Karen Johnson Davidson County
Batch# 1086471 DEEDWARRSP
12/29/2023 09:50:30 AM 8 pgs
Fees: $43.00 Taxes: $288,600.00
20231229-0100048

This instrument was prepared by:

Cox, Castle & Nicholson LLP
2029 Century Park East, Suite 2100
Los Angeles, California 90067
Attention: Stephen D. Li, Esq.

SPECIAL WARRANTY DEED

FROM: Fountains Germantown Holdings, LLC,
a North Carolina limited liability company

TO: Nashville 249 Owner, LLC,
a Delaware limited liability company
and Peyton Fannwood, LLC,
a Delaware limited liability company, as tenants in common

Address New Owner as Follows:	Send Tax Bills To:	Map/Parcel Numbers
Nashville 249 Owner, LLC c/o Phoenix Realty Group 550 Madison Avenue, 8th Floor New York, New York 10022 Attention: Henry Gom	Same	082 09 0 501.00 082 09 0 502.00

This **Special Warranty Deed** (this "**Deed**"), made on this 19th day of December, 2023, by Fountains Germantown Holdings, LLC, a North Carolina limited liability company, whose address is 8500 E. 116th Street, Unit 742, Fishers, Indiana 46038 ("**Grantor**"), for and in consideration of the payment of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and which has granted, bargained, transferred, sold and conveyed and does hereby grant, bargain, transfer, sell and convey in favor of and to Peyton Fannwood, LLC, a Delaware limited liability company ("**Peyton**") an 78.293% tenant-in-common interest, and Nashville 249 Owner, LLC, a Delaware limited liability company ("**249 Owner**") a 21.707% tenant-in-common interest (Peyton and 249 Owner collectively, as tenants-in-common, "**Grantee**"), whose address is as set forth above, all of Grantor's right, title and interest in and to the following described real property, to-wit (the "**Property**"):

See **Exhibit A** attached hereto and incorporated herein by this reference;

This is improved property located at 1401 Third Avenue North, Nashville, Tennessee in Davidson County, Tennessee.

Submitted electronically by "Madison Title Agency, LLC"
in compliance with North Carolina statutes governing recordable documents
and the terms of the submitter agreement with the Nash County Register of Deeds.

202312290100048

TO HAVE AND TO HOLD the Property, together with any and all rights, hereditaments, easements and appurtenances thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever in fee simple, but subject in all events to the exceptions set forth on **Exhibit B** attached hereto.

Grantor further covenants and binds itself, and its successors and assigns, that Grantor is lawfully seized and possessed in fee simple of the Property above conveyed and has full power, authority and right to convey the same subject to the Permitted Exceptions, and Grantor covenants to warrant specially and defend the title to the Property to Grantee, and Grantee's successors and assigns, against the lawful claims of all persons claiming through and under Grantor, but not further or otherwise and excluding in all events any and all claims, demands or otherwise arising out of or under any of the Permitted Exceptions.

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

Except as otherwise expressly provided in this deed or any other written agreement executed by Grantor (including the purchase and sale agreement executed by Grantor to Grantee's predecessor-in-interest (the "**Purchase Agreement**"), by acceptance of this Deed, Grantee acknowledges and agrees that: Grantor has not made, is not making and specifically disclaims and negates any warranties, representations, guarantees or assurances (express or implied) regarding the Property or any rights, interests, easements and hereditaments appurtenant thereto; (ii) Grantee is purchasing the Property "As Is, Where Is" with all faults and all latent or patent defects; and (iii) Grantee, on behalf of itself and its successors and assigns, shall be deemed to have waived, released and discharged Grantor from all claims that Grantee or its successors or assigns has or may have against Grantor relating to the Property, whether known or unknown, existing or arising in the future, including, but not limited to, claims for contribution or indemnity under any environmental laws

[Remainder of Page Intentionally Left Blank;
Signature Page Follows]

IN WITNESS WHEREOF, Grantor has executed this Deed as of the date first set forth above.

GRANTOR:
Fountains Germantown Holdings, LLC, a North Carolina limited liability company

By: Brad Galinson
Name:: Brad Galinson
Title: Authorized Signatory

STATE OF Florida)
)
COUNTY OF Hillsborough)

Before me, Justin. E. Ramos, a Notary Public in and for the County and State aforesaid, personally appeared Brad Galinson, 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 an authorized signatory of Fountains Germantown Holdings, LLC, the within named bargainor, a North Carolina limited liability company, and that he as such authorized signatory, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the said entity by himself/herself as authorized signatory of and for said entity.

Witness my hand and seal at office, this 12th day of December, 2023.

Notary Public State of Florida
Justin Ramos
My Commission HH 450636
Expires 10/3/2027

Notary Public

My Commission Expires: 10-03-2027

Exhibit A
to
Special Warranty Deed

The Land is described as follows:

All that certain lot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the City of Nashville, County of Davidson, State of Tennessee.

BEING KNOWN AS Lots 1 and 2, in the Consolidation Plat for Fountains at Germantown, recorded on August 20, 2015 in the Davidson County records in Instrument No. 20150820-0083862.

NOTE FOR INFORMATION: Being Parcel No(s). 082 09 0 501.00 and 082 09 0 502.00, of the City of Nashville, County of Davidson.

Being the same premises conveyed to Grantor from R.D. Herbert & Sons Co., Recorded in Instrument 20150130-0008922 on January 30, 2015 in the Register's Office for Davidson County, Tennessee

Exhibit B
to
Special Warranty Deed

1. Rights of tenants, as tenants only, with no options to purchase or rights or first refusal over any portion of the Land.

2. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land. The term "encroachment" includes encroachments of existing improvements located on the Land onto adjoining land, and encroachments onto the Land of existing improvements located on adjoining land.

3. Taxes for the year 2023 and subsequent years, a lien not yet due and payable.

4. Inspection and Maintenance Agreement made by and between Fountains Germantown Holdings, LLC and Metropolitan Government of Nashville and Davidson County, Tennessee recorded on May 5, 2015 in Instrument No. 20150505-0040565.

5. Grant of Easement in favor of Comcast of Nashville I, LLC recorded on October 21, 2016 in Instrument No. 20161021-0111706.

6. All conditions, matters, easements and setback lines as set forth on plat recorded in Plat Instrument No. 20150820-0083862.

7. Multifamily Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing made by Fountains Germantown Holdings, LLC to Old Republic Title Company of Tennessee, as trustee, in favor of KeyBank National Association, in the amount of $39,859,000.00 dated and recorded on May 7, 2018 in the Davidson County Records in Instrument No. 20180507-0043733.

   Assignment of Multifamily Deed of Trust to Fannie Mae dated and recorded on May 7, 2018 in Instrument No. 20180507-0043734.

   Assumption of Deed of Trust dated as of , recorded on in the Davidson County, Tennessee Clerk/Register's Office in Book_____Page _____, in the amount of $100,000.00.

8. Financing Statement between Fountains Germantown Holdings, LLC; (debtor), KeyBank National Association; (assignor) and Fannie Mae; (secured party, assignee) recorded on May 7, 2018 in the Davidson County Records in Instrument No. 20180507-0043735.

   Amendment of Financing Statement recorded in Book ___ Page _____.

STATE OF New York
COUNTY OF New York

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 78,000,000.00 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this the 7th day of December 2023

Notary Public

My commission expires:

AMANDA ANGIONE
Notary Public, State of New York
No. 01AN6401405
Qualified in Queens County
Commission Expires 12/09/2023

Signature page to Tennessee Affidavit of Consideration

STATE OF New York
COUNTY OF New York

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 78,000,000.000 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this the 11th day of December, 2023

Notary Public

My commission expires: 3-22-26

ABRAHAM TEITELBAUM
NOTARY PUBLIC-STATE OF NEW YORK
No. 01TE6219142
Qualified in Nassau County
My Commission Expires 03-22-2026

Tennessee Certification of Electronic Document

I, Tzvi Zombek, do hereby Certifiy 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 Dec. 19, 2023 (date of document).

Affiant Signature

Dec. 22, 2023
Date

State of New Jersey

County of Ocean

Subscribed before me this 22 day of December, 2023.

Notary's Signature

MY COMMISSION EXPIRES: 12/21/25

NOTARY'S SEAL

TZVI BALIM
NOTARY PUBLIC OF NEW JERSEY
Commission # 50146920
My Commission Expires 12/21/2025