Karen Johnson Davidson County
Batch# 897009 DEEDWARRSP
08/01/2022 01:26:30 PM 9 pgs
Fees: $48.00 Taxes: $13,320.00
20220801-0087343

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THIS INSTRUMENT PREPARED BY:
Waller Lansden Dortch & Davis, LLP (RRC)
511 Union Street, Suite 2700
Nashville, Tennessee 37219

ADDRESS OF NEW OWNER:
The Greatness Factory of Nashville, LLC
8990 Manchester Highway
Christiana, Tennessee 37037

SEND TAX BILL TO:
Same

MAP-PARCEL NO.:
p/o 093-06-1M-001.00-CO

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 considerations, the receipt of which is hereby acknowledged, **505 APARTMENTS, LLC,** a Delaware limited liability company (hereinafter the "Grantor"), has this day bargained and sold, and does hereby transfer, convey and warrant to **THE GREATNESS FACTORY OF NASHVILLE, LLC**, a Tennessee limited liability company (hereinafter the "Grantee"), its successors and assigns, the following described land in Davidson County, Tennessee, to-wit:

A tract or parcel of land located in Nashville, Davidson County, Tennessee and being more particularly described on Exhibit A attached hereto.

This is improved property known as Retail Unit 1 p/o 093-06-1M-001.00-CO located in Nashville, Davidson County, Tennessee.

Said property is transferred subject to the limitations, restrictions, and encumbrances set forth on Exhibit B attached hereto.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and its successors and assigns, forever. Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Notwithstanding anything contained herein, the real estate conveyed herein (the "Subject Property") is conveyed subject to the following restrictions, limitations and provisions, all of which run to and for the benefit of Grantor, its successors and assigns and any party now or hereafter owning an interest in that certain real estate described on Exhibit C attached hereto and incorporated herein:

(a) The Subject Property shall only be used for general office and related purposes, including conference space, shared office space, auditorium for educational and entertainment purposes which may include catered meals, coffee shop, dining hall for meetings and catered meals, small gymnasium for owner's use, and events and entertainment subject to reasonable noise restrictions and limitations.

(b) The Subject Property shall never be used for retail or residential purposes nor for any noxious uses or uses not compatible with the mixed-use development located at 505 and 515 Church Street, Nashville, Davidson County, Tennessee (the "Project"), nor in violation of the exclusive rights of the existing retail tenant in the Project, which shall include, without limitation, any use where the primary use is the sale of juice, wellness shots, protein blends, bowls, smoothies and other wellness related products including wellness bars, oils, and supplements nor to any of the following direct competitors of such existing retail tenant: (1) Urban Juicer; (2) Franklin Juice; (3) Juice Nashville; (4) Juice Bar; (5) Whole Foods; (6) The Turnip Truck; (7) The Fountain of Juice; and (8) Clean Juice.

[*signature page to follow*]

IN WITNESS WHEREOF, Grantor has executed this instrument on this 29 day of July, 2022.

505 APARTMENTS, LLC,
a Delaware limited liability company

By:_____
Anthony D. Giarratana,
Authorized Officer

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Anthony D. Giarratana, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Authorized Officer of **505 APARTMENTS, LLC,** the within named bargainor, a Delaware limited liability company, and that he as such Authorized Officer, 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 Authorized Officer.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 29 day of July, 2022.

Linda J. Boggess
Notary Public

My Commission Expires: 3-3-2026

LINDA J. BOGGESS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires MARCH 3, 2026

STATE OF TN)

COUNTY OF DAVIDSON)

The ~~actual~~ consideration or value, whichever is greater, for this transfer is ~~$4,400,000.00~~ 3,600,000.00 (MB)

Affiant

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

Notary Public

My Commission Expires: 5-21-28

TODD A. TRESSLER, II
STATE OF TENNESSEE NOTARY PUBLIC
WILSON COUNTY

EXHIBIT A

The Retail Unit 1 of 505 Master Condominium described in the Declaration Establishing 505 Master Condominium of record as Instrument No. 20171218-0128945, Register's Office for Davidson County, Tennessee, as amended by that certain First Amendment to Declaration Establishing 505 Master Condominium of record as Instrument No. 202208010087340, said Register's Office, together with the undivided percentage interest in the Common Elements appurtenant to the Retail Unit 1 as set forth in Exhibit E of the Declaration Establishing 505 Master Condominium, as amended by that certain First Amendment to Declaration Establishing 505 Master Condominium. Reference is hereby made to the plat of 505 Master Condominium of record as Exhibit D to the Declaration Establishing 505 Master Condominium, as amended by that certain First Amendment to Declaration Establishing 505 Master Condominium, for a more complete identification and description of the Retail Unit 1.

Being part of the same property conveyed to 505 Apartments, LLC, a Delaware limited liability company, by Quitclaim Deed from 505 Property, LLC, a Delaware limited liability company, of record as Instrument No. 20171218-0128947, said Register's Office.

EXHIBIT B

1) General or special taxes and assessments required to be paid in the year 2022 and subsequent years for Map-Par. 093-06-1M-001.00 CO, a lien, but not yet due and payable.

2) Capitol Mall Redevelopment Project Plan and Restrictions, as provided in Metropolitan County Council Ordinances 77-716, 82-845, 87-1695, 91-1567, 93-774, 97-755, 98-1187, BL 2002-1033 and BL 2004-424, and as recorded in Book 7423, page 374, Book 8421, page 587, Book 9208, page 613, Book 10512, page 464, Instrument No. 20020626-0076795, and Instrument No. 20050124-0008719, Register's Office of Davidson County, Tennessee.

3) Matters shown on the Plan of record in Instrument No. 20140926-0089008, said Register's Office.

4) Agreement for Dedication of Pedestrian Sidewalk Easement of record in Instrument No. 20140923-0087004 and amended in Instrument No. 20151231-0131612, said Register's Office.

5) Declaration of Covenants and Easements of record in Instrument No. 20141114-0105300, as amended by Amendment of record as Instrument No. 20171218-0128944, and as assigned by Assignment and Assumption of Development Documents of record as Instrument No. 20151203-0122110, said Register's Office.

6) Declaration of Restrictions and Covenants for Stormwater Facilities and Systems contained in instrument of record in Instrument No. 20170504-0044298, said Register's Office.

7) Memorandum of Parking Lease and License of record as Instrument No. 20141114-0105301, as amended by Amendment of record as Instrument No. 20171218-0128943, and as assigned by Assignment and Assumption of Development Documents of record as Instrument No. 20151203-0122110, said Register's Office.

8) Memorandum of Development Agreement by and between Metropolitan Development and Housing Agency (MDHA) and 505, LLC, a Tennessee limited liability company (Developer) of record as Instrument No. 20151203-0122108, said Register's Office, as assigned as Instrument No. 20151203-012210, said Register's Office.

9) Declaration Establishing 505 Master Condominium of record as Instrument No. 20171218-0128945, said Register's Office, as amended by that certain First Amendment to Declaration Establishing 505 Master Condominium of record as Instrument No. 202208010087340_____, said Register's Office.

10) Memorandum of Partial Assignment and Assumption of Parking Facility Lease and License Agreement of record as Instrument No. 20191002-0100554, said Register's Office.

11) Partial Assignment of Declarant Rights Under Declaration Establishing 505 Master Condominium, of record as Instrument No. 20191002-0100557, said Register's Office.

12) Partial Assignment of Declarant Rights Under Declaration Establishing 505 Master Condominium, of record as Instrument No. 202208010087339 _____, said Register's Office.

13) Memorandum of Right of First Refusal Agreement, of record as Instrument No. 202208010087342_____, said Register's Office

14) Any matters a true and correct survey of the property would reveal.

15) Any and all other encumbrances, zoning ordinances, easements and restrictions of record.

EXHIBIT C

The Low Rise Unit of 505 Master Condominium described in the Declaration Establishing 505 Master Condominium of record as Instrument No. 20171218-0128945, Register's Office for Davidson County, Tennessee, as amended by that certain First Amendment to Declaration Establishing 505 Master Condominium of record as Instrument No. 202208010087340, said Register's Office.

Being a portion of the same property conveyed to 505 Apartments, LLC, a Delaware limited liability company, by deed from 505 Property, LLC, a Delaware limited liability company, of record as Instrument No. 20171218-0128947, said Register's Office.

Certificate of Authenticity

I, Lisa Farris, 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 July 29, 2022
Date

Lisa Farris
Affiant Signature

July 29, 2022
Date

State of Tennessee
County of Davidson

Sworn to and subscribed before me this 29 day of July, 2022.

Notary's Signature

My Commission Expires: 10/22/2025
Date

Notary's Seal (if on paper)

JULIE BOSTIAN
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF RUTHERFORD
My Commission Expires Oct. 22, 2025