Karen Johnson Davidson County
Batch# 957662 DEEDWARRSP
01/04/2023 02:11:30 PM 8 pgs
Fees: $43.00 Taxes: $61,050.00
20230104-0000696

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
c/o Baywood Hotels, Inc. 9130 Guilford Rd. Columbia, MD 21046 Attention: Jay Patel	09516004000	Same Address As New Owner

This instrument prepared by:
Philip Piecuch
Katten Muchin Rosenman LLP
525 W. Monroe Street
Chicago, IL 60661-3693

Return to:
Von Crook
First National Financial Title Services, LLC
3301 Windy Ridge Parkway, Suite 300
Atlanta, GA 30339
770-916-4347- **TN252206008V**

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 consideration, the receipt and sufficiency of all of which are hereby acknowledged, BRE SELECT HOTELS PROPERTIES LLC, a Delaware limited liability company (the "Grantor"), has bargained and sold, and by these presents transfers and conveys to SENECA HOSPITALITY, LLC, a New York limited liability company ("Seneca") as to a 60% tenant-in-common interest, BNA LONESTAR INVESTOR, LLC, a Tennessee limited liability company ("BNA Investor") as to a 31% tenant-in-common interest, and NP HOLDINGS, LLC, a Mississippi limited liability company ("NP Holdings") as to a 9% tenant-in-common interest, as tenants-in-common (collectively, the "Grantee"), Grantee's successors and assigns, the real property described on **Schedule 1**, which is attached hereto and incorporated herein by reference (the "Property"), together with all rights, interests, easements and hereditaments appurtenant thereto.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters described on **Schedule 2**, attached hereto and incorporated herein by reference (collectively, the "Permitted Encumbrances").

This is improved property commonly known as 2640 Elm Hill Pike, Nashville, Davidson County, Tennessee.

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

Grantor covenants with the Grantee, its successors and assigns that the Property is free from all encumbrances made or suffered by Grantor, except the Permitted Encumbrances. Grantor covenants and binds itself, and its successors and assigns, to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, except (i) claims arising under or by virtue of the Permitted Encumbrances, and (ii) Grantor makes no warranty as to the amount of acreage in the Property.

[Signature appears on the following page]

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed this 15 day of December, 2022, effective as of the 29th day of December, 2022.

GRANTOR:

BRE SELECT HOTELS PROPERTIES LLC,
a Delaware limited liability company

By: _____
Name: Brian Kaufman
Title: Managing Director and Vice President

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On the 15 of December in the year 2022 before me, the undersigned, personally appeared Brian Kaufman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity as Managing Director and Vice President of BRE Select Hotels Properties LLC, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

_____
Notary Public
My Commission expires: March 11, 2023

Besa Reka
STATE OF NEW YORK
NOTARY PUBLIC
Qualified in New York County
01RE6388532
MY COMMISSION EXPIRES 3/11/2023

US_155307082v2_382191-00217

STATE OF Maryland §
§
COUNTY OF Howard §

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $16,500,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

AFFIANT – Amit N. Patel, Authorized Signatory for Grantee

Subscribed and sworn to before me on this 29th day of December, 2022.

Notary Public

VINAY KUMAR SHARMA
My Commission Expires
NOTARY PUBLIC
11-15-2025
HOWARD COUNTY, MD

My Commission Expires:

11-15-2025

SCHEDULE 1

PROPERTY DESCRIPTION

Being a parcel of land in Nashville, First Civil District, Fourteenth Councilmanic District, Davidson County, Tennessee located on the Northerly side of Elm Hill Pike at Heney Drive being Lot No. 5, as shown on the plan of Second Revision, Phase II, Lakeview Ridge Office Park as of record in Book 9700, Page 585, R.O.D.C., and being more particularly described as follows:

Parcel I:
Beginning at a point in the Northerly right-of-way line of Elm Hill Pike, said point being Westerly 80 feet from the centerline of Heney Drive:

Thence with said right-of-way line with a curve to the left 250.37 feet to a point, said curve having a central angle of 14deg. 21' 38", a radius of 998.93 feet, a tangent of 125.84 feet, and a chord of N 86 deg. 11'55" W, 249.72 feet;

Thence, leaving said right-of-way line N 10 deg. 34' 23" W, 546.39 feet to a point; Thence, with a Southerly line of Perry Heights as of record in Book 2900, Page 18, R.O.D.C., N 68 deg. 28' 55" E, 252.30 feet to a point;

Thence, with a Westerly line of said Perry Heights, S 10 deg. 03' 56" E, 656.31 feet to the Point of Beginning.

Parcel II (Easement):
Together with benefitting easements for (a) a common driveway for pedestrian and vehicular ingress and egress, and (b) constructing, installing and maintaining utility lines, pipes and conduits created by Declaration of Reciprocal Easements and Restrictive Covenants recorded in Book 6677, Page 218; First Amendment to Declaration of Reciprocal Easements and Restrictive Covenants recorded in Book 7070, Page 707; Second Amendment to Declaration of Reciprocal Easements and Restrictive Covenants recorded in Book 10716, Page 473 and Third Amendment to Declaration of Reciprocal Easements and Restrictive Covenants recorded in Book 10974, Page 162, said Register's Office as affected by Assignment of Declarant Rights recorded in Instrument No. 201207130061921 and re-assigned by Instrument No. 201507280074109, said Register's Office.

Parcel III (Easement):
Further together with benefitting easements for (a) pedestrian ingress and egress over and across the easement estate and (b) vehicular ingress and egress and vehicular parking over and across the easement estate created by Easement Agreement dated June 10, 1998, recorded in Book 10974, Page 180, in the Register's Office for Davidson County, Tennessee.

Being the same property conveyed to BRE Select Hotels Properties LLC, a Delaware limited liability company, by virtue of Quitclaim Deed from BRE SELECT HOTELS TENNESSEE, LLC, A VIRGINIA LIMITED LIABILITY COMPANY (successor by conversion to Apple Six Tennessee, LLC, successor to Apple Six Tennessee, Inc.), dated May 14, 2013 recorded in Instrument # 201305230052306, Register's Office for DAVIDSON County, Tennessee.

SCHEDULE 2

PERMITTED ENCUMBRANCES

1. All taxes for the fiscal year 2023 and subsequent years, not yet due and payable.

2. Rights of parties in possession, as transient hotel guests.

3. Covenants, conditions, restrictions, easements and annual fee set forth in Declaration of Reciprocal Easements and Restrictive Covenants recorded in Book 6677, Page 218 (the "Restrictions") in the register's Office for Davidson County, Tennessee (the "Register's Office"). Said Restrictions being subject to the following:
    a. First Amendment to Declaration of Reciprocal Easements and Restrictive Covenants recorded in Book 7070, Page 707, said Register's Office.
    b. Second Amendment to Declaration of Reciprocal Easements and Restrictive Covenants recorded in Book 10716, Page 473, said Register's Office.
    c. Third Amendment to Declaration of Reciprocal Easements and Restrictive Covenants recorded in Book 10974, Page 162, said Register's Office.
    d. Assignment of Declarant Rights recorded in Instrument No. 201207130061921 and re-assigned by Instrument No. 201507280074109, said Register's Office.

4. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Book 4671, Page 267 and Book 4807, Page 934, said Register's Office and shown on Survey.

5. Warranty Deed conveyed to Metropolitan Government including a permanent slope and drainage easement as set forth in Book 4915, Page 452, said Register's Office and shown on Survey.

6. Easement Agreement between W. Fred Williams, Trustee for the Benefit of Highwoods/Tennessee Holdings, L.P. and Nashville/Lakeview Hotel, L.L.C., a Tennessee limited liability company, of record in Book 10974, Page 180, said Register's Office and shown on Survey.

7. The following matters shown on Plat recorded in Book 9700, Page 585, said Register's Office and shown on Survey:
    a. 60' minimum building setback line.
    b. 20' public utility easement.
    c. 15' minimum building setback line.

8. The following matters shown on ALTA/NSPS Land Title Survey prepared by Clifford McGill, TN RLS No. 2699 on behalf of Bock & Clark Corporation, a NV5 Company, dated June 17, 2022, last revised , Job No. 202203682, 005 (the "Survey"):

a. Homewood Suites sign located within sewer easement and public utility easement.
b. Adjoiner's fence crosses over property line in east boundary.
c. Old concrete driveway in southeast area crosses into public right of way.
d. Wetlands in northwest area, which are subject to the rules and regulations established by Governmental Agencies for any lands lying within wetlands.

9. Deed of Trust, Absolute Assignment of Leases and Rents and Security Agreement (Including Fixture Filing) dated as of December 27 , 2022, between Seneca Hospitality, LLC, a New York limited liability company, BNA Lonestar Investor, LLC, a Tennessee limited liability company, and NP Holdings, LLC, a Mississippi limited liability company, jointly and severally, as tenants in common, and BNA Hotel Management, LLC, a Tennessee limited liability company, collectively, as Grantor, to Yale Riley, as Trustee for Choice Financial Group, a North Dakota banking corporation doing business as Choice Bank, as Lender, recorded _____, in Instrument No. 202301040000697, Register of Deeds of Davidson County, Tennessee, securing $19,081,200.

10. Memorandum of Tenants in Common Agreement entered into as of the day of December, 2022 among Seneca Hospitality, LLC, a New York limited liability company, BNA Lonestar Investor, LLC, a Tennessee limited liability company and NP Holdings, LLC, a Mississippi limited liability company, recorded , in Instrument No. , Register of Deeds of Davidson County, Tennessee

Tennessee Certification of Electronic Document

I, Kimberly Hogan, 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 December 29, 2022 (date of document).

Affiant Signature

January 4, 2023
Date

State of GA

County of Cobb

Sworn to and subscribed before me this 4th day of January, 2023.

Notary's Signature

MY COMMISSION EXPIRES: 8/10/2023

NOTARY'S SEAL

