Karen Johnson Davidson County
Batch# 635965 DEEDWARRSP
05/14/2021 07:51:30 AM 10 pgs
Fees: $53.00 Taxes: $59,200.00
20210514-0065041

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
125 11th Ave Property Owner LLC c/o Flank 520 West 27th Street, Suite 403 New York, New York 10001 Attention: Jason Keiser	Tax Map and Parcels 093-05-129.00, 093-05-0-128 and 093-05-0-127	Same as New Owner
This instrument prepared by: Bradley Arant Boult Cummings LLP (JTT) 1600 Division Street, Suite 700, Nashville, TN 37203		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of $10.00, cash in hand paid, the receipt and sufficiency of which are hereby acknowledged, REH Investments, LLC ("REH"), the Jonathan M. Harwell Separate Share Trust under the Will of Robert E. Harwell ("JMH Trust"), and Family Trust u/w Robert E. Harwell #II F/B/O Coleman A. Harwell, II (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to **125 11th Ave Property Owner LLC**, a Delaware limited liability company (the "Grantee"), Grantee's successors and assigns, certain property located in Davidson County, Tennessee being more particularly described on **Exhibit A** attached hereto and incorporated herein by reference, together with all rights, interests, privileges and easements appurtenant thereto (the "Property").

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $16,000,000.00.

MILADY HEUGAS NOTARY PUBLIC STATE OF TENNESSEE DAVIDSON COUNTY My Commission Expires JULY 3, 2023

Affiant

Subscribed and sworn to before me this 14th day of April, 2021.

Notary Public

My Commission Expires: 7-3-2023

This conveyance of the Property is made subject to those matters shown on **Exhibit B** attached hereto and incorporated herein by reference (the "Permitted Exceptions").

This is unimproved property known as 125-129 11th Avenue, North, Nashville, Tennessee.

4841-5463-6005.1

TO HAVE AND TO HOLD the aforesaid real estate, together with all appurtenances, hereditaments, estate, title, and interest thereto belonging to the Grantee, Grantee's heirs, successors and assigns, forever. Grantor covenants with the Grantee that Grantor is lawfully seized in fee of the Property, that Grantor has a good right to sell and convey the same and that the Property is free from all encumbrances, made or suffered by Grantor, except the Permitted Exceptions. Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to the said Grantee, Grantee's heirs, successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except (i) claims arising under or by virtue of the Permitted Exceptions, and (ii) Grantor makes no warranty as to the amount of acreage in the Property.

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed as of this 14th day of April, 2021.

GRANTOR:

REH Investments, LLC

By: _____
Thomas C. Harwell
Chief Manager

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Milady Heugas, Notary Public, Thomas C. Harwell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is the Chief Manager of REH Investments, LLC, the within named bargainor, and that he is authorized to execute this instrument as on behalf of said limited liability company as such Chief Manager.

WITNESS my hand, at office, this 14th day of April, 2021.

Notary Public _____
My Commission Expires: 7-3-2023

MILADY HEUGAS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires JULY 3, 2023

4841-5463-6005.1

Family Trust u/w Robert E. Harwell #II
F/B/O Coleman A. Harwell, II

By: _____
Kirk LeMoyne Billings Harwell,
Co-Trustee

By: Argent Trust Company,
Co-Trustee

By_____
Robert E. Pugh, VP

STATE OF WASHINGTON
COUNTY OF KING

Personally appeared before me, RUPESH BAYALKOTI, Notary Public, Kirk LeMoyne Billings Harwell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is a Co-Trustee of Family Trust u/w Robert E. Harwell #II F/B/O Coleman A. Harwell, II, the within named bargainor, and that he is authorized to execute this instrument as on behalf of trust as such Co-Trustee.

WITNESS my hand, at office, this 15th day of April, 2021.

Notary Public _____

My Commission Expires: 03/30/2024

RUPESH BAYALKOTI
NOTARY PUBLIC
STATE OF WASHINGTON
MY COMMISSION EXPIRES
03-30-2024

STATE OF TENNESSEE
COUNTY OF _____

Personally appeared before me,_____, Notary Public, Robert E. Pugh, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is Vice President of a Co-Trustee of Family Trust u/w Robert E. Harwell #II F/B/O Coleman A. Harwell, II, the within named bargainor, and that he is authorized to execute this instrument as on behalf of trust as such Co-Trustee.

WITNESS my hand, at office, this ____ day of April, 2021.

Notary Public _____

My Commission Expires: _____

Family Trust u/w Robert E. Harwell #II
F/B/O Coleman A. Harwell, II

By: _____
Kirk LeMoyne Billings Harwell,
Co-Trustee

By: Argent Trust Company,
Co-Trustee

By _____
Robert E. Pugh, VP

STATE OF WASHINGTON
COUNTY OF _____

Personally appeared before me,_____, Notary Public, Kirk LeMoyne Billings Harwell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is a Co-Trustee of Family Trust u/w Robert E. Harwell #II F/B/O Coleman A. Harwell, II, the within named bargainor, and that he is authorized to execute this instrument as on behalf of trust as such Co-Trustee.

