THIS INSTRUMENT PREPARED BY:

Latham & Watkins LLP
330 N. Wabash Ave, Suite 2800
Chicago, Illinois 60611
Attn: Gary Axelrod, Esq.

Karen Johnson Davidson County
Batch# 777506 DEEDWARRSP
12/21/2021 02:59:30 PM 11 pgs
Fees: $58.00 Taxes: $276,301.20
20211221-0168695

NAME AND ADDRESS OF NEW OWNER:

Nashville Dtwn Owner LLC
415 4th Avenue South
Nashville, Tennessee 37201
Attn: General Manager

SEND TAX BILL TO:

Tax Parcel ID# 09310033300

SPECIAL WARRANTY AND QUITCLAIM DEED

THIS SPECIAL WARRANTY AND QUITCLAIM DEED is made this 9th day of December, 2021, by **PINNACLE 4TH AND PEABODY, LLC**, a Tennessee limited liability company, whose address is c/o Pinnacle Hospitality Partners, 616 4th Ave South, Nashville, Tennessee 37210 ("Grantor"), to **NASHVILLE DTWN OWNER LLC**, a Delaware limited liability company, whose address is 415 4th Avenue South, Nashville, Tennessee 37201 ("Grantee").

WITNESSETH:

Grantor, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable considerations to it in hand paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, hereby grants, bargains, sells, remises, release, transfers and conveys to Grantee that certain real property located in Davidson County, Tennessee, as more particularly described on Exhibit "A" attached hereto (the "Real Property"):

SUBJECT TO: the Permitted Exceptions set forth in Exhibit "B" attached hereto (collectively, the "Permitted Encumbrances"), however reference in this Special Warranty and Quitclaim Deed shall not serve to reimpose same.

TOGETHER WITH, the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining (the Real Property and all of the foregoing being hereinafter collectively referred to as the "Property").

TO HAVE AND TO HOLD, unto Grantee, its successors and assigns, the same in fee

simple forever.

AND Grantor hereby covenants with Grantee that Grantor is lawfully seized of the Property in fee simple; that Grantor has good right and lawful authority to sell and convey the Property; that the title to the Property is made free and clear of all liens, encumbrances and security interests except for the Permitted Encumbrances, and Grantor does hereby specially warrant the title to the Property and will defend the same against the lawful claims of all parties whomsoever claiming by, through, or under Grantor, but none others.

FURTHER WITNESSETH, that Grantor, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable considerations to it in hand paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, hereby quitclaims and conveys unto Grantee all of Grantor's right, title and interest, if any, in and to that certain real property located in Davidson County, Tennessee, being more particularly described in Exhibit "C" attached hereto and made a part hereof.

SUBJECT TO: such limitations, restrictions and encumbrances as may affect such premises and/or all instruments of record in the Register's Office.

TOGETHER WITH, the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

TO HAVE AND TO HOLD, unto Grantee, its successors and assigns, the same in fee simple forever.

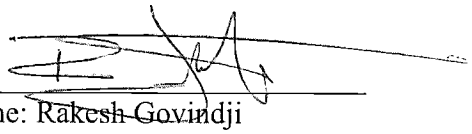
[Balance of page intentionally left blank.]

IN WITNESS WHEREOF, Grantor has caused these presents to be executed in its name, the day and year first above written.

Signed, sealed and delivered
in the presence of:

GRANTOR:

PINNACLE 4TH AND PEABODY, LLC
a Delaware limited liability company



By: _____
Name: Rakesh Govindji
Title: President and COO

STATE OF N.C.)

)

COUNTY OF Wake)

Personally appeared before me, Walter R Barrow Jr., a Notary Public in and for said County and State, Rakesh Govindji, with whom I am personally acquainted, and who upon oath acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President and COO of Pinnacle 4th and Peabody, LLC, a Tennessee limited liability company, the Grantor of the foregoing instrument, and is authorized by such Grantor to execute this instrument on behalf of such Grantor.

WITNESS my hand, at office, this 7 day of December, 2021.

NOTARY PUBLIC

My Commission Expires: 11/27/2022

WALTER R. BARROW, JR
Notary Public
Wake Co., North Carolina
My Commission Expires Nov. 27, 2022

STATE OF New York
COUNTY OF New York

The actual consideration or value, whichever is greater, for this transfer is $ 79,676,000

Affiant:

NASHVILLE DTWN OWNER LLC

By: _____
Name: Eric Birnbaum
Title: Authorized Signatory

Subscribed and sworn to before me this 6 day of December, 2021.

KATHLEEN MCCOSKER
Notary Public - State of New York
NO. 01MC6393713
Qualified in New York County
My Commission Expires Jun 24, 2023

_____
Notary Public
My Commission Expires: 6-24-23

EXHIBIT A

Legal Description

Tract 1 Only

A tract of land in the 19th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being a part of Lot No. 40 as
shown on the First Plan of Subdivision Academy (not of record) and being more particularly described as follows:

Beginning at a Mag-nail new with disk in concrete sidewalk at the intersection of the westerly right-of-way line of Fourth Avenue South and the northerly right-of-way line of Peabody Street; Thence with the northerly right-of-way line of Peabody Street, South 62deg. 41' 12" West, 173.24' to a Mag-nail new with disk in asphalt at the intersection of said northerly right-of-way line and the easterly right-of-way line of a Public Alley No. 68;

Thence with the easterly right-of-way line of the said Public Alley No. 68, North 27deg. 54' 40" West, 152.59' to a Mag-nail new with disk in asphalt at the southwesterly property corner of Parcel 334 being the property of the Nashville Symphony Association of record in Instrument No. 20040211-0016725, Register's Office for Davidson County, Tennessee;

Thence leaving said right-of-way, with the southerly property line of the Symphony property, North 62deg. 50' 15"East, 174.54', passing a Nail in asphalt set by BWSC at 3.55'to an existing iron pin in the westerly right-of-way line of Fourth Avenue South and at the back of sidewalk; Thence with the westerly right-of-way line of Fourth Avenue South, South 27deg. 25' 18" East, 152.13'to the POINT OF BEGINNING and containing 26,493 square feet or 0.608 of an acre, more or less, as calculated by the above and according to a survey by HFR Design, Inc., Michael R. Williams, TN RLS No. 1906 and dated 3-16-17.

Being a portion of the same property conveyed to Grantor by Special Warranty Deed dated July 17, 2012, from Hearing Bridges (f/k/a League for the Deaf and Hard of Hearing and also f/k/a League for the Hearing Impaired, Inc.), a Tennessee non-profit corporation, of record in Instrument 20120718-0063007 Register's Officer for Davidson County, Tennessee.

Less and Except:

4th and Peabody Right-of-Way Dedication:

A tract of land in the 19th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being a part of Map 93-10, Parcel 333, property of Pinnacle 4th & Peabody, LLC of record in Instrument No. 20120718-0063007 and being more particularly described as follows:

Beginning at a Mag-nail old at the southeast corner of the subject Parcel 333 and being at the corner of 4th Ave. South and Peabody Street rights-of-ways;

Thence with Peabody Street, S 62 deg. 41' 12" W, 7.62' to a Mag-nail and Disk Set;

Thence along a new right-of-way line, N 08 deg. 02' 23" E, 13.13' to a Mag-nail and Disk Set in the right-of-way of 4th Ave. South;

Thence with the right-of-way of 4th Ave. South, S 27 deg. 25' 18" E, 10.71' to the Point of Beginning and containing 41 square feet, more or less;

Less and Except:

Alley No 68 Right-of-Way Dedication:

A tract of land in the 19th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being a part of Map 93-10, Parcel 333, property of Pinnacle 4th & Peabody, LLC of record in Instrument No. 20120718-0063007 and being more particularly described as follows:

Beginning at a PK-nail old marked BWSC in asphalt along the north side of Alley No. 68 being the southwest corner of Map 93-10, Parcel 334, property of the Nashville Symphony Association of record in Instrument No. 20040211-0016725 and the northwest corner of said Parcel 333 and being in the northeasterly right-of-way of Alley No. 68; Thence along a new right-of-way dedication line across Parcel 333, S 27 deg. 09' 51" E, 152.58' to a Mag-nail and Disk old in the north right-of-way of Peabody Street;

Thence along Peabody Street, S 62 deg. 41' 12" W, 1.56' to a Mag-nail and Disk old in the old Right-of-way of Alley No. 68;

Thence along the old right-of-way line of Alley No. 68, N 27 deg. 54' 40" E, 152.59' to a Mag-nail and Disk old;

Thence with the south line of Parcel 334, N 62 deg. 50' 15" E, 3.55' to the Point of Beginning and containing 390 square feet, more or less;

Being property known as 415 Fourth Avenue South, Nashville, Tennessee, 37201. Map 093-10, Parcel 333.00.

EXHIBIT B

Permitted Exceptions

1. Taxes for 2022 and subsequent years.

2. Terms, provision, conditions and restrictions as set forth in Restrictive Covenants Running with the Land of the Metropolitan Development and Housing Agency in Capitol Mall Redevelopment Project, recorded December 10, 1987 in Book 7423, Page 374, in the Register's Office for Davidson County, Tennessee (the "Register's Office"); as affected by Revision recorded June 4, 1994 in Book 9208, Page 613, in the Register's Office; as affected by Ordinance No. 097-755, recorded July 1, 1997 in Book 10512, Page 464, in the Register's Office; as amended by Ordinance No. BL2002-1033, recorded June 26, 2002 as Instrument No. 20020626-0076795, in the Register's Office; as amended by Restrictive Covenants Running with the Land with Supplemental Requirements, recorded January 24, 2005 as Instrument No. 20050124-0008719, in the Register's Office.

3. Terms, provisions, conditions and restrictions as set forth in Declaration of Restrictions and Covenants for Stormwater Facilities and Systems, recorded April 12, 2017 as Instrument No. 20170412-0035748, in the Register's Office.

EXHIBIT C

Quitclaim Legal Description

4th and Peabody Right-of-Way Dedication:

A tract of land in the 19th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being a part of Map 93-10, Parcel 333, property of Pinnacle 4th & Peabody, LLC of record in Instrument No. 20120718-0063007 and being more particularly described as follows:

Beginning at a Mag-nail old at the southeast corner of the subject Parcel 333 and being at the corner of 4th Ave. South and Peabody Street rights-of-ways;

Thence with Peabody Street, S 62 deg. 41' 12" W, 7.62' to a Mag-nail and Disk Set;

Thence along a new right-of-way line, N 08 deg. 02' 23" E, 13.13' to a Mag-nail and Disk Set in the right-of-way of 4th Ave. South;

Thence with the right-of-way of 4th Ave. South, S 27 deg. 25' 18" E, 10.71' to the Point of Beginning and containing 41 square feet, more or less;

Alley No 68 Right-of-Way Dedication:

A tract of land in the 19th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being a part of Map 93-10, Parcel 333, property of Pinnacle 4th & Peabody, LLC of record in Instrument No. 20120718-0063007 and being more particularly described as follows:

Beginning at a PK-nail old marked BWSC in asphalt along the north side of Alley No. 68 being the southwest corner of Map 93-10, Parcel 334, property of the Nashville Symphony Association of record in Instrument No. 20040211-0016725 and the northwest corner of said Parcel 333 and being in the northeasterly right-of-way of Alley No. 68; Thence along a new right-of-way dedication line across Parcel 333, S 27 deg. 09' 51" E, 152.58' to a Mag-nail and Disk old in the north right-of-way of Peabody Street;

Thence along Peabody Street, S 62 deg. 41' 12" W, 1.56' to a Mag-nail and Disk old in the old Right-of-way of Alley No. 68;

Thence along the old right-of-way line of Alley No. 68, N 27 deg. 54' 40" E, 152.59' to a Mag-nail and Disk old;

Thence with the south line of Parcel 334, N 62 deg. 50' 15" E, 3.55' to the Point of Beginning and containing 390 square feet, more or less;

Being property known as 415 Fourth Avenue South, Nashville, Tennessee, 37201. Map 093-10, Parcel 333.00.

Being a portion of the property conveyed to Grantor by Special Warranty Deed dated July 17, 2012, from Hearing Bridges (f/k/a League for the Deaf and Hard of Hearing and also f/k/a League for the Hearing Impaired, Inc.), a Tennessee non-profit corporation, of record in Instrument #20120718-0063007, Register's Officer for Davidson County, Tennessee.

Tennessee Certification of Electronic Document

I, Tonya McCants, do hereby make oath that I am a licensed attorney and/or the custodian of the original version of the electronic document tendered for registration herewith and that this electronic document is a true and exact copy of the original document executed and authenticated according to law on 12/21/2021 (date of document).

Tonya McCants
Affiant Signature

12/21/2021
Date

State of New York

County of New York

Sworn to and subscribed before me this 21st day of December, 2021.

Lia Capozzi
Notary's Signature

MY COMMISSION EXPIRES:

NOTARY'S SEAL

LIA N CAPOZZI
NOTARY PUBLIC-STATE OF NEW YORK
No. 01CA6357557
Qualified in Suffolk County
My Commission Expires 04-24-2025