Karen Johnson Davidson County
Batch# 1363902 DEEDWARRSP
12/31/2025 08:42:30 AM 6 pgs
Fees: $33.00 Taxes: $30,617.50
20251231-0104147

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
STARS Nashville; Oasis Center, Inc. and Big Brothers/Big Sisters of Middle Tennessee c/o STARS Nashville Attn: Rodger Dinwiddie, CEO 1704 Charlotte Avenue, Suite 200 Nashville, TN 37203	09208038800	Same as Owner
This instrument prepared by: Bradley Arant Boult Cummings LLP 1221 Broadway, Suite 2400, Nashville, TN 37203 (REW)		

SPECIAL WARRANTY DEED

Effective as of December 30, 2025, FOR AND IN CONSIDERATION of the sum of $10.00, cash in hand paid, the receipt and sufficiency of which are hereby acknowledged, **PEARL STREET DEVELOPMENT, G.P.,** a Tennessee general partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to **STARS NASHVILLE,** a Tennessee not for profit corporation, as to a 33.33% undivided ownership interest as tenant-in-common, **OASIS CENTER, INC.,** a Tennessee not for profit corporation, as to a 33.34% undivided ownership interest as tenant-in-common, and **BIG BROTHERS/BIG SISTERS OF MIDDLE TENNESSEE**, a Tennessee not for profit corporation, as to a 33.33% undivided ownership interest as tenant-in-common (collectively, the "Grantee"), and each of said Grantee's respective successors and assigns, certain property located in Davidson County, Tennessee being more particularly described on **Exhibit A** attached hereto and incorporated herein by reference, together with all buildings, structures, fixtures and other improvements thereon, and all rights, interests, privileges and easements appurtenant thereto (the "Property").

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $8,275,000.00

Affiant

Subscribed and sworn to before me this 29th day of December, 2025.

Notary Public

My Commission Expires:
Sept. 3, 2029

ANNA L. NICHOLS
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY

This conveyance of the Property is made subject to those matters shown on **Exhibit B** attached hereto and incorporated herein by reference (the "Permitted Exceptions").

This is unimproved property located at 0 Pearl Street Nashville, TN 37203.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the estate, title, interests, appurtenances and hereditaments thereunto belonging or in any wise appertaining, unto the Grantee, Grantee's successors and assigns in fee simple, forever.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed in the Property in fee simple; that Grantor has a good right to convey the Property, and that the Property is unencumbered except as set forth herein.

Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming the same by, through or under Grantor, but not further or otherwise.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed this 29 day of December 2025.

PEARL STREET DEVELOPMENT, G.P.,
a Tennessee general partnership

By: _____
Name: Michael D. Shmerling
Its: Managing General Partner

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Michael D. Shmerling, 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 Managing General Partner of Pearl Street Development, G.P., a Tennessee general partnership, the within named bargainor, and that as such Gen Ptnrs, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the company by Michael D. Shmerling as Managing General Partner.

Witness my hand and seal, at office in Nashville, Tennessee, this the 29 day of December 2025.

_____
NOTARY PUBLIC

My Commission Expires: 5/9/2026

TERESA KERSEY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

BEING a tract or parcel of land located in Nashville, Davidson County, Tennessee, being Lot No. 2 on the Plan of Pearl Street Apartments of record in Instrument No. 20230329-0022836, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a complete legal description.

BEING the same property conveyed to Pearl Street Development, G.P., a Tennessee general partnership from Pearl Street Apartments, LLC, a Tennessee limited liability company, by Quitclaim Deed dated December 6, 2024 and recorded January 8, 2025 as Instrument No. 20250108-0001672, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Real property taxes for the year 2025 which are due and payable but not yet delinquent, and taxes for the year 2026 and subsequent years, not yet due and payable.

2. All matters pertaining to Lot 2 shown on plat of record in Instrument No. 20230329-0022836, in the Register's Office of Davidson County, Tennessee.

3. Terms and provisions of Lease with Option to Purchase Agreement, by and between Pearl Street Development, G. P., a Tennessee General Partnership; Midtown Millworks Owners' Association Inc., a Tennessee Corporation; Oasis Center, Inc.; Stars Nashville; and Midtown Millworks, G. P., of record in Instrument No. 200804010032522, in the Register's Office of Davidson County, Tennessee, with the rights, duties and obligations thereunder assigned to and assumed by the Grantee by that certain Assignment and Assumption of Lease with Option to Purchase Agreement recorded contemporaneously herewith.

4. Terms and provisions of Inspection and Maintenance Agreement for Private Stormwater Management Facilities, by and between Midtown Millworks, G.P. and Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Instrument No. 200804280043130, in the Register's Office of Davidson County, Tennessee.

5. Terms and provisions of Agreement for Dedication of Easement for Stormwater Quality and Quantity, by and between Midtown Millworks GP and The Metropolitan Government of Nashville and Davidson County, of record in Instrument No. 200804280043234, in the Register's Office of Davidson County, Tennessee.

6. Terms and provisions of Declaration of Restrictions and Covenants for Stormwater Facilities and Systems, by Pearl Street Development, G.P., of record in Instrument No. 201607270077427, in the Register's Office of Davidson County, Tennessee.

Tennessee Certification of Electronic Document

I, Erica Allyn, 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 12/29/25 (date of document).

Erica Allyn
Affiant Signature

12/30/2025
Date

State of Tennessee

County of Davidson

Sworn to and subscribed before me this 30 day of December 2025.

Dongelia Davis
Notary's Signature

MY COMMISSION EXPIRES: 1/22/2029

NOTARY'S SEAL

DONGELIA DAVIS
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON