Karen Johnson Davidson County
Batch# 880377 DEEDWARRSP
06/29/2022 09:29:30 AM 7 pgs
Fees: $38.00 Taxes: $148,000.00
20220629-0074873

FROM: 401 UNION HOTEL, LLC, a Tennessee limited liability company
TO: FAIRLANE HOTEL PARTNERS WC LP, a Delaware limited partnership

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ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP-PARCEL NOS.:
FAIRLANE HOTEL PARTNERS WC LP c/o Westdale Fairlane GP, LLC 2550 Pacific Avenue, Suite 1600 Dallas, Texas 75226	Same as New Owner	093-02-3-55.00

THIS INSTRUMENT PREPARED BY: Erin P. Hughes, Esq., Waller Lansden Dortch & Davis, LLP, 511 Union Street, Suite 2700, Nashville, Tennessee 37219

STATE OF Texas)

COUNTY OF Dallas)

The actual consideration or value, whichever is greater, for this transfer is FORTY MILLION AND NO/100 DOLLARS ($40,000,000.00).

Affiant

Subscribed and sworn to before me, this the 14th day of June, 2022.

BETHANY SHAY
My Notary ID # 130059470
Expires December 22, 2022

Notary Public

My Commission Expires: 12/22/22

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of TEN AND NO/100 DOLLARS ($10.00), the receipt and sufficiency of which are hereby acknowledged, 401 UNION HOTEL, LLC, a Tennessee limited liability company ("**Grantor**"), has bargained and sold, and by these presents does transfer and convey unto FAIRLANE HOTEL PARTNERS WC LP, a Delaware limited partnership ("**Grantee**"), its successors and assigns, certain tracts or parcels of land, together with all buildings, improvements and fixtures located thereon, in Davidson County, State of Tennessee, and all right, title and interest, if any, that Grantor may have in and to all rights, privileges and appurtenances pertaining thereto, including all of Grantor's right, title

and interest, if any, in and to all rights-of-way, open or proposed streets, alleys, easements, strips or gores of land adjacent thereto, as more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "**Property**").

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference (the "**Permitted Exceptions**").

TO HAVE AND TO HOLD the Property with appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns forever.

Grantor covenants and binds itself and its successors and assigns to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to the Permitted Exceptions, to which this conveyance is expressly made subject.

[*signature page follows*]

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed effective as of June 15, 2022.

GRANTOR:

401 UNION HOTEL, LLC,
a Tennessee limited liability company

By: BNA Associates, LLC,
a Tennessee limited liability company
Its: Manager

By: _____
Name: Ethan Orley
Title: Managing Member

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Ethan Orley, 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 Managing Member of BNA Associates, LLC, a Tennessee limited liability company, the Manager of 401 Union Hotel, LLC, the within named bargainor, a Tennessee limited liability company, and that Ethan Orley as such Managing Member of the Manager, 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 Managing Member of the Manager.

Witness my hand and seal, this the 14 day of June, 2022.

_____
Notary Public

My Commission Expires: _____

D. E. RUSSELL
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires JAN. 6, 2025

4861-7956-0961.4
4861-7956-0961

EXHIBIT "A"
(Legal Description)

Being a portion of land situated in the 19th Council District of Davidson County, Tennessee, Being Part of Lot 64 of The Original Plan of Nashville, in Plan Book 2, Page 51, Chancery Court of Nashville, Tennessee, and is more particularly described as follows;

Commencing at the approximate intersection of 4th Avenue North and Union Street, in a southerly direction 35.4+/- feet to a point at the southerly most corner of the intersection of said margins, at approximate Tennessee state plane coordinate location of, N:667,643.06, E:1,738,298.89, at the northeasterly most corner of the subject property and being the point of beginning of herein described land; thence

with the margin of 4th Avenue North, South 27° 33' 20" East, a distance of 80.00 feet to a point at the northeasterly most corner of Parcel 56, owned by NEWCO ARC LLC, of record in Instrument Number 20210405-0043706, R.O.D.C., TN; thence

leaving said margin with Parcel 56 northwesterly line, South 62° 29' 44" West, a distance of 111.50 feet to a point on the northwesterly line of Parcel 59, owned by NEWCO ARC LLC, of record in Instrument Number 20210405-0043706, R.O.D.C., TN., at the southeasterly most corner of an Old Private 6' Alley; thence

with the northeasterly margin of Old Private 6' Alley, North 27° 22' 51" West, a distance of 80.00 feet to a point on the southerly margin of Union Street; thence

with said margin, North 62° 29' 43" East, a distance of 111.26 feet to the point of beginning of herein described land, having an area of 8910.15 square feet or 0.20 acres more or less;

This description was taken from a May 27, 2016, Boundary Survey, upgraded to an ALTA/NSPS Land Title Survey, site visit March 15, 2022, by Dale and Associates under project number 16106.1, the legal description was written by Steven C. Matthews, Tennessee Registered Land Surveyor Number 2352, on March 23, 2022;

Being the same property conveyed to 401 Union Hotel, LLC, a Tennessee Limited Liability Company, by Quitclaim Deed for the purposes to combine Two parcels into one parcel, from 401 Union Hotel, LLC, a Tennessee Limited Liability Company, dated October 24, 2014, of record in Instrument Number 20141024-0098386, R.O.D.C., TN;

Being the same property conveyed to 401 Union Hotel, LLC, a Tennessee Limited Liability Company, by General Warranty Deed, from Rebecca Brown Battle, Trustee of the Trimble Brown Trust Created under the Will of Trimble Brown, 1/3 undivided interest, dated January 3, 2012, of record in Instrument Number 20120103-0000539, R.O.D.C., TN;

(Continued)

Being the same property conveyed to 401 Union Hotel, LLC, a Tennessee Limited Liability Company, by General Warranty Deed, from Lytle Brown, III and Stewart F. Kresge, Co-Trustee of the Louise Lewis Brown Trust Created Under the will of Louise Lewis Brown, 1/3 undivided interest, dated December 29, 2011, of record in Instrument Number 20120103-0000538, R.O.D.C., TN;

Being the same property conveyed to 401 Union Hotel, LLC, a Tennessee Limited Liability Company, by General Warranty Deed, from Lytle Brown, III, 1/3 undivided interest, dated December 24, 2011, of record in Instrument Number 20120103-0000540, R.O.D.C., TN;

(End of Exhibit "A")

EXHIBIT B
THE PERMITTED EXCEPTIONS

1. General and Special County Real Estate Taxes for the 2022 Tax Year and subsequent years, a lien due but not yet payable.

2. The following matters disclosed by the plat of a survey made by Steven C. Matthews, dated May 27, 2016, last revised March 23, 2022 and designated Network Project No. 16106 (the "Survey"):
   a. the apparent projection of a Gas Meter ("G.M."), a Dryer Vent, and a Sprinkler Connector over an alley adjacent to the southwest, as shown;
   b. the apparent projection of a Sprinkler Connector over a sidewalk adjacent to the northeast, as shown.

3. Rights of "Cheese Gal" under an unrecorded lease agreement dated July 1, 2020, and Oliver Hospitality Management, under an unrecorded lease dated June 15, 2022, as tenants only.

(End of Exhibit B)

OLD REPUBLIC NATIONAL COMMERCIAL TITLE SERVICES

CERTIFICATION

Old Republic National Title Insurance Company hereby certifies that the document to which this Certification is attached is a true and complete copy of the original.

Date: 6/15/22

Old Republic National Title Insurance Company
a Florida corporation

By: Tammy Finney
Name: Tammy Finney
Its: Authorized Signatory

STATE OF NEVADA }
}
COUNTY OF CLARK }

On this 15th day of June, 2022, personally appeared before me, a Notary Public in and for said County and State, **Heather Zeisloft**, who acknowledged that they executed the above instrument.

WITNESS my hand and official seal:

Notary Public in and for said County and State

HEATHER ZEISLOFT
Notary Public, State of Nevada
Appointment No. 05-96576-1
My Appt. Expires Sep 1, 2025

202206290074873