Karen Johnson Davidson County
Batch# 522196 DEEDWARRSP
11/30/2020 01:54:30 PM 9 pgs
Fees: $48.00 Taxes: $12,315.67
20201130-0139065

THIS INSTRUMENT PREPARED BY: Rebekah Fisher and Associates, PLLC 414 Bridge Street Franklin, TN, 37064 (615) 224-8708 OFFICIAL SEAL CLENNIE HERNANDEZ Notary Public - State of Illinois My Commission Expires 12/13/2020	STATE OF TENNESSEE) COUNTY OF DAVIDSON) The actual consideration or value, whichever is greater, for this transfer is $3,328,558.86. Affiant Subscribed and sworn to before me, this 9 day of November, 2020. Notary Public My commission expires: 12/13/20

Address New Owner As Follows:	Send Tax Bills To:	Tax Identification Number:
Bridgestone Retail Operations, LLC c/o Rebekah Fisher and Associates 414 Bridge Street Franklin, TN 37064	Same	03402007900

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) cash in hand paid by the hereinafter named Grantee and other good and valuable consideration, the receipt of which is hereby acknowledged, **SMBC LEASING AND FINANCE, INC., a**

Delaware corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **BRIDGESTONE RETAIL OPERATIONS, LLC, a Delaware limited liability company**, and its successors and assigns (the "Grantee"), its successors, and its assigns, effective as of the date hereof (the "Effective Date"), all of Grantor's interest in that certain improved tract of land lying and being in Davidson County, Tennessee, as described on **Exhibit A**, attached hereto and incorporated herein by this reference (the "Property").

This conveyance is made subject to those matters set forth on **Exhibit B**, attached hereto and incorporated herein by this reference (the "Permitted Exceptions").

This is improved property known as 920-A Two Mile Parkway, Goodlettsville, Tennessee 37072.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, its successors, and its assigns, forever; and Grantor covenants with the said Grantee and binds Grantor, its successors, and its assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors, and its assigns against the lawful claims of all persons whomsoever arising by, through, or under Grantor, but not otherwise.

{Signature on following page}

WITNESS, Grantor's hand, this 2nd day of November, 2020.

GRANTOR:

SMBC LEASING AND FINANCE, INC.,
a Delaware corporation

By: _____
Name: Stephen R. Perry
Title: President

[Notary Acknowledgement on Following Page]

STATE OF NEW YORK)
COUNTY OF NEW YORK)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, **STEPHEN R. PERRY**, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 2 day of November, 2020.

Notary Public

My Commission Expires: 10/5/23

JULIA DANILINA
Notary Public, State of New York
Qualified in New York County
No. 01DA6331186
Commission Expires October 5, 2023

EXHIBIT A

LEGAL DESCRIPTION

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

TRACT 1:

LAND IN DAVIDSON COUNTY, TENNESSEE AND BEING KNOWN AS TRACT C-1 ON THE RESUBDIVISION TRACTS A-1, C-1, AND D-1, RIVERGATE MALL SHOPPING CENTER OF RECORD IN BOOK 6900, PAGE 349, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TO WHICH PLAT REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION.

BEING THE SAME PROPERTY CONVEYED TO SMBC LEASING AND FINANCE, INC., A DELAWARE CORPORATION, BY DEED FROM J. C. PENNEY CORPORATION, INC., A DELAWARE CORPORATION, OF RECORD IN INSTRUMENT NO. 201312020122623, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE. ALSO, BEING THE SAME PROPERTY LEASED TO BRIDGESTONE RETAIL OPERATIONS, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AS EVIDENCED BY LEASE SUPPLEMENT AND MEMORANDUM OF LEASE AND DEED OF TRUST AND SECURITY AGREEMENT AND FINANCING STATEMENT IN INSTRUMENT NO. 201312020122624; AND IN INSTRUMENT NO. 201312020122625, SAID REGISTER'S OFFICE.

