5

BILL GARRETT, Davidson County
Trans:T20120040697 DEEDWARR
Recvd: 06/04/12 10:20 5 pgs
Fees:28.00 Taxes:37.77
20120604-0048176

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
(Remainder Interest)

That ACREM 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, in fee simple, forever, 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 liability company, 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, are hereinafter called the "Remainder Interest".

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 hereunder.

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, 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.

[Signature page follows.]

IN WITNESS WHEREOF, the foregoing instrument has been executed by the Grantor, as of this 18th day of May, 2012.

ACREM LIMITED PARTNERSHIP, a Delaware limited partnership

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

By: _____
Name: David M. Ledy
Title: E.V.P.

THE STATE OF New York §
§
COUNTY OF New York §

This instrument was acknowledged before me on the 8 day of May, 2012, by David M. Ledy, the E.V.P. of Acrem GP Corp., the general partner of ACREM LIMITED PARTNERSHIP, on behalf of said limited partnership.

LISA MARIE SCIORTA
Notary Public, State of New York
No. 01SC6257486
Qualified in Richmond County
Commission Expires Mar. 12, 2016

_____
NOTARY PUBLIC, STATE OF _____

[Seal]

I hereby swear or affirm that the actual consideration for this transfer or the value of the property transferred, whichever is greater, is $ 10,208.72

Marsha Reynolds
Affiant

STATE OF Tennessee
COUNTY OF Wilson

The actual consideration or value whichever is greater, for this transfer is $ 10,208.72

Affiant Timothy B. Potts Jr.

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.