NATC:GF #14701-10-00025
Site #156
Nashville, TN

LIMITED WARRANTY DEED
(Remainder Interest)
(Nashville, TN Site No. 156)

PREPARED BY:
Thompson & Knight LLP
Burnett Plaza, Suite 1600
801 Cherry St., Unit 1
Fort Worth, TX 76102
Attn: Travis McNellie

UPON RECORDATION RETURN TO:
Marsha Reynolds
North American Title Company
Saint Ann Court
2501 North Harwood, Suite 1210
Dallas, Texas 75201

NASHVILLE, TENNESSE
DAVIDSON COUNTY

ACREM LIMITED PARTNERSHIP, a Delaware limited partnership, having an address of c/o U.S. Realty Advisors, LLC, 1370 Avenue of the Americas, 29th Floor, New York, New York 10019, Attention: David M. Ledy ("Grantor"), in consideration of Ten ($10.00) Dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has GRANTED, BARGAINED, SOLD, ALIENATED, CONVEYED AND CONFIRMED and by these presents does hereby GRANT, BARGAIN, SELL, ALIENATE, CONVEY and CONFIRM to MOTEL 6 OPERATING L.P., a Delaware limited partnership, with an address of 4001 International Parkway, Carrollton, Texas 75007 ("Grantee"), in fee, all that certain parcel or parcels of land in the County and State indicated above, more particularly described in Exhibit A attached hereto and made a part hereof for all purposes together with all of Grantor's right, title and interest, if any, in and to all streets and roads abutting the said parcel or parcels (the "Premises"). EXCEPTING, HOWEVER, that the conveyance made herein does not include and is subject to the interests described in (i) through (ii) below:

(i) an estate for years in the Premises commencing on the date hereof, through and including midnight on April 30, 2019, which is conveyed by M-Six Limited Partnership, a Delaware limited partnership to Grantee by separate deed of even date herewith, and

(ii) all buildings and improvements now located on the Premises and hereafter located or erected thereon, whether below or above grade level, as well as all the fixtures and systems located therein and thereon (all such buildings, improvements, fixtures and systems being collectively referred to as the "Improvements"), which are intended to be and remain real property and are conveyed to Grantee by the deed described in paragraph (i) above.

The Premises, excepting the interests described in (i) through (ii) above, conveyed hereby (hereinafter the "Remainder Interest") are subject to those matters affecting title which are of record.

BILL GARRETT, Davidson County
Trans:T20100031011 DEEDWARR
Recvd: 05/24/10 11:39 5 pgs
Fees:28.00 Taxes:12.43
20100524-0039802

Grantee by its acceptance of this deed, for itself and its successors in title to the Remainder Interest, agrees to the foregoing exception and reservation, and acknowledges that it is acquiring a remainder interest in the Premises and further acknowledges that it is acquiring no right, title or interest whatsoever in the Improvements.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Remainder Interest unto Grantee, its successors and assigns, subject to the matters of record against the claims of all persons owning, holding or claiming by, through or under Grantor.

TO HAVE AND TO HOLD said Remainder Interest and all privileges and appurtenances including, without limitation, all easements, thereto belonging unto Grantee and its successors and assigns forever.

The designation Grantor and Grantee as used herein shall include said parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine or neuter as required by context.

IN WITNESS WHEREOF, the foregoing instrument has been under seal, as of this 14 day of May, 2010.

ACREM LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Acrem GP Corp., a Delaware corporation
its general partner

By: _____
Name: David S. Ivers
Title: Vice President

Address of New Owner/Tax Notices

Motel 6 Operating L.P.
4001 International Parkway
Carrollton, Texas 75007

Map & Parcel 134-00-0-179.00

STATE OF New York)
) SS
COUNTY OF Bronx)

On this 3rd day of May, 2010, before me Theresa Ann Warkentien, a Notary Public in and for said county and state, appeared David Silvers, Vice President of Acrem GP Corp., a Delaware corporation, in its capacity as general partner of ACREM LIMITED PARTNERSHIP, a Delaware limited partnership, to me personally known, that the instrument was signed and sealed on behalf of said corporation in its capacity as general partner of said limited partnership by authority duly given, he/she acknowledged said instrument to be the free act and deed of said corporation and limited partnership, and acknowledged before me that he executed the same for the purposes therein stated.

Witness my hand and official seal.
My Commission Expires: March 12 2011

Theresa Ann Warkentien

Notary Public
Print Name: Theresa Ann Warkentien.
Address: 1050 Logan Avenue
Bronx, NY 10465

(NOTARY SEAL)

THERESA ANN WARKENTIEN
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01WA6162409
Qualified in Bronx County
Commission Expires March 12, 2011

EXHIBIT A

LEGAL DESCRIPTION

LAND IN THE 5TH CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, DESCRIBED ACCORDING TO A COPY OF A SURVEY MADE BY RESOURCE DEVELOPMENT, CORP., DATED AUGUST 30, 1972, AS FOLLOWS:
BEGINNING AT A POINT WHERE THE EAST MARGIN OF WALLACE ROAD INTERSECTS THE SOUTH MARGIN OF HARDING PLACE; THENCE, WITH THE SOUTH MARGIN OF THE ACCESS CONTROL FENCE AND RIGHT OF WAY OF THE SOUTHWEST RAMP FROM HARDING PLACE ONTO INTERSTATE 24, NORTH 73° 58' 00" EAST, A DISTANCE OF 4.20 FEET TO AN IRON PIN IN THE FENCE; THENCE, WITH SAID FENCE AND RIGHT-OF-WAY, NORTH 84° 56' 00" EAST, A DISTANCE OF 104.40 FEET TO A GALVANIZED PIPE; THENCE, WITH SAID FENCE, SOUTH 69° 42' 39" EAST, A DISTANCE OF 497.18 FEET TO AN IRON PIN WHERE THE ACCESS CONTROL FENCE AND RIGHT-OF-WAY OF THE SOUTHWEST RAMP INTERSECTS THE WEST RIGHT-OF-WAY OF INTERSTATE 24; THENCE, WITH THE WEST RIGHT-OF-WAY OF INTERSTATE 24, ALONG A CURVE HAVING A CHORD DESCRIBED AS SOUTH 26° 47' 00" EAST, A DISTANCE OF 22.03 FEET TO A POINT; THENCE, LEAVING SAID RIGHT-OF-WAY, NORTH 69° 42' 39" WEST, A DISTANCE OF 59.43 FEET TO AN IRON PIN; THENCE, SOUTH 52° 33' 46" WEST, A DISTANCE OF 208.75 FEET TO AN IRON PIN; THENCE, NORTH 69° 42' 39" WEST, A DISTANCE 287.00 FEET TO A GALVANIZED PIPE; THENCE, SOUTH 71° 03' 50" WEST, A DISTANCE OF 120.43 FEET TO AN IRON PIN IN THE EAST MARGIN OF WALLACE ROAD; THENCE, WITH THE EAST MARGIN OF WALLACE ROAD, NORTH 05° 03' 55" EAST, A DISTANCE OF 228.47 FEET TO THE POINT OF BEGINNING, CONTAINING 95,832.948 SQUARE FEET OR 2.200 ACRES.

Being the same property conveyed to M-Six Limited Partnership, a Delaware limited partnership, as to an Estate for Years in land and fee simple in improvements by deed from Motel 6 Operating L.P., a Delaware Limited Partnership, of record in Book 10952, page 336, Register's Office of Davidson County, Tennessee, and the same property conveyed to ACREM Limited Partnership, a Delaware limited partnership, as to a Remainder Interest in land only, by deed from Motel 6 Operating LP., a Delaware limited partnership, of record in Book 10952, page 345, in said Register's Office.

STATE OF NEW YORK
COUNTY OF Bronx

The actual consideration or value whichever is greater, for this transfer is $3,360.

ACREM LIMITED PARTNERSHIP, a Delaware limited partnership

By: Acrem GP Corp., a Delaware corporation, its general partner

By: _____
David M. Ledy, Executive Vice President

Subscribed and sworn to before me this the 12th day of May, 2010.

THERESA ANN WARKENTHIEN
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01WA6162409
Qualified in Bronx County
Commission Expires March 12, 2011

_____
Notary Public

My commission expires: March 12 2011