TRACT 2:

EASEMENT(S) BENEFITING TRACT 1 CONTAINED IN MEMORANDUM OF OPERATING AGREEMENT OF RECORD IN BOOK 4432, PAGE 137; AS AFFECTED BY ASSIGNMENT IN BOOK 4456, PAGE 866; AMENDMENT OF DEED OF DECLARATION AND FIRST AMENDMENT OF OPERATING AGREEMENT IN BOOK 4523, PAGE 322; TERM AGREEMENT IN BOOK 4626, PAGE 605; SECOND AMENDMENT TO OPERATING AGREEMENT AND MEMORANDUM OF OPERATING AGREEMENT IN BOOK 5254, PAGE 124; THIRD AMENDMENT OF OPERATING AGREEMENT IN BOOK 7184, PAGE 989, RE-RECORDED THIRD AMENDMENT OF OPERATING AGREEMENT IN BOOK 7296, PAGE 957; FOURTH AMENDMENT OF OPERATING AGREEMENT IN INSTRUMENT NO. 200309150135253; FIFTH AMENDMENT OF OPERATING AGREEMENT IN INSTRUMENT NO. 200907230069160; ASSIGNMENT AND ASSUMPTION OF REA AGREEMENTS (RIVERGATE MALL) IN INSTRUMENT NO. 201309050093856; AND ASSIGNMENT AND ASSUMPTION OF OPERATING AGREEMENT IN INSTRUMENT NO. 201312020122626, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

TRACT 3:

EASEMENT(S) BENEFITING TRACT 1 CONTAINED IN DEED OF DECLARATION OF RECORD IN BOOK 4386, PAGE 523; AS AFFECTED BY AMENDMENT OF DEED OF DECLARATION AND FIRST AMENDMENT OF OPERATING AGREEMENT IN BOOK 4523, PAGE 322; SECOND AMENDMENT TO DEED OF DECLARATION IN BOOK 5254, PAGE 146; THIRD AMENDMENT TO DEED OF DECLARATION IN BOOK 5254, PAGE 164; FOURTH AMENDMENT TO DEED OF DECLARATION IN BOOK 7185, PAGE 44, RE-RECORDED FOURTH AMENDMENT TO DEED OF DECLARATION IN BOOK 7297, PAGE 12; FIFTH AMENDMENT TO DEED OF DECLARATION IN INSTRUMENT NO. 200309150135252; AND ASSIGNMENT AND ASSUMPTION OF REA AGREEMENTS (RIVERGATE MALL) IN INSTRUMENT NO. 201309050093856, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

TRACT 4:

EASEMENT(S) BENEFITING TRACT 1 THAT CERTAIN ACCESS EASEMENT SHOWN ON THE PLAT OF RIVERGATE PARK OF RECORD IN BOOK 4175, PAGE 107, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B

PERMITTED EXCEPTIONS

1. (a) Taxes or assessments that are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the Public Records; (b) proceedings by a public agency that may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the Public Records.

2. Any facts, rights, interest or claims that are not shown by the Public Records but that could be ascertained by an inspection of the Land or that may be asserted by persons in possession of the Land.

3. Easements, liens or encumbrances or claims thereof, not shown by the Public Record.

4. Any encroachment, encumbrances, violations, variations, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land and not shown by the Public Records.

5. Any claim to oil, gas, minerals, and all rights incident thereto, previously conveyed, transferred, leased or reserved.

6. Any defect, lien, encumbrance, adverse claim, or other matter that appears for the first time in the Public Records or is created, attaches, or is disclosed between the Commitment Date and the date on which all of the Schedule B, Part I-Requirements are met.

7. Any lien or right to a lien for services, labor, material or equipment, unless such lien is shown by the Public Records at Date of Policy and not otherwise excepted from coverage herein.

8. No insurance is afforded as to the acreage or square footage contained in the Land.

9. Taxes and assessments for the year 2020 and subsequent years, not yet due and payable.

Tax Identification No. 03402007900: 2019 Davidson County Taxes are Paid in the amount of $25,860.64; 2019 Goodlettsville City taxes are Paid in the amount of $76.50..

10. All matters shown on plat(s) of record in Book 6900, Page 349, in the Register's Office of Davidson County, Tennessee.

11. Terms and provisions of Easement, by and between P.J. Moran and Sallie Moran and Tennessee Electric Power Company, a Corporation, its successors and assigns, of record in Book 653, Page 56; as affected by Clearance Permits in Book 986, Page 330; and in Book 986, Page 336, in the Register's Office of Davidson County, Tennessee.

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12. Terms and provisions of Deed of Declaration, by Rivergate Associates, a Joint Venture composed of Rivergate Mall, Inc., a Tennessee corporation; and Tennessee JV Corporation, a Tennessee corporation, of record in Book 4386, Page 523; as affected by Amendment of Deed of Declaration and First Amendment of Operating Agreement in Book 4523, Page 322; Second Amendment to Deed of Declaration in Book 5254, Page 146; Third Amendment to Deed of Declaration in Book 5254, Page 164; Fourth Amendment to Deed of Declaration in Book 7185, Page 44, Re-recorded Fourth Amendment to Deed of Declaration in Book 7297, Page 12; Fifth Amendment to Deed of Declaration in Instrument No. 200309150135252; and Assignment and Assumption of REA Agreements (RiverGate Mall) in Instrument No. 201309050093856, in the Register's Office of Davidson County, Tennessee.

13. Terms and provisions of Memorandum of Operating Agreement, by and between Rivergate Associates, a joint venture composed of Rivergate Mall, Inc., a Tennessee corporation; and Tennessee JV Corporation, a Tennessee corporation and J. C. Penney Company, Inc., a Delaware corporation; Alstores Realty Corporation, a Delaware corporation; Cain-Sloan Company, a Tennessee corporation; and The Castner-Knott Dry Goods Co., a Tennessee corporation, of record in Book 4432, Page 137; as affected by Assignment in Book 4456, Page 866; Amendment of Deed of Declaration and First Amendment of Operating Agreement in Book 4523, Page 322; Term Agreement in Book 4626, Page 605; Second Amendment to Operating Agreement and Memorandum of Operating Agreement in Book 5254, Page 124; Third Amendment of Operating Agreement in Book 7184, Page 989, Re-recorded Third Amendment of Operating Agreement in Book 7296, Page 957; Fourth Amendment of Operating Agreement in Instrument No. 200309150135253; Fifth Amendment of Operating Agreement in Instrument No. 200907230069160; Assignment and Assumption of REA Agreements (RiverGate Mall) in Instrument No. 201309050093856; and Assignment and Assumption of Operating Agreement in Instrument No. 201312020122626, in the Register's Office of Davidson County, Tennessee.

14. Matters contained in Deed of record in Book 4632, Page 903, in the Register's Office of Davidson County, Tennessee.

15. Matters contained in Deed of record in Book 4513, Page 615, in the Register's Office of Davidson County, Tennessee.

16. Matters contained in Deed of record in Book 4389, Page 181, in the Register's Office of Davidson County, Tennessee.

17. Matters contained in Deed of record in Book 4549, Page 728, in the Register's Office of Davidson County, Tennessee.

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18. Terms and provisions of unrecorded lease, as evidenced by Lease Supplement and Memorandum of Lease and Deed of Trust and Security Agreement and Financing Statement by and between SMBC Leasing and Finance, Inc., a Delaware corporation and Bridgestone Retail Operations, LLC, a Delaware limited liability company, of record in Instrument No. 201312020122624, in the Register's Office of Davidson County, Tennessee.

19. Terms and provisions of unrecorded lease, as evidenced by Lease Supplement and Memorandum of Lease and Deed of Trust and Security Agreement and Financing Statement by and between SMBC Leasing and Finance, Inc., a Delaware corporation and Bridgestone Retail Operations, LLC, a Delaware limited liability company, of record in Instrument No. 201312020122625, in the Register's Office of Davidson County, Tennessee.

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20. Terms and provisions of Agreement of Covenants, Conditions and Restrictions, by and between J. C. Penney Corporation, Inc., a Delaware corporation and SMBC Leasing and Finance, Inc., a Delaware corporation, of record in Instrument No. 20131202012628, in the Register's Office of Davidson County, Tennessee.

21. Rights of parties in possession not shown by the Public Records.

True Copy Certification

I, Kimberly McBride, do hereby make oath that I am 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 IL
County of Cook

Personally appeared before me Juanita Chandler a notary public for this county and state, Heather Peterson 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)

OFFICIAL SEAL
JUANITA CHANDLER
Notary Public - State of Illinois
My Commission Expires 2/21/2021