2nd

FROM: 1441 Lebanon Pike LLC, 1441 Lebanon Pike 1 LLC, 1441 Lebanon Pike 2 LLC, and 1441 Lebanon Pike 3 LLC, as tenants-in-common, each a Delaware limited liability company

TO: Fairfield City Side Flats LLC, a Delaware limited liability company

Address New Owner as follows:	Send Tax Bills to:	Tax-Parcel No.
c/o Fairfield Residential Company LLC 5355 Mira Sorrento Place, Suite 100 San Diego, CA 92121	New Owner	094-00-0-079.00

THIS INSTRUMENT PREPARED OUTSIDE OF TENNESSEE BY:

KATTEN MUCHIN ROSENMAN LLP
1919 Pennsylvania Ave., N.W.
Suite 800
Washington, DC 20006

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO)

The actual consideration or value, whichever is greater, for this transfer is ~~$28,056,849.00~~ 27,806,849.00.

AFFIANT:

FAIRFIELD CITY SIDE FLATS LLC,
a Delaware limited liability company

By: FRH GP,
a Delaware limited liability company

By: _____
Krista Miclat
Its: Vice President & Assistant Secretary

Karen Johnson Davidson County
Batch# 1112823 DEEDWARRSP
03/19/2024 02:11:30 PM 12 pgs
Fees: $63.00 Taxes: $102,885.34
20240319-0018982

[See attached Notary Page]

CALIFORNIA ACKNOWLEDGMENT **CIVIL CODE § 1189**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of San Diego }

On March 8th, 2024 before me, Olga Buelna, Notary Public
Date *Here Insert Name and Title of the Officer*

personally appeared Krista Miclat
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

OLGA BUELNA
Notary Public - California
San Diego County
Commission # 2355252
My Comm. Expires May 17, 2025

Place Notary Seal and/or Stamp Above

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Olga Buelna
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Affidavit of Value - City Side
Document Date: _____ Number of Pages: _____
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____	Signer's Name: _____
☐ Corporate Officer – Title(s): _____	☐ Corporate Officer – Title(s): _____
☐ Partner – ☐ Limited ☐ General	☐ Partner – ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact	☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator	☐ Trustee ☐ Guardian or Conservator
☐ Other: _____	☐ Other: _____
Signer is Representing: _____	Signer is Representing: _____

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SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, 1441 Lebanon Pike LLC, a Delaware limited liability company, 1441 Lebanon Pike 1 LLC, a Delaware limited liability company, 1441 Lebanon Pike 2 LLC, a Delaware limited liability company, and 1441 Lebanon Pike 3 LLC, a Delaware limited liability company, as tenants-in-common, hereinafter collectively called "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto Fairfield City Side Flats LLC, a Delaware limited liability company, hereinafter called "GRANTEE", its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, as more fully described on EXHIBIT A attached hereto.

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

This is improved property located at 1441 Lebanon Pike, Nashville, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR further covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to GRANTEE, its successors and assigns, against the lawful claims of all persons claiming through and under GRANTOR (other than claims arising out of the matters set forth above), but not further or otherwise. 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.

[Signature appears on the following page.]

202403190018982

WITNESS its hand this 13 day of March, 2024.

GRANTOR:

1441 LEBANON PIKE LLC

By: GVA Pro, LLC, a Texas limited liability company, its Manager

By:_____
Alan J. Stalcup
Its: Manager

1441 LEBANON PIKE 1 LLC

By: GVA Pro, LLC, a Texas limited liability company, its Manager

By:_____
Alan J. Stalcup
Its: Manager

1441 LEBANON PIKE 2 LLC

By: GVA Pro, LLC, a Texas limited liability company, its Manager

By:_____
Alan J. Stalcup
Its: Manager

1441 LEBANON PIKE 3 LLC

By: GVA Pro, LLC, a Texas limited liability company, its Manager

By:_____
Alan J. Stalcup
Its: Manager

STATE OF TEXAS
COUNTY OF TRAVIS

Before me, the undersigned, of the state and county aforesaid, personally appeared Alan J. Stalcup, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the Manager of GVA Pro LLC, the Manager of 1441 Lebanon Pike LLC, a Delaware limited liability company, the within named bargainor, and that he as Manager of the Manager of the liability company, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company as Manager of the Manager.

WITNESS my hand, at office, this 11th day of March, 2024.

NOTARY PUBLIC
My Commission Expires: 7/27/27

ZACHARY RICHARDS
Notary ID #132067724
My Commission Expires
July 27, 2027

STATE OF TEXAS
COUNTY OF TRAVIS

Before me, the undersigned, of the state and county aforesaid, personally appeared Alan J. Stalcup, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the Manager of GVA Pro LLC, the Manager of 1441 Lebanon Pike 1 LLC, a Delaware limited liability company, the within named bargainor, and that he as Manager of the Manager of the liability company, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company as Manager of the Manager.

WITNESS my hand, at office, this 11th day of March, 2024.

NOTARY PUBLIC
My Commission Expires: 7/27/27

ZACHARY RICHARDS
Notary ID #132067724
My Commission Expires
July 27, 2027

STATE OF TEXAS
COUNTY OF TRAVIS

Before me, the undersigned, of the state and county aforesaid, personally appeared Alan J. Stalcup, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the Manager of GVA Pro LLC, the Manager of 1441 Lebanon Pike 2 LLC, a Delaware limited liability company, the within named bargainor, and that he as Manager of the Manager of the liability company, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company as Manager of the Manager.

WITNESS my hand, at office, this 11th day of March, 2024.

NOTARY PUBLIC
My Commission Expires: 7/27/27

ZACHARY RICHARDS
Notary ID #132067724
My Commission Expires
July 27, 2027

STATE OF TEXAS
COUNTY OF TRAVIS

Before me, the undersigned, of the state and county aforesaid, personally appeared Alan J. Stalcup, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the Manager of GVA Pro LLC, the Manager of 1441 Lebanon Pike 3 LLC, a Delaware limited liability company, the within named bargainor, and that he as Manager of the Manager of the liability company, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company as Manager of the Manager.

WITNESS my hand, at office, this 11th day of March, 2024.

NOTARY PUBLIC
My Commission Expires: 7/27/27

ZACHARY RICHARDS
Notary ID #132067724
My Commission Expires
July 27, 2027

EXHIBIT A TO SPECIAL WARRANTY DEED

[Legal Description]

A tract of land in the 17th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being the North 15.13 acres of a 27.08 acre tract of land as shown on the Plat entitled "The Sycamores", as of record in Plat Book 4460, Page 75 and revised in Plat Book 4460, Page 95, Register's Office for said County (R.O.D.C., TN), described according to a survey by Ragan-Smith-Associates, Surveyors, dated October 3, 2008, last revised February 3, 2009 as follows:

Beginning at a concrete monument (old) lying on the Southerly margin of Lebanon Pike, said concrete monument being located on the Westerly right-of-way of the L & N Railroad; thence leaving the said Southerly margin of Lebanon Pike and running with the said Westerly right-of-way of the L & N Railroad South 00 degrees 20 minutes 18 seconds East, 644.68 feet to a concrete monument (old), said monument being the beginning of a spiral curve to the right, having a long tangent of 149.44 feet, a short tangent of 76.63 feet, a central angle 01 degrees 32 minutes 07 seconds, a long chord of 225.89 feet, a spiral length of 225.95 feet, and a chord of South 01 degrees 18 minutes 40 seconds West, 225.89 feet; thence along the arc of the above described curve, 225.95 feet to a concrete monument (old), said monument being the beginning of a curve to the right having a central angle of 13 degrees 57 minutes 30 second, a radius of 1368.52 feet, an arc length of 333.40 feet, and a chord of South 11 degrees 30 minutes 30 seconds West, 332.57 feet; thence along the arc of the above described curve, 333.40 feet to a concrete monument (old), said monument being in the North line of a phase line shown on said Plat of "The Sycamores"; thence leaving the said Westerly right-of-way of the L & N Railroad and along said phase line, North 75 degrees 33 minutes 21 seconds West, 770.95 feet to an iron rod (old) lying on the East property line of the David C. Watkins, Jr., and wife, Karen R. Watkins, of record in Instrument No. 20041124-0140906, R.O.D.C., TN.; thence running with the Easterly property line of said Watkins, North 05 degrees 23 minutes 40 seconds East, 429.93 feet to an iron rod (new), with a cap stamped Ragan-Smith-Associates; thence North 02 degrees 10 minutes 53 seconds East, 69.89 feet to a concrete monument (old), said monument being in the Southern line of Sycamores Terrace Limited, of record in Deed Book 5293, Page 468, R.O.D.C., TN.; thence with the South line of the aforementioned property, North 83 degrees 03 minutes 19 seconds East, 399.84 feet to a P.K. nail (old); thence North 02 degrees 02 minutes 20 seconds East, 415.25 feet to a concrete monument (old) in the Southerly margin of Lebanon Pike; thence running with the Southerly margin of Lebanon Pike North 83 degrees 11 minutes 53 seconds East, 362.09 feet to the Point of Beginning, containing 15.13 acres, or 659,151 square feet, more or less, as calculated by the above courses and distances, according to a survey by Kevin L. Birdwell, whose address is Ragan-Smith Associates, 315 Woodland Street, Nashville, Tennessee.

Together with the following Easements:

Easement No. 1:

Land in the 17th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, described as follows:

Commencing at a concrete monument (old) lying on the Southerly margin of Lebanon Pike, said concrete monument being located on the Westerly right-of-way of the L & N Railroad; thence leaving the said Southerly margin of Lebanon Pike and running with the said Westerly right-of-way of the L & N Railroad South 00 degrees 20 minutes 18 seconds East, 644.68 feet to a concrete monument (old), said monument being the beginning of a spiral curve to the right having a long tangent of 149.44 feet, a short tangent of 76.63 feet, a central angle 01 degrees 32 minutes 07 seconds, a long chord of 225.89 feet, a spiral length of 225.95 feet, and a chord of South 01 degrees 18 minutes 40 seconds West, 225.89 feet; thence along the arc of the above described curve, 225.95 feet to a concrete monument (old), said monument being the beginning of a curve to the right having a central angle of 13 degrees 57 minutes 30 seconds, a radius of 1368.52 feet, an arc length of 333.40 feet, and a chord of South 11 degrees 30 minutes 30 seconds West, 332.57 feet; thence along the arc of the above described curve, 333.40 feet to a concrete monument (old), said monument being in the North line of a phase line shown on said Plat of "The Sycamores"; thence leaving the said Westerly right-of-way of the L & N Railroad and along said phase line, North 75 degrees 33 minutes 21 seconds West, 30.00 feet to the point of beginning; thence South 14 degrees 26 minutes 39 seconds West 20.00 feet to a point; thence North 75 degrees 33 minutes 21 seconds West 200.00 feet to a point; thence North 14 degrees 26 minutes 39 seconds East 20.00 feet to a point in the Southerly line of said phase line; thence with said phase line of "The Sycamores" South 75 degrees 33 minutes 21 seconds East 200.00 feet to the point of beginning, as established in Book 4581, Page 626, in the Register's Office for Davidson County, Tennessee.

Easement No. 2:

Land in the 17th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, described as follows:

Commencing at a concrete monument (old) lying on the Southerly margin of Lebanon Pike, said concrete monument being located on the Westerly right-of-way of the L & N Railroad; thence leaving the said Southerly margin of Lebanon Pike and running with the said Westerly right-of-way of the L & N Railroad; south 00 degrees 20 minutes 18 seconds East, 644.68 feet to a concrete monument (old), said monument being the beginning of a spiral curve to the right having a long tangent of 149.44 feet, a short tangent of 76.63 feet, a central angle 01 degrees 32 minutes 07 seconds, a long chord of 225.89 feet, a spiral length of 225.95 feet, and a chord of South 01 degrees 18 minutes 40 seconds West, 225.89 feet; thence along the arc of the above described curve, 225.95 feet to a concrete monument (old), said monument being the beginning of a curve to the right having a central angle of 13 degrees 57 minutes 30 seconds, a radius of 1368.52 feet, an arc length of 333.40 feet, and a chord of South 11 degrees 30 minutes 30 seconds West, 332.57 feet; thence along the arc of the above described curve, 333.40 feet to a concrete monument (old), said monument being in the North line of a phase line shown on said Plat of "The Sycamores"; thence leaving the said Westerly right-of-way of the L & N Railroad and along said phase line, North 75 degrees 33 minutes 21 seconds West, 540.95 feet to the point of beginning; thence South 14 degrees 26 minutes 39 seconds West 10.00 feet to a point; thence North 75 degrees 33 minutes 21 seconds West, 70.00 feet to a point; thence North 14 degrees 26 minutes 39 seconds East 10.00 feet to a point in the said phase line; thence with the said phase line of "The Sycamores" South 75 degrees 33 minutes 21 seconds East 70.00 feet the point of beginning, as established in Book 4581, Page 626, in the Register's Office for Davidson County, Tennessee.

Being the same property conveyed to 1441 Lebanon Pike LLC, a Delaware limited liability company, as to an undivided 53.36% interest; 1441 Lebanon Pike 1 LLC, a Delaware limited liability company, as to an undivided 27.87% interest; 1441 Lebanon Pike 2, LLC, a Delaware limited liability company, as to an undivided 5.52% interest; and 1441 Lebanon Pike 3, LLC, a Delaware limited liability company, as to an undivided 13.25% interest by Special Warranty Deed from 1441 Pike L.P., a Tennessee limited partnership of record in Instrument No. 20211105-0147924, in the Register's Office for Davidson County, Tennessee, dated October 29, 2021 and recorded on November 5, 2021.

EXHIBIT B TO SPECIAL WARRANTY DEED

[Permitted Encumbrances]

1. Taxes and assessments for the year 2024 and subsequent years, a lien not yet due and payable.

2. Matters as set forth per Plat Book 4460, Page 95, Register's Office for Davidson County, Tennessee, as follows:

   a. 10' public utility and drainage easement along a westerly line;
   b. 20' public utility easement bisecting the property;
   c. 20' sewer easement bisecting the property;
   d. 20' public utility and drainage easement along a westerly line;
   e. 25' public utility easement meandering in a northwesterly corner;
   f. 10' drainage easement along a northerly and westerly line;
   g. 30' minimum setback along a northerly line;
   h. 30' sewer easement bisecting the northeasterly corner;
   i. 150' TVA easement in the northeasterly corner;
   j. 25' Metropolitan waterworks easement along an easterly line; and,
   k. 20' Colonial Pipeline easement along an easterly line, all shown on the Survey.

3. Right of Way Easement to Tennessee Power Company of record in Book 437, Page 51, Register's Office for Davidson County, Tennessee.

4. Easement Agreement of record in Book 1174, Page 158, Register's Office for Davidson County, Tennessee.

5. Easement to the City of Nashville of record in Book 3286, Page 368, in the Register's Office for Davidson County, Tennessee, shown on the Survey.

6. Right of Way Easement to Colonial Pipeline Company of record in Book 3270, Page 504, as modified of record in Book 3675, Page 108, in the Register's Office for Davidson County, Tennessee, shown on the Survey.

7. Agreement for Dedication of Easement for Sanitary Sewer and/or Storm Drainage of record in Book 3841, Page 596, in the Register's Office for Davidson County, Tennessee, shown on the Survey.

8. Agreement between J.D. Davis, John L. Hunter and Margie Hunter, and the Metropolitan Nashville-Davidson County Sewer Department dated March 8, 1973 of record in Book 4721, Page 677, in the Register's Office for Davidson County, Tennessee.

9. Deed of Conveyance for sewer lines of record in Book 4750, Page 791, in the Register's Office for Davidson County, Tennessee.

10. Right of Way Easement to Colonial Pipeline company of record in Book 5038, Page 42, in the Register's Office for Davidson County, Tennessee, shown on the Survey.

11. Easement to Bellsouth Telecommunications of record in Book 9322, Page 88, in the Register's Office for Davidson County, Tennessee, shown on the Survey.

12. Grant of Easement of record in Instrument 201002190012997, in the Register's Office for Davidson County, Tennessee, shown on the Survey.

13. Easement Deeds of record in Instrument 201202280017172 and Instrument 201401140003779, in the Register's Office for Davidson County, Tennessee, shown on the Survey.

14. Easement to Piedmont Natural Gas Company of record in Instrument 201611210122529, in the Register's Office for Davidson County, Tennessee, shown on the Survey.

15. Grant of Easement of record in Instrument 201709210097007, in the Register's Office for Davidson County, Tennessee.

16. Any rights, easements, interests, or claims which may exist by reason of, or reflected by, the following matters disclosed on that certain ALTA/NSPS Land Title Survey made by Reid Goodwin, TN RLS No. 3518 of Blew & Associates, P.A. for Pixis, LLC, dated 12-27-2023 last revised 2-22-2024, as Job No. 23-12-015 (the "Survey"):

    a. The sheds appear to cross over the west property boundary in multiple locations by up to 2.7';
    b. Intentionally deleted.
    c. The building appears to extend into the utility easement by as much as 6.4';
    d. Utility and drainage lines, with meters, valves, poles and other appurtenances;
    e. Building setbacks 30' along northerly, 20' along southerly, and 5' along easterly and westerly.

Tennessee Certification of Electronic Document

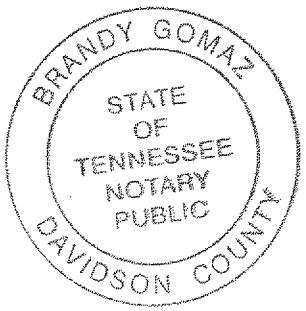
I, James E. Spruill, do hereby make oath that I am a licensed attorney and/or the custodian of the original version of the electronic document tendered for registration herewith and that this electronic document is a true and exact copy of the original document executed and authenticated according to law on March 13, 2024 (date of document).

Affiant Signature

3/19/2024
Date

State of Tennessee
County of Williamson

Sworn to and subscribed before me this 19th day of March, 2024.



Brandy Gomaz
Notary's Signature

My Commission Expires: 5/5/25