WITNESS my hand, at office, this ____ day of April, 2021.

Notary Public _____

My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF Davidson

Personally appeared before me, Milady Heugas, Notary Public, Robert E. Pugh, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is Vice President of a Co-Trustee of Family Trust u/w Robert E. Harwell #II F/B/O Coleman A. Harwell, II, the within named bargainor, and that he is authorized to execute this instrument as on behalf of trust as such Co-Trustee.

WITNESS my hand, at office, this 14th day of April, 2021.

Notary Public Milady Heugas

My Commission Expires: 7-3-2023

MILADY HEUGAS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires JULY 3, 2023

4841-5463-6005.1

Jonathan M. Harwell Separate Share Trust
under the Will of Robert E. Harwell

By: Emma V. Harwell
Emma V. Harwell,
Co-Trustee

Cumberland Trust and Investment Company,
Co-Trustee

By: _____
Chris Buckley, SVP

STATE OF TENNESSEE
COUNTY OF Davidson

Personally appeared before me, Milady Heugas, Notary Public, Emma V. Harwell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is a Co-Trustee of Jonathan M. Harwell Separate Share Trust under the Will of Robert E. Harwell, the within named bargainor, and that he is authorized to execute this instrument as on behalf of trust as such Co-Trustee.

WITNESS my hand, at office, this 14th day of April, 2021.

Notary Public Milady Heugas

My Commission Expires: 7-3-2023

MILADY HEUGAS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires JULY 3, 2023

STATE OF TENNESSEE
COUNTY OF _____

Personally appeared before me, _____, Notary Public, Chris Buckley, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is Senior Vice President of Cumberland Trust and Investment Company, a Co-Trustee of Jonathan M. Harwell Separate Share Trust under the Will of Robert E. Harwell, the within named bargainor, and that he is authorized to execute this instrument as on behalf of trust as such Co-Trustee.

WITNESS my hand, at office, this ____ day of April, 2021.

Notary Public _____

My Commission Expires: _____

Jonathan M. Harwell Separate Share Trust
under the Will of Robert E. Harwell

By: _____
Emma V. Harwell,
Co-Trustee

Cumberland Trust and Investment Company,
Co-Trustee

By: _____
Chris Buckley, SVP

STATE OF TENNESSEE
COUNTY OF _____

Personally appeared before me,_____, Notary Public, Emma V. Harwell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is a Co-Trustee of Jonathan M. Harwell Separate Share Trust under the Will of Robert E. Harwell, the within named bargainor, and that he is authorized to execute this instrument as on behalf of trust as such Co-Trustee.

WITNESS my hand, at office, this ____ day of April, 2021.

Notary Public _____

My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF Davidson

Personally appeared before me, Anissa Ingram, Notary Public, Chris Buckley, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is Senior Vice President of Cumberland Trust and Investment Company, a Co-Trustee of Jonathan M. Harwell Separate Share Trust under the Will of Robert E. Harwell, the within named bargainor, and that he is authorized to execute this instrument as on behalf of trust as such Co-Trustee.

WITNESS my hand, at office, this 13 day of April, 2021.

Notary Public Anissa E Ingram

My Commission Expires: 3/7/23

ANISSA E. INGRAM
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
MY COMMISSION EXPIRES 3-7-2023

EXHIBIT A

DESCRIPTION OF PROPERTY

Situated in Nashville, Davidson County, Tennessee, more particularly described as follows:

Tract No. I:

Being Lot No. 126 on the Plan of Hynes' Addition to Nashville, as of record in Minute Book "B", Page 85, and in Plan Book No. 1, Page 21, Chancery Court at Nashville, said Lot No. 126 fronts 79 feet on the Southerly side of Church Street, and runs back between parallel lines with the Easterly margin of an alley, 140 feet, more or less, to the North line of Lot No. 127, the East line of said Lot being 79 feet Westerly from the Westerly margin of 11th Avenue, North, formerly McCreery Street.

Tract No. II:

Being the Northerly part of Lot No. 128 on the Plan of Hynes' Addition to Nashville, as of record in Minute Book "B", Pages 85, and in Plan Book I, Page 21, Chancery Court at Nashville, described as follows:

Beginning on the Westerly margin of 11th Avenue North, at the corner of Lots Nos. 127 and 128; thence with said Avenue Southwardly 13 feet; thence Westwardly 158 feet to the Easterly margin of an alley; thence with said alley, Northwardly 6-1/2 feet to the corner of said Lots; thence with the line between said two lots Eastwardly 158 feet to the beginning.

Tract No. III:

Being the Northerly part of Lot No. 125, on the Plan of Hynes' Addition to Nashville, as of record in Minute Book "B", Page 85, and Plan Book 1, Page 21, Chancery Court at Nashville, described as follows:

Beginning at the Southwest corner of Church Street and 11th Avenue, North; thence with the Southerly margin of said street, Westwardly 79 feet to the corner of Lots Nos. 125 and 126; thence with the line between said two Lots, Southwardly 80 feet to the Northwest corner of the property conveyed to Martha Tillman Norvell by Deed from D. P. Wrenne; Jr., Trustee, of record in Book 1090, Page 398, Register's Office for said county; thence with Norvell's Northerly line, Eastwardly 79 feet to the Westerly margin of 11th Avenue, North; thence with said Avenue, Northwardly 80 feet, more or less, to the beginning.

Tract No. IV:

Being part of Lot No. 125 in Hyne's Addition to Nashville, a plan of which is of record in Minute Book "B", Page 85, Chancery Court at Nashville, and described as follows:

Beginning at a point on the Westerly side of Eleventh Avenue, North (formerly McCreery Street), the Southeast corner of Lot No. 125, being the Northeast corner of Lot No. 127 of said Plan, and running thence Northwardly with the Westerly side of 11th Avenue North, 60 feet, more or less, to the Southeast corner of the part of said Lot No. 125, formerly owned by Sherman C. Austin; thence Westwardly and at right angles to 11th Avenue North, and with the Southerly line of said Austin Lot, 79 feet to Lot No, 126; thence Southwardly with the line between Lots 125 and 126, 60 feet, more or less, to the Southwest corner of said Lot No. 125, and thence Eastwardly with the Northerly line of Lot No. 127 of said Plan, 79 feet to the beginning.

Tract No. V:

Being Lot No. 127 on the Plan of Hynes' Addition to Nashville, a plan of which is of record at Page 85 of Minute Book "B" and at Page 21 of Plan Book 1, of the Chancery Court at Nashville.

Said Lot No. 127 fronts 80 feet, more or less, on the Westerly side of 11th Avenue, North, formerly McCreery Street, and runs back 158 feet to an alley in the rear on which it measures 89 feet, more or less.

Being the same property conveyed to REH Investments, LLC, a limited liability company, by Trustees Quitclaim Deed of record in Instrument No. 20160425-0040067, in the Register's Office for Davidson County, Tennessee. For further reference see Quitclaim Deed of record in Instrument No. 20040922-0113881, in the Register's Office for Davidson County, Tennessee; (as to an undivided one-third interest).

AND being the same property conveyed to Jonathan M. Harwell and Cumberland Trust Company, as Co-Trustees of the Jonathan M. Harwell Separate Share Trust established under the Will of Robert E. Harwell, as to an undivided one-third interest, by Quitclaim Deed of record in Instrument No. 20040922-0113882, in the Register's Office for Davidson County, Tennessee;

AND being the same property conveyed to Kirk LeMoyne Billings Harwell and Independence Trust Company, as Co-Trustees of the Family Trust under the Will of Robert E. Harwell #II, by Quitclaim Deed of record in Instrument No. 20130305-0021769, in the Register's Office for Davidson County, Tennessee. See Certification of Trust of record in Instrument No. 20100201-0007762, in the Register's Office for Davidson County, Tennessee. For further reference see Quitclaim Deed of record in Instrument No. 20040922-0113883, in the Register's Office for Davidson County, Tennessee; (as to an undivided one-third interest)

For further references see Warranty Deed of record in Book 5945, page 679; in the Register's Office for Davidson County, Tennessee; Last Will and Testament of Robert E. Harwell of record in Book 4089, page 581, in the Register's Office for Davidson County, Tennessee; Deed of record in Book 2739, page 352, in the Register's Office for Davidson County, Tennessee; and Book 1373, page 204, in the Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes for the year 2021.
2. Any matters that would be disclosed by an accurate and complete land survey of the Property, including, without limitation, matters shown on Survey No. Church 1101, prepared by Clint T. Elliot, TN RLS# 2347, dated February 27, 2021.
3. All matters shown on the Plan of record in Plan Book 1, page 21, in the Chancery Court of Nashville, Tennessee.
4. Easements for Temporary Construction and Permanent Air Rights Parcel of record in Book 8171, page 2018, in the Register's Office for Davidson County, Tennessee.

Tennessee Certification of Electronic Document

I, Teresa Beardsley, do hereby make oath that I am a licensed attorney and/or the
Signer's Name

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.

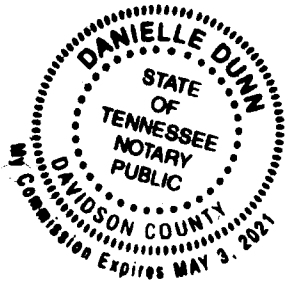
Teresa Beardsley
Signature

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Danielle Dunn, a notary public for said county and state, **TERESA BEARDSLEY**, who acknowledged that this certification of an electronic document is true and correct and whose signatures I have witnessed.

Danielle Dunn
Notary Signature

My Commission Expires: May 3, 2021



(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).

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