THE POINT OF BEGINNING, AND CONTAINING 28.01 ACRES, MORE OR LESS, ACCORDING TO A SURVEY OF LEWIS R. MAFFORD, JR., OF SOUTHERN LAND & ASSOCIATES, INC., SURVEYORS, DATED JULY 14, 1978, REVISED SEPTEMBER 21, 1978 AND OCTOBER 20, 1978. BEING THE SAME PROPERTY CONVEYED TO HB PROPERTY OWNER 4, L.P., A DELAWARE LIMITED PARTNERSHIP, BY DEED FROM ARBOURS OF HERMITAGE GARDENS ASSOCIATES, LLC, A DELAWARE LIMITED LIABILITY COMPANY; FIREWISH ARBOURS, LLC, A DELAWARE LIMITED LIABILITY COMPANY; AND JF ARBOURS, LLC, A DELAWARE LIMITED LIABILITY COMPANY, OF RECORD IN INSTRUMENT NO. 201611030116375, IN THE REGISTER'S OFFICE OF 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 herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Melissa Shields Brown, 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: 3/3/2020

Notary Seal:

