Karen Johnson Davidson County
Batch# 551937 DEEDWARRSP
01/11/2021 01:29:30 PM 8 pgs
Fees: $43.00 Taxes: $269,822.50
20210111-0004730

FROM: NIC Velocity, LLC, a Delaware limited liability company

TO: INFINITY LOFTS GULCH 2, LLC, a Delaware limited liability company

Address New Owner:	Send Tax Bills To:	Map-Parcel Numbers:
Infinity Lofts Gulch 2, LLC c/o Din/Cal 4, Inc. 3411 Richmond Avenue Suite 500 Houston, Texas 77046	Infinity Lofts Gulch 2, LLC c/o Din/Cal 4, Inc. 3411 Richmond Avenue Suite 500 Houston, Texas 77046	Map 93-13-B, Parcel 2
THIS INSTRUMENT PREPARED BY: Lida Alsobrooks, Esq., Waller Lansden Dortch & Davis, LLP, Nashville City Center, 511 Union Street, Suite 2700, Nashville, Tennessee 37219-8966		

STATE OF TEXAS)
COUNTY OF HARRIS)

The actual consideration or value, whichever is greater, for this transfer is Seventy-Two Million Nine Hundred Twenty-Five Thousand and No/100 Dollars ($72,925,000.00).

Affiant

Subscribed and sworn to before me, this the 30th day of December, 2020.

JANET L. CRAWFORD
Notary Public, State of Texas
Comm. Expires 09-03-2021
Notary ID 7139982

Notary Public
My Comm. Expires: 9-3-2021

SPECIAL WARRANTY DEED

NIC VELOCITY, LLC, a Delaware limited liability company ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) paid to Grantor and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD, and CONVEYED and by these presents does hereby GRANT, BARGAIN, SELL and CONVEY unto **INFINITY LOFTS GULCH 2, LLC**, a Delaware limited liability

company ("Grantee"), the real property in Davidson County, Tennessee described in Exhibit A attached hereto (collectively, the "Property").

This is improved property commonly known as 320 11th Avenue South, Nashville, Tennessee 37203.

This conveyance is made and accepted subject to those matters set forth in Exhibit B attached hereto (the "Permitted Exceptions").

TO HAVE AND TO HOLD the Property, subject to the Permitted Exceptions, unto Grantee and its successors and assigns forever; and, subject to the Permitted Exceptions, Grantor does hereby bind itself and its successors and assigns to warrant and forever defend the Property unto Grantee and its successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Special Warranty Deed has been executed to be effective as of December 31, 2020.

NIC VELOCITY, LLC,
a Delaware limited liability company

By: Aspen Asset Management, Inc.,
a Tennessee corporation
Its: Manager

By: _____
Name: Ron Johnson
Title: Vice President and Treasurer

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Ron Johnson, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be the Vice President and Treasurer of Aspen Asset Management, Inc., a Tennessee corporation, the Manager of NIC Velocity, LLC, the within bargainor, a Delaware limited liability company, and that he as such Vice President and Treasurer, and 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 as Vice President and Treasurer of Aspen Asset Management, Inc., the Manager of NIC Velocity, LLC.

Witness my hand and seal, at office in Nashville, Davidson County, Tennessee, this the 17th day of December, 2020.

_____
NOTARY PUBLIC

My Commission Expires: 01/08/24

KRISTEN COTTINGHAM TALLEY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

EXHIBIT A

Legal Description of the Property

The Apartment Unit of Velocity Residential Condominium (the "Apartment Unit") described in the Master Deed Establishing Velocity Residential Condominium of record as Instrument No. 20081230-0123572, as amended by First Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20090710-0064468, Register's Office for Davidson County, Tennessee, Second Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20110620-0047267, said Register's Office, Third Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20111013-0079884, said Register's Office, Fourth Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20111104-0086599, said Register's Office, Fifth Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20121227-0119652, said Register's Office, and Sixth Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20131220-0128872, said Register's Office, and Seventh Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20160516-0048794, said Register's Office, as corrected by Scrivener's Affidavit of record as Instrument No. 20160930-0103040, Amendment to Master Deed Establishing Velocity Residential Condominium, of record as Instrument No. 20180504-0043007, said Register's Office, and Amendment to Master Deed Establishing Velocity Residential Condominium, of record as Instrument No. 20190528-0050077, said Register's Office, and Tenth Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20191115-0118193, said Register's Office, and further amended by Eleventh Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20201204-0141084, said Register's Office, together with the undivided percentage interest in the Common Elements appurtenant to the Apartment Unit as set forth in Exhibit E of the Master Deed Establishing Velocity Residential Condominium, as amended. The Velocity Residential Condominium constitutes the Residential Unit in the Velocity Master Condominium, as established by the Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20081230-0123571, said Register's Office, as amended by First Amendment to Master Deed establishing Velocity Master Condominium, of record as Instrument No. 20110620-0047266, said Register's Office, Second Amendment to Master Deed establishing Velocity Master Condominium, of record as Instrument No. 20140616-0052319, as further amended as Instrument No. 20170530-0053386, said Register's Office. The Velocity Master Condominium constitutes Unit No. 3 of the Gulch Land Condominium, as established by the Master Deed Establishing Gulch Land Condominium, of record as Instrument No. 20071018-0123668, said Register's Office, as amended by First Amendment to Master Deed establishing Gulch Land Condominium, of record as Instrument No. 20111109-0087667, said Register's Office, and by Second Amendment to Master Deed establishing Gulch Land Condominium, of record as Instrument No. 20131115-0118469, said Register's Office. Such Apartment Unit also includes the undivided percentage interest in Common Elements appurtenant to the Apartment Unit under the said Master Deed Establishing Velocity Master Condominium and the Master Deed Establishing Gulch Land Condominium. Reference is hereby made to the plat of Gulch Land Condominium of record as Exhibit D to the

First Amendment to Master Deed Establishing Gulch Land Condominium for a more complete identification and description of Unit No. 3, the Plat of Velocity Master Condominium of record as Exhibit D to the Master Deed Establishing Velocity Master Condominium, for a more complete identification and description of the Residential Unit of Velocity Master Condominium, and the plat of Velocity Residential Condominium of record as Exhibit D to the Fourth Amendment to Master Deed Establishing Velocity Residential Condominium, as amended by the subsequent amendments to such Master Deed, for a more complete identification and description of the Apartment Unit.

Being the same property conveyed to NIC Velocity, LLC, a Delaware limited liability company, by deeds of record as Instrument No. 20160105-0000757; Instrument No. 20160106-0001401; Instrument No. 20160106-0001402; Instrument No. 20160106-0001403; Instrument No. 20160404-0031672; Instrument No. 20160606-0056717; Instrument No. 20160915-0097253; Instrument No. 20161007-0106599; Instrument No. 20161213-0130814; Instrument No. 20161220-0133627; Instrument No. 20170104-0000783; Instrument No. 20170104-0000784; Instrument No. 20170804-0080047; Instrument No. 20190423-0037063, Instrument No. 20190712-0068464, Instrument No. 20200130-0011326; Instrument No. 20200306-0025739; and as Instrument No. 20200622-0067002, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Exceptions

1. Taxes and assessments for 2021, and subsequent years, a lien not yet due and payable.
2. Master Deed Establishing Gulch Land Condominium, and the By-Laws and Charter for Gulch Land Condominium Association, Inc. appended thereto, of record as Instrument No. 20071018-0123668, said Register's Office, as amended by First Amendment to Master Deed Establishing Gulch Land Condominium, of record as Instrument No. 20111109-0087667, said Register's Office, and amended by Second Amendment to Master Deed Establishing Gulch Land Condominium, of record as Instrument No. 20131115-0118469, said Register's Office including, but not exclusively, an easement for building repair and emergency exit.

3. Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20081230-0123571, said Register's Office, as amended by First Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20110620-0047266, said Register's Office, Second Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20140616-0052319, said Register's Office, and further amended by Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20170530-0053386, said Register's Office.

4. Master Deed Establishing Velocity Residential Condominium, of record as Instrument No. 20081230-0123572, said Register's Office, as amended by First Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20090710-0064468, said Register's Office, as amended by Second Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20110620-0047267, said Register's Office, Third Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20111013-0079884, said Register's Office, Fourth Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20111104-0086599, Fifth Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20121227-0119652, said Register's Office, Sixth Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20131220-0128872, said Register's Office, Seventh Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20160516-0048794, said Register's Office, as corrected by Scrivener's Affidavit of record as Instrument No. 20160930-0103040, said Register's Office, as amended by Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20180504-0043007, said Register's Office, Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20190528-0050077, said Register's Office, Tenth Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20191115-0118193, said Register's Office, and further amended by Eleventh Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20201204-0141084, said Register's Office, which establishes easements, assessments and liens to secure assessments. A Notice of Recordation regarding Rules and Regulations

appears of record as Instrument No. 20170530-0053387, said Register's Office.

5. Restrictive covenants contained in the deed of record in Book 11621, page 110, said Register's Office.

6. Restrictive covenants contained in the deed of record in Instrument No. 20050401-0035633, said Register's Office.

7. Restrictive covenants for the Arts Center Redevelopment Plans, of record in Book 10965, page 404, said Register's Office, as supplemented in Book 11625, page 252, said Register's Office, as further amended by Instrument No. 20020715-0084598, said Register's Office.

8. Notice of Land Use Restrictions, of record as Instrument No. 20100511-0036052, said Register's Office.

9. Sanitary Sewers and/or Storm Drainage, Water Mains, Pumps and Appurtenances easement of record as Instrument No. 20071018-0123758, said Register's Office.

10. Inspection and Maintenance Agreement for Private Stormwater Management Facilities, of record as Instrument No. 20071029-0127319, said Register's Office.

11. Maintenance and Repair of Storm Drainage Facilities and Appurtenances easement of record as Instrument No. 20071108-0131651, said Register's Office.

12. Grant of Easement to Comcast of Nashville I, LLC, of record as Instrument No. 20090615-0055406, said Register's Office.

13. Grant of Easement to Comcast Cable Communications Management, LLC, of record as Instrument No. 20190118-0005341, said Register's Office.

14. Any and all matters shown on that certain survey entitled "Velocity in the Gulch" prepared by the S&ME, bearing the seal and certification Robert M. Searson, Professional Land Surveyor, dated November 24, 2020, last revised December 22, 2020.

15. Rights of tenants in possession, as residential tenants only, under any unrecorded written leases or rental agreements, as each has been disclosed by Grantor to Grantee in writing.

True Copy Certification

I, Matt Foster, 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.

Matt Foster

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Jodean M. King, a notary public for this county and state, Matt Foster who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Jodean M. King

Notary's Signature

My Commission Expires: 06/21/2021

Notary Seal:

