Karen Johnson Davidson County
Batch# 830579 **DEEDWARRSP**
03/29/2022 12:19:27 PM 5 pgs
Fees: $28.00 Taxes: $752,432.00

20220329-0036226

Prepared by and Return to:	**Property Owner and Mail Tax Bills To:**	**Property Address:**	**Tax Parcel No(s).:**
Nelson Mullins Riley & Scarborough, LLP Attn: Laurence M. Papel 150 Fourth Avenue, North Suite 1100 Nashville, TN 37219	XHR Nashville Gulch LLC c/o Xenia Hotels & Resorts Inc. 200 S. Orange Avenue, Suite 2700 Orlando, FL 32801 Attn: Shamir Kanji and Taylor Kessel	300 12th Avenue South Nashville, TN 37203	093-13-090.00-R

SPECIAL WARRANTY DEED

THIS INDENTURE is made and entered into effective as of this 29th day of March 2022, by and between **NASHVILLE GULCH HOTEL LLC**, a Delaware limited liability company (hereinafter referred to as "Grantor"), and **XHR NASHVILLE GULCH LLC**, a Delaware limited liability company (hereinafter referred to as "Grantee").

WITNESSETH:

THAT for and in consideration of TEN DOLLARS ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto the said Grantee the following tract or parcel of improved real property located at 300 12th Avenue South, Nashville, Davidson County, Tennessee to, wit:

All of that certain real estate described in Exhibit A attached hereto and incorporated herein by this reference (the "Real Estate").

TO HAVE AND TO HOLD the Real Estate together with all the appurtenances and hereditaments thereunto belonging or in the anywise appertaining unto Grantee, its successors and assigns in fee simple forever.

Grantor covenants with Grantee that Grantor is lawfully seized and possessed of the Real Property in fee simple and has a good right and lawful authority to sell and convey the Real Property, and that the Property is free from all encumbrances, subject only to those matters shown on Exhibit B attached hereto and incorporated herein by reference (collectively, the "Permitted Exceptions"). Grantor further covenants and binds itself, its successors, and assigns to warrant and forever defend the title to the Real Estate against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise, subject to the Permitted Exceptions.

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

IN WITNESS WHEREOF, Grantor has executed or caused this instrument to be executed by its duly authorized representative on the day and year first above written.

GRANTOR:

NASHVILLE GULCH HOTEL LLC,
a Delaware limited liability company

By: _____
Name: David Tessier
Title: President

STATE OF TENNESSEE :
COUNTY OF DAVIDSON :

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared David Tessier with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who upon oath acknowledged himself/herself to be the President of Nashville Gulch Hotel LLC, a Delaware limited liability company, the within named bargainor, and that he, as such President, having the authority to do so, executed the foregoing instrument on behalf of such limited liability company, by signing his name as such President.

Witness my hand and official seal at office at Nashville on this the 25th day of March 2022.

_____
Notary Public

Commission Expires: July 3, 2023

TAMMY RHOADES
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

[Signature Page to Special Warranty Deed]

AFFIDAVIT OF CONSIDERATION
(Special Warranty Deed)

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $203,360,000.00.

Affiant

Subscribed and sworn to before me this 28 day of March, 2022.

Notary Public

My Commission Expires: 11/06/23

KRISTI BOTELER
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON

EXHIBIT A

Description of the Real Estate

Land situated in the County of Davidson, State of Tennessee, and described as follows:

BEING A TRACT OF LAND LYING IN THE 19TH DISTRICT OF DAVIDSON COUNTY, NASHVILLE, TENNESSEE, BEING LOTS 300, 301, 302, 333, 334, 335 AND 336 OF PLAN OF MCNAIRY'S WEST AS RECORDED IN MINUTE BOOK C, PAGE 136, AND PLAN BOOK 1, PAGE 15, NASHVILLE CHANCERY COURT, AND BEING A CLOSED PORTION OF ALLEY #233.

SAID TRACT BEING BOUNDED ON THE NORTH BY THE SOUTHERN RIGHT OF WAY (ROW) OF LAUREL STREET; BOUNDED ON THE EAST BY LOT 299 OF SAID PLAN OF MCNAIRY'S WEST, BEING LAUREL HOUSE 2001, LP AS RECORDED IN INSTRUMENT NUMBER 200112200140461, REGISTER'S OFFICE OF DAVIDSON COUNTY (RODC) AND BY LOT 1 OF NASHVILLE URBAN VENTURES, SECTION 1, AS RECORDED IN INSTRUMENT NUMBER 200905010039790, RODC, BEING NASHVILLE URBAN VENTURES, LLC AS RECORDED IN INSTRUMENT NUMBER 200309110133587, RODC; BOUNDED ON THE SOUTH BY THE NORTHERN ROW OF PINE STREET; AND BOUNDED ON THE WEST BY THE EASTERN ROW OF 12TH AVENUE SOUTH. TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

POINT OF BEGINNING BEING A SCRIBED "X" LYING ON THE SOUTHEAST ROW INTERSECTION OF SAID 12TH AVENUE SOUTH AND LAUREL STREET;

THENCE ALONG SAID SOUTHERN ROW OF LAUREL STREET NORTH 62°38'12" EAST 149.51 FEET TO A FOUND P.K. NAIL;

THENCE ALONG THE COMMON LINE OF SAID LOT 299 AND LOT 1 SOUTH 27°00'22" EAST 371.57 FEET TO A FOUND IRON ROD WITH CAP;

THENCE ALONG SAID NORTHERN ROW OF PINE STREET WITH THE FOLLOWING: ON A CURVE TO THE LEFT HAVING AN ARC LENGTH OF 26.33 FEET, A RADIUS OF 394.00 FEET, A CENTRAL ANGLE OF 03°49'42" AND HAVING A CHORD BEARING AND DISTANCE OF SOUTH 64°35'16" WEST 26.32 FEET TO A FOUND IRON ROD WITH CAP;

THENCE SOUTH 62°40'25" WEST 97.33 FEET TO A FOUND IRON ROD WITH CAP;

THENCE WITH A CURVE TO THE RIGHT HAVING AN ARC LENGTH OF 23.67 FEET, A RADIUS OF 15.00 FEET, A CENTRAL ANGLE OF 90°23'58" AND HAVING A CHORD BEARING AND DISTANCE OF NORTH 72°07'36" WEST 21.29 FEET TO A FOUND IRON ROD WITH CAP;

THENCE ALONG SAID EASTERN ROW OF 12TH AVENUE SOUTH WITH THE FOLLOWING: NORTH 26°55'37" WEST 118.53 FEET TO A POINT;

THENCE SOUTH 62°38'14" WEST 11.25 FEET TO A SCRIBED "X";

THENCE NORTH 26°56'01" WEST 236.97 FEET TO THE POINT OF BEGINNING.

Being the same property conveyed to Nashville Gulch Hotel LLC by Deed from Twelfth Avenue Partners, LLC, of record in Instrument No. 201809140091534, in the Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Exceptions

1. Taxes and assessments for the year 2022 and subsequent years, not yet due and payable.

2. All matters shown on plat(s) of record in Minute Book C, Page 136 and 137, in the Register's Office of Davidson County, Tennessee.

3. All matters shown on plat(s) of record in Plat Book 1, Page 15, in the Register's Office of Davidson County, Tennessee.

4. Terms, conditions, reservations, easements, of record in Book 10965, Page 404; as amended in Book 11625, Page 252; as amended in Instrument No. 200207150084598, in the Register's Office of Davidson County, Tennessee.

5. Terms and provisions of Declaration of Restrictions and Covenants for Stormwater Facilities and Systems, by Twelfth Avenue Partners, LLC, of record in Instrument No. 201809240094258, in the Register's Office of Davidson County, Tennessee.

6. Agreement for Dedication of Public Right of Way from Nashville Gulch Hotel to The Metropolitan Government of Nashville and Davidson County, of record in Instrument No. 201812170122477, in the Register's Office of Davidson County, Tennessee.

7. Agreement for Dedication of Public Right of Way from Nashville Gulch Hotel to The Metropolitan Government of Nashville and Davidson County, of record in Instrument No. 201812170122478, in the Register's Office of Davidson County, Tennessee.

8. Agreement for Dedication of Easement from Nashville Gulch Motel to The Metropolitan Government of Nashville and Davidson County, of record in Instrument No. 201901230006494, in the Register's Office of Davidson County, Tennessee.

9. Terms and provisions of Notice of Land Use Restrictions, by Nashville Gulch Hotel LLC, of record in Instrument No. 202104050044086, in the Register's Office of Davidson County, Tennessee.