Karen Johnson Davidson County
Batch# 1126450 DEEDWARRSP
04/23/2024 03:24:30 PM 7 pgs
Fees: $38.00 Taxes: $312,650.00
20240423-0029320

ADDRESS NEW OWNER:	MAP/PARCEL	SEND TAX BILLS TO:
401 Commerce Property Partners LLC 2765 Sand Hill Road, Suite 200 Menlo Park, California 94025	093-06-1-134.00	401 Commerce Property Partners LLC 2765 Sand Hill Road, Suite 200 Menlo Park, California 94025 Attention: Kevin Kujawski and Michael Griffin
This instrument prepared by: Holland & Knight LLP, 511 Union Street, Suite 2700, Nashville, Tennessee 37219-8966		

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made and entered into as of the 23 day of April, 2024 by and between **STP PARTNERS, LLC,** a Tennessee limited liability company ("***Grantor***") and **401 COMMERCE PROPERTY PARTNERS LLC**, a Delaware limited liability company ("***Grantee***").

WITNESSETH

That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto Grantee, its successors and assigns, all of its interest in and to that certain real property in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "***Property***").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those Permitted Encumbrances identified on Exhibit B which is attached hereto and incorporated herein by this reference (the "***Permitted Encumbrances***").

This is improved property located at 401 Commerce Street, Nashville, Davidson County, Tennessee.

The actual consideration or value, whichever is greater, for this transfer is $84,500,000.00.

Affiant:

401 COMMERCE PROPERTY PARTNERS LLC,
a Delaware limited liability company

By: Menlo Equities VII LP,
a Delaware limited partnership,
its manager

By: Omega Point Management Company LLC,
a Delaware limited liability company,
its general partner

By: _____
Richard J. Holmstrom, manager

ACKNOWLEDGMENT

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 Mateo)

On April 23, 2024, before me, Mary G. Rieger,

Notary Public, personally appeared Richard James Holmstrom, 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.

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 Mary G. Rieger

MARY G. RIEGER
Notary Public - California
San Mateo County
Commission # 2396518
My Comm. Expires Mar 9, 2026

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

Grantor covenants and binds itself and its successors and assigns, to warrant and forever defend the title to the Property to the 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 claims arising under or by virtue of the Permitted Encumbrances.

WITNESS the execution of this instrument by Grantor as of the day and year first above written.

STP PARTNERS, LLC,
a Tennessee limited liability company

By: Eakin Properties, LLC, a Tennessee limited liability company, its Managing Member

By: John W Eakin
Name: John W. Eakin
Title: Chief Manager

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, Claudia Veres, a Notary Public in and for the State and County aforesaid, personally appeared John W. Eakin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Chief Manager of Eakin Properties, LLC, a Tennessee limited liability company, the Managing Member of STP Partners, LLC, the within named bargainor, a Tennessee limited liability company, and that he as such Chief Manager of the Managing Member, being duly 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 such Chief Manager.

Witness my hand and seal this 22nd day of April, 2024.

Claudia Veres
Notary Public
My commission expires: July 7, 2025

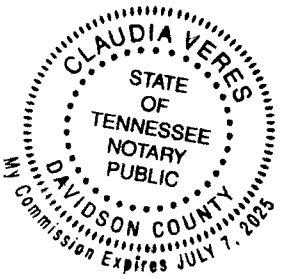


EXHIBIT A

The Property

Being a tract of land lying in Nashville, Davidson County, Tennessee, also being Lot 1 of SunTrust Plaza, as of record in Instrument No. 20050510-0052715, at the Register's Office for Davidson County, Tennessee.

Being the same property conveyed to STP Partners, LLC, a Tennessee limited liability company, by deed from Gaylord Entertainment Company, a Delaware corporation (f/k/a Opryland USA, Inc., a Delaware corporation) of record in Instrument No. 200506080065696, in the Register's Office of Davidson County, Tennessee.

EXHIBIT B

Permitted Exceptions

1. Taxes and assessments for the year 2024 and subsequent years. None due and payable at the time of conveyance.

2. Matters shown on plat of record in Instrument No. 200505100052715, in the Register's Office of Davidson County, Tennessee.

3. Restrictive Covenants running with the Land of the Metropolitan Development and Housing Agency in the Capitol Mall Redevelopment Plan, by The Metropolitan Development and Housing Agency (Formerly, The Nashville Housing Authority), of record in Book 7423, Page 374, in the Register's Office of Davidson County, Tennessee, as affected by Restrictive Covenants running with the Land of the Metropolitan Development and Housing Agency in the Capitol Mall Redevelopment Project, by The Metropolitan Development and Housing Agency (Formerly, The Nashville Housing Authority), of record in Book 8421, Page 587, in the Register's Office of Davidson County, Tennessee, as affected by Restrictive Covenants running with the Land of the Metropolitan Development and Housing Agency in the Capitol Mall Redevelopment Project, by The Metropolitan Development and Housing Agency (Formerly, The Nashville Housing Authority), of record in Book 9208, Page 613, in the Register's Office of Davidson County, Tennessee; as affected by Ordinance No. 097-755 in Book 10512, Page 464, in the Register's Office of Davidson County, Tennessee; as affected by Ordinance No. BL2002-1033 in Instrument No. 200206260076795, in the Register's Office of Davidson County, Tennessee; as affected by Restrictive Covenants running with the Land of the Metropolitan Development and Housing Agency with Supplemental Requirements in Instrument No. 200501240008719, in the Register's Office of Davidson County, Tennessee.

4. Terms and provisions of Declaration of Covenants, Conditions and Restrictions, by STP Partners, LLC, a Tennessee limited liability company, of record in Instrument No. 200506080065697, in the Register's Office of Davidson County, Tennessee.

5. Terms and provisions of Parking and Landscaping Easement Agreement, by and between STP Partners, LLC, a Tennessee limited liability company and Gaylord Entertainment Company, a Delaware corporation, of record in Instrument No. 200506080065698, in the Register's Office of Davidson County, Tennessee.

6. Terms and provisions of unrecorded lease, as evidenced by Memorandum of Lease by and between STP Partners, LLC, a Tennessee limited liability company and Panera, LLC, a Delaware limited liability company, of record in Instrument No. 200804090035834, in the Register's Office of Davidson County, Tennessee.

7. Rights of tenants in possession as tenants only under unrecorded leases not shown by the public records.

8. Matters shown on that certain ALTA/NSPS Land Title Survey prepared by Cherry Land Surveying, Inc., dated January 24, 2024, last revised February 23, 2024, designated Job No. 24004.

9. Deed of Trust, Assignment of Leases and Rents, Fixture Filing and Security Agreement executed by STP Partners, LLC, a Tennessee limited liability company to John A. Gupton, Trustee for the benefit of Principal Life Insurance Company, an Iowa corporation, of record in Instrument No. 201608040080703, in the Register's Office of Davidson County, Tennessee, as assumed and amended by that certain Consent to Transfer and Loan Assumption and Amendment to Loan Documents dated of even date herewith and evidenced by that certain Memorandum of Consent to Transfer and Loan Assumption and Amendment to Loan Documents dated of even date herewith.

Tennessee Certification of Electronic Document

I, Bainbridge Dillion, 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 correct copy of the original document executed and authenticated according to law on 4/22/2024

Bainbridge Dillion
Affiant Signature

Date: 4/23/2024

State of Tennessee

County of Davidson

Sworn to and subscribed before me this **23rd** day of April, 2024.

Jodean M. King
Notary's Signature

My Commission Expires: 7/22/2025
Date: 4/23/2024

Notary's Seal

