BILL GARRETT, Davidson County
Trans:T20120040697 DEEDWARR
Recvd: 06/04/12 10:20 5 pgs
Fees:28.00 Taxes:9405.29
20120604-0048175

RECORDING REQUESTED BY, AND
AFTER RECORDATION RETURN TO:
Marsha Reynolds
North American Title Company
2501 North Harwood
Suite 1210
Dallas, TX 75201

THIS INSTRUMENT WAS
PREPARED BY:
Travis McNellie
Thompson & Knight LLP
801 Cherry Street, Unit #1
Burnett Plaza, Suite 1600
Fort Worth, TX 76102

MAIL TAX STATEMENTS TO:
Motel 6 Operating L.P.
4001 International Parkway
Carrollton, TX 75007
Attn: Tax Department

STATE OF TENNESSEE
COUNTY OF DAVIDSON
MAP PARCEL NO.: 19-13, Parcel 106

LIMITED WARRANTY DEED
(Estate for Years and Improvements)

That M-SIX LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantor"), having an address of c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, in consideration of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD, ALIENATED, CONVEYED AND CONFIRMED and by these presents does hereby GRANT, BARGAIN, SELL, ALIENATE, CONVEY AND CONFIRM and by these presents does convey and specially warrant to MOTEL 6 OPERATING L.P., a Delaware limited partnership ("Grantee"), having an address of 4001 International Parkway Carrollton, TX 75007, an estate for years (the "Estate for Years") commencing on the date hereof through and including midnight on April 30, 2019, in 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 ("Premises").

TOGETHER WITH all right, title and interest of Grantor as the fee owner of, and in and to 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 to be and remain the sole and exclusive property of Grantee and its successors and assigns. The foregoing conveyance shall include any possibility of reverter to Grantor during the term of the Estate for Years.

This conveyance is made and accepted subject to all matters filed of record in the official records of Davidson County, Tennessee, to the extent they affect the Premises and any unrecorded encumbrances, easements, conditions and restrictions made or granted by, or consented to by, Grantee.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Estate for Years and the Improvements unto Grantee, its successors and assigns, against the claims of all persons owning, holding or claiming by, through or under Grantor (but not by, through or under Grantee).

TO HAVE AND TO HOLD said Estate for Years, and all privileges and appurtenances including, without limitation, all easements thereto belonging, unto Grantee and its successors and assigns through and including midnight on April 30, 2019, and to have and to hold the Improvements 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.

[Signature page follows.]

IN WITNESS WHEREOF, the foregoing instrument has been executed by the Grantor, as of this 1st day of May, 2012.

M-SIX LIMITED PARTNERSHIP, a Delaware limited partnership

By: M-Six GP Corp., a Delaware corporation, its general partner

By: _____
Name: Michael Ashner
Title: Vice President

THE STATE OF New York §
§
COUNTY OF Nassau §

This instrument was acknowledged before me on the 9th day of May, 2012, by Michael Ashner, the Vice President of M-Six GP Corp., the general partner of M-SIX LIMITED PARTNERSHIP, on behalf of said limited partnership.

_____
NOTARY PUBLIC, STATE OF NY

ALLISON FORRESTER
Notary Public, State of New York
No. 01FO4883541
Qualified in Nassau County
My Commission Expires January 26, 2015

[Seal]

I hereby swear or affirm that the actual consideration for this transfer or the value of the property transferred, whichever is greater, is $2,541,970.28

_____
Affiant

NOTARY PUBLIC STATE OF NEW YORK

28

STATE OF Tennessee
COUNTY OF Williamson

The actual consideration or value whichever is greater, for this transfer is $ 2,541,970

Affiant Joseph B. Pitt

Subscribed and sworn to before me this the 23rd *day of* May, 2012

Notary Public Sanya L. Arbogast

My commission expires: 8-5-13

(Affix Seal)

SANYA L. ARBOGAST
STATE OF TENNESSEE
NOTARY PUBLIC
WILSON COUNTY

EXHIBIT A

Property Description
Site 699

Land in Davidson County, Tennessee, being Lot No. 1, PLAN OF MOTEL 6, INC. SITE NO. 699 SUBDIVISION, as shown on plat of record in Plat Book 6200, Page 592, Register's Office for Davidson County, Tennessee, to which plat referenced is hereby made for a more complete description of the property.

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, LP, a Delaware Limited Partnership, of record in Book 10952, Page 309, 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 for Motel 6 Operating LP, a Delaware limited partnership, of record in Book 10952, Page 318, in said Register's Office.