Karen Johnson Davidson County
Batch# 597571 DEEDWARRSP
03/22/2021 02:04:30 PM 7 pgs
Fees: $38.00 Taxes: $103,600.00
20210322-0037679

ADDRESS NEW OWNER:	MAP/PARCEL	SEND TAX BILLS TO:
1111 Church Street Ground Owner LLC c/o Safehold Inc. 1114 Avenue of the Americas, Floor 39 New York, New York 10036	1117 Church St., Nashville, TN (Map/Parcel 093-05-0-125.00) 134 12th Avenue N, Nashville, TN (Map/Parcel 093-09-0-081.00) 138 12th Avenue N, Nashville, TN (Map/Parcel 093-09-0-082.00) Church St, Nashville, TN (Map/Parcel 093-05-0-126.00) and	1111 Church Ground Lessee LLC c/o Flank, Inc. 520 West 27th Street, Suite 403 New York, New York 10001 130 12th Ave N, Nashville, TN (map/Parcel 093-09-0-080.00)

This instrument prepared by:

Greenberg Traurig, LLP
200 Park Avenue
New York, New York 10166
Attn: Minnie N. Bellomo, Esq.

STATE OF New York
COUNTY OF New York

The actual consideration or value, whichever is greater, for this transfer is $ 28,000,000.00.

Affiant

Subscribed and sworn to before me this 17th day of March, 2021.

TURIYA MINTER
Notary Public - State of New York
No. 01MI6292173
Qualified in New York County
My Commission Expires November 4, 2021

Notary Public

My Commission Expires: 11/4/2021

TURIYA MINTER
Notary Public - State of New York
No. 01MI6292173
Qualified in New York County
My Commission Expires November 4, 2021

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, 1117 CHURCH STREET PROPERTY OWNER LLC, a Delaware limited liability company (the "**Grantor**"), has bargained and sold, and by these presents does transfer and convey to 1111 CHURCH STREET GROUND OWNER LLC, a Delaware limited liability company (the "**Grantee**"), Grantee's representatives, successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "**Property**").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject only to those Permitted Encumbrances set forth on Exhibit B, attached hereto and incorporated herein by reference (the "**Permitted Encumbrances**").

This is improved/unimproved property located at 1111 Church Street, Nashville, Davidson County, Tennessee, 37203.

TO HAVE AND TO HOLD the Property with all appurtenances, hereditaments estate, title, and interest thereto belonging or in any way appertaining to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise expressly set forth herein.

Grantor covenants and binds itself and its successors and assigns, to warrant specially and forever defend the title to the Property to the Grantee, Grantee's heirs, successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, except claims arising under or by virtue of the Permitted Encumbrances.

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed ~~this~~ as of the 19th day of March, 2021.

1117 CHURCH STREET PROPERTY OWNER LLC,
a Delaware limited liability company

By: _____
Name: Kenneth Copeland
Title: Authorized Signatory

STATE OF New York)
) SS
COUNTY OF New York)

On the 17th day of March in the year 2021 before me, the undersigned, personally appeared Kenneth Copeland, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

_____
Notary Public

My Commission expires: 11/4/2021

TURIYA MINTER
Notary Public - State of New York
No. 01MI6292173
Qualified in New York County
My Commission Expires November 4, 2021

Exhibit A
Property

TRACT ONE:
- 1117 Church St., Nashville, TN (Map/Parcel 093-05-0-125.00)
- 134 12th Avenue N, Nashville, TN (Map/Parcel 093-09-0-081.00)
- 138 12th Avenue N, Nashville, TN (Map/Parcel 093-09-0-082.00)
- Church St, Nashville, TN (Map/Parcel 093-05-0-126.00)

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District Davidson County, Tennessee, located in the southeasterly quadrant of the intersection of Twelfth Avenue North and Church Street being Lot Nos. 130, 131, 132 and a part of Lot No. 133, as shown on the plan of Hynes Addition of Nashville, as of record in Minute Book "B", page 85 and Plan Book 1, page 21, Chancery Court of Nashville, Tennessee, and being more particularly described as follows:

Beginning at the point of intersection of the easterly right-of-way line of Twelfth Avenue North and the southerly right-of- way line of Church Street;

Thence, with said southerly right-of-way line the following calls:

N 59 deg. 07' 02" E, 79.39 feet to an iron pin;

S 28 deg. 56' 58" E, 3.31 feet to an iron pin;

N 59 deg. 07' 02" E, 78.72 feet to an iron pin at the point of intersection with the westerly right-of- way line of Alley No. 225;

Thence, with said right-of-way line S 34 deg. 15' 30" E, 304.13 feet to an iron pin;

Thence, leaving said right-of-way line with the northerly line of property conveyed to Julia Locke Stringfellow, by deeds of record in Book 5033, page 824, and Book 8362, page 258, R.O.D.C., S 53 deg. 33' 33" W, 157.85 feet to an iron pin in the easterly right-of-way line of Twelfth Avenue North;

Thence, with said right-of-way line N 34 deg. 13' 21" W, 322.75 feet to the point of beginning. Containing 49,409 square feet or 1.13 acres more or less.

TRACT TWO - AIR RIGHTS EASEMENT:

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located south of Church Street and above Twelfth Avenue North, being more particularly described as follows:

Beginning at the point of intersection of the easterly right of way line of Twelfth Avenue North and the southerly right-of-way line of Church Street;

Thence, with the easterly right-of-way line of Twelfth Avenue North, S 34 deg. 13' 21" E, 132.68 feet to a point;

Thence, crossing said Twelfth Avenue North S 55 deg. 46' 39" W, 41.43 feet to a severance line, said line being the easterly side of concrete wall with railing;

Thence, along said concrete wall, N 34 deg. 13' 21" W, 135.10 feet to a point in the southerly right-of-way line of Church Street;

Thence, along said southerly right-of-way line of Church Street N 59 deg. 07' 02" E, 41.50 feet to the point of beginning. Containing 5,547 square feet of 0.13 acres more or less.

Together with rights benefitting the property set out in Book 4682, Page 743, in the Register's Office for Davidson County, Tennessee, and in Ordinance 72-430 as amended, and further amended in Ordinance 91-1629, Metropolitan Government of Nashville and Davidson County, Tennessee.

TRACT THREE:
- 130 12th Avenue N, Nashville, TN (Map/Parcel 093-09-0-080.00)

Parcel A:
A certain tract or parcel of land situated in the 9th Ward of the City of Nashville, being part of Lot No. 134 in Hynes Addition to Nashville, beginning at the northeast corner of McNairy and Grundy Streets and running northwardly with McNairy Street 68 feet; thence back from said Street eastwardly 158 feet, more or less, to an alley; thence along said alley southwardly 62 feet 6 inches to Grundy Street; thence westwardly with the north margin of Grundy Street 158 feet, more or less, to the beginning. See plan in Minute Book "B", Page 85, of the Chancery Court at Nashville, Tennessee.

Parcel B:
A certain tract or parcel of land situated in the 9th Ward of the City of Nashville, being parts of Lot No. 133 and Lot No. 134 on the Plan of Hynes Addition to Nashville, as of record in Minute Book "B", Page 85, and Plan Book 1, Page 21, of the Chancery Court at Nashville, Tennessee, and described as follows:

Beginning on the easterly margin of 12th Avenue North, formerly Knowles or McNairy Street, 68 feet north of the northeast corner of 12th Avenue North and Grundy Street, being the northwest corner of the property conveyed to Nora Kane by deed from Anne Comar of record in Book 208, Page 371, in the Register's Office for Davidson County, Tennessee; thence with the easterly margin of 12th Avenue North, northwardly 40 feet to the southwest corner of the property conveyed to W.C. McCombs by deed from John F. McCombs of record in Book 423, Page 442, in the Register's Office for Davidson County. Tennessee; thence with McCombs southerly line, eastwardly 158 feet, more or less, to the westerly margin of an alley; thence with said alley, southwardly 36 feet 8 inches, more or less, to Kane's northeast corner; thence with Kane's northerly line, westwardly 158 feet, more or less, to the beginning.

TRACT FOUR - AIR RIGHTS EASEMENT:

Rights benefiting the property set out in Deed Conveying Construction Easement, Permanent Easement and Air Rights of record in Book 8691, Page 616, in the Register's Office for Davidson County, Tennessee.

Tract One, Tract Two, and Tract Four being the same property conveyed to 1117 Church Street Property Owner LLC, a Delaware limited liability company, by the Special Warranty Deed of record in Instrument Number 20191230-0134306, in the Register's Office for Davidson County, Tennessee.

Tract Three being the same property conveyed to 1117 Church Street Property Owner LLC, a Delaware limited liability company, by the Special Warranty Deed of record in Instrument No. 20191002-0100659, in the Register's Office for Davidson County, Tennessee.

Exhibit B
Permitted Encumbrances

1. Easements and agreements as set forth in the Bond of record in Book 4682, Page 743, in the Register's Office for Davidson County, Tennessee.

2. Deed Conveying Construction Easement, Permanent Easement and Air Rights of record in Book 8691, Page 616, in the Register's Office for Davidson County, Tennessee

3. Terms and provisions of Ordinance No. 72-430, as evidenced and amended by Amendment No. 1 to Ordinance No. 72-430, and as further amended by Ordinance 091-1629, Metropolitan Government of Nashville and Davidson County, Tennessee.

Tennessee Certification of Electronic Document

I, Heather Wood, 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.

Signer's Name

Heather Wood

Signature

State of Tennessee

County of Williamson

Personally appeared before me, Brina Mathis, a notary public for this county and state, Heather Wood, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Name

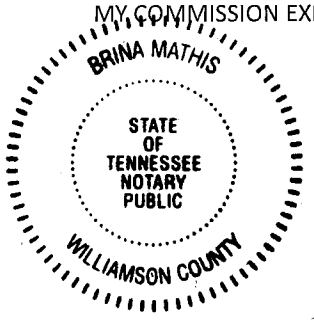
Signer's Name

Brina Mathis

Notary Signature

MY COMMISSION EXPIRES: 2/24/2025

NOTARY'S SEAL



(3) All electronic documents eligible for registration pursuant to this subsection are validly registered when accepted for recording by the county register. Electronic documents registered by county registrars prior to July 1, 2007 shall be considered validly registered with or without the certification provided in subsection (2).