This instrument was prepared by:
Kelly G. Reynoldson, Esq.
Kutak Rock LLP
1801 California Street, Suite 3100
Denver, CO 80202
Telephone Number: (303) 297-2400

Davidson County DEEDWARRSP
Recvd: 01/09/13 15:31 6 pgs
Fees:33.