Karen Johnson Davidson County
Batch # 1190890 DEEDWARRSP
10/07/2024 03:10:25 PM 7 pgs
Fees: $38.00 Taxes: $226,150.55
20241007-0077889

This Instrument Prepared By:
Tracy Childress
Reno & Cavanaugh, PLLC
424 Church Street, Suite 2910
Nashville, TN 37219

SPECIAL WARRANTY DEED

Address New Owner(s):	Send Tax Bills to:	Map-Parcel No.
TWG Whispering Oaks, LP 1301 E. Washington St. Suite 100 Indianapolis, IN 46202 Attn: Dustin Detzler	TWG Whispering Oaks, LP 1301 E. Washington St. Suite 100 Indianapolis, IN 46202 Attn: Dustin Detzler	147-04-0-176.00 133-16-0-216.00

STATE OF Tennessee
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is Sixty-One Million One Hundred Twenty-One Thousand Seven Hundred Seventy and 78/100 dollars ($61,121,770.78).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 2nd day of October, 2024.

Notary Public

My Commission Expires: 9-7-2026

LISA A. WILLIAMS
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires 09-07-2026

For and in consideration of the sum of Sixty-One Million One Hundred Twenty-One Thousand Seven Hundred Seventy and 78/100 dollars ($61,121,770.78), the receipt and sufficiency of which are hereby acknowledged, WB TN, L.P., a Tennessee limited partnership ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto TWG WHISPERING OAKS, LP, a Tennessee limited partnership ("Grantee"), its successors and assigns, certain tracts or parcels of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference, together with all improvements, buildings, and structures located thereon (the "Property").

The Property is improved property located at 461 and 700 Whispering Oaks Place, Nashville, Davidson County, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B, attached hereto and incorporated herein, by this reference.

To have and to hold the Property with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns, in fee simple forever.

Grantor covenants and binds Grantor, its successors, and assigns to warrant and defend the title to the Property for Grantee, its successors, and assigns against the lawful claims of all persons whomsoever claiming title as against all acts of the Grantor(s) herein and no other (except claims arising from the matters set forth on Exhibit B), but not further or otherwise. This conveyance is expressly made subject to the matters set forth on Exhibit B.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

Witness my hand this 2nd day of October, ~~2023.~~ 2024

GRANTOR:

WB TN, L.P., a Tennessee limited partnership

By: TWG Whispering Oaks GP, LLC, a Delaware limited liability company, its general partner

By: TWG GP V, LLC, an Indiana limited liability company, its Sole Member

By: _____
Louis A. Knoble, its Manager

STATE OF INDIANA
COUNTY OF MARION

Before me, Kyle J. Gant, a Notary Public of said County and State, personally appeared Louis A. Knoble, 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 Manager of TWG GP V, LLC, an Indiana limited liability company, the sole member of TWG Whispering Oaks GP, LLC, a Delaware limited liability company, the General Partner of WB TN, L.P., a Tennessee limited partnership, the within named bargainor, and that he as such Manager executed the foregoing instrument for the purposes therein contained, by signing his name as Manager.

Witness my hand and seal, this 1st day of October, 2024.

_____
Notary Public

My Commission Expires:

11/14/2029

KYLE J GANT
Notary Public - Seal
Johnson County - State of Indiana
Commission Number NP0737440
My Commission Expires Nov 14, 2029

[SIGNATURE PAGE TO SPECIAL WARRANTY DEED]

EXHIBIT A

PROPERTY DESCRIPTION

Tract I:

Land in the First Civil District of Davidson County, Tennessee, being Lot 1 on the plan of a Resubdivision of Tanglewood Hills, as recorded in Plat Book 5200, page 25, Register's Office for said County.

Tract II:

Land in the First Civil District of Davidson County, Tennessee, being Lot 2 on the Plan of a Resubdivision of Tanglewood Hills, as recorded in Plat Book 5200, page 25, Register's Office for said County.

The above property is more particularly described as follows:

Being two parcels of land lying in the 26th Council District of Davidson County, Tennessee as shown as Parcel Identification numbers 14704017600 & 13316021600. Said parcels being the WB TN, L.P. properties as recorded in Sale Instrument # DB-20070425 0049395 at the Register's Office of Davidson County, Tennessee (RODCT). Said parcels can be generally described as lying North of and adjacent to Harding Place, East of Shasta Drive, West of Tampa Drive, and can be more specifically described as follows:

Beginning at a point in the Northern Right of Way (ROW) of Harding Place. Said point marking the Southeast corner of the herein described parcel of land and the Southwest corner of the Barcelona Apartments property as recorded in Deed Book (DB) 4175, Page (PG) 152 RODCT. Said point further having Tennessee State Plane Coordinates (NAD 83/Grid North) with a Northing of 637240.61 and an Easting of 1757634.67.

Thence, leaving said Barcelona with said ROW the following six calls: S69°45'49"W a distance of 436.75' to a found ½" iron pin;

Thence, S82°04'03"W a distance of 75.09' to a found ½" iron pin;

Thence, S03°07'12"E a distance of 18.08' to a found ½" iron pin;

Thence, S68°55'43"W a distance of 101.31' to a found ½" iron pin;

Thence, S71°20'54"W a distance of 49.68' to a found ½" iron pin;

Thence, S68°10'34"W a distance of 258.58' to a set ½" iron pin (capped "TTL"). Said pin marking the Southwest corner of the herein described parcel of land and a point in the Eastern Boundary line of Lot 20 of Welch Meadows, Section 1 as recorded in Book 3700, PG 60 RODCT.

Thence, leaving said ROW with said Section 1 the following six calls: N07°29'31"W a distance of 183.62' to a ½" iron pin set (capped "TTL");

Thence, N69°05'39"E a distance of 28.10' to a ½" iron pin set (capped "TTL");

Thence, N20°54'21"W a distance of 122.06' to a ½" iron pin set (capped "TTL");

Thence, N25°20'04"E a distance of 39.40' to a ½" iron pin set (capped "TTL");

Thence, N09°54'51"W a distance of 315.12' to a ½" iron pin set (capped "TTL");

Thence, N04°10'09"E a distance of 262.08' to a found concrete monument. Said monument marking an Eastern corner of Lot 3 of Welch Meadows, Section 2 as recorded in Book 4350, PG 98 RODCT.

Thence, with said Section 2 the following three calls: S88°55'49"W a distance of 35.89' to a set ½" iron pin (capped "TTL");

Thence, N01°29'31"W a distance of 41.19' to a set ½" iron pin (capped "TTL");

Thence, N19°30'29"E a distance of 324.50' to a set ½" iron pin (capped "TTL") lying in the Eastern boundary lot 71 of Welch Meadows, Section 1 as recorded in Book 3700, PG 60 RODCT.

Thence, continuing with said Section 1 N06°07'32"E a distance of 217.65' to a found Concrete monument. Said monument marking the Southeast corner of the Thomas J. Golliher property as recorded in Book 6050, PG 268 RODCT.

Thence, leaving said Section 1 N05°53'41"W a distance of 197.52' to a point;

Thence, N06°59'41"W a distance of 131.75' to a point in a creek. Said point marking the Southwest corner of the Foxcroft Apartment Site as recorded in Book 4300, PG 101 RODCT.

Thence, leaving a gap between two plats with said Foxcroft the following two calls: S85°13'53"E a distance of 316.06' to a found ½" iron pin capped "Cherry". Said pin marking the Southeast corner of said Foxcroft Apartments.

Thence, N07°40'07"W a distance of 365.33' to a set ½" iron pin (capped "TTL");

Thence, N53°12'10"E a distance of 7.11' to a set ½" iron pin (capped "TTL"). Said pin being the northernmost corner of the herein described parcels of land and the Northwest corner of said Barcelona property.

Thence, with said Barcelona the following three calls: S39°58'16"E a distance of 461.95' to a found concrete monument;

Thence S12°33'55"E a distance of 180.91' to an iron pin found in concrete;

Thence, S11°21'25"E a distance of 1,310.72' to the Point of Beginning. Containing 1,280,305.1 square feet or 29.39 acres, more or less. Together with and subject to any easements, conveyances, covenants, right of ways, and/or restrictions that are of record and not of record.

This description was written by Joshua A. Meeks of TTL, Inc. and is based on a survey conducted on 11/16/22 (Project # 22-12-03957).

Being the same property conveyed to WB TN, L.P., a Tennessee limited partnership, by deed from Enchantment, Inc., a New Mexico Non-For-Profit corporation, by deed of record as Instrument No. 20070425-0049395, dated April 24, 2007, in the Register's Office for Davidson County, Tennessee.

EXHIBIT B

Encumbrances

1. General or special taxes and assessments for the year 2024 and subsequent years.

2. Subject to all matters shown on the plan of Resubdivision of Tanglewood Hills of record in Plat Book 5200, Page 25, said Register's Office.

3. Permanent Easement for Sanitary Sewers granted to First Suburban Water Utility District of record in Book 4000, Page 405, said Register's Office.

4. Grant of Easement granted to Comcast of Nashville I, LLC, of record as Instrument No. 20170717-0071459, said Register's Office.

5. Declaration of Land Use Restrictive Covenants for Low-Income Housing Tax Credits of record as Instrument No. 20110223-0014674, said Register's Office.

6. Terms and Conditions of an unrecorded laundry lease by and between CSC ServiceWorks, Inc. and Whispering Oaks, dated June 30, 2021.

7. Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing from WB TN, L.P. to Houston L. Lyle, a resident of Davidson County, Tennessee, Trustee for the benefit of Amazon.com, NV Investment Holdings LLC, dated December 29, 2022, in the principal amount of $25,895,000.00, of record as Instrument No. 20221229-0133738, in the Register's Office for Davidson County, Tennessee, as subordinated by Subordination Agreement Private Entity by and between JLL Real Estate Capital, LLC, as Senior Lender and Amazon.com NV Investment Holdings LLC, as Subordinate Lender, dated December 29, 2022, recorded December 29, 2022, as Instrument No. 20221229-0133739, in the Register's Office for Davidson County, Tennessee.

   Assignment of Subordination Agreement by and between JLL Real Estate Capital, LLC, and Federal Home Loan Mortgage Corporation, a corporation, recorded January 27, 2023, as Instrument No. 20230127-0006349, said Register's Office.

   Assignment of Subordination Agreement by and between Federal Home Loan Mortgage Corporation and Deutsche Bank Trust Company Americas, as Trustee for the Registered Holders of Citigroup Commercial Mortgage Securities, Inc., Multifamily Mortgage Pass-Through Certificates, Series 2023-KF158, recorded August 2, 2023, as Instrument No. 20230802-0059741, said Register's Office.

8. Affordable Housing Covenant Agreement by and between Amazon.com NV Investment Holdings LLC, a Nevada limited liability company and WB TN, L.P., a Tennessee limited partnership, dated December 29, 2022, recorded December 29, 2022, as Instrument No. 20221229-0133735, in said Register's Office.

9. Access to Lot 2 is only afforded through Lot 1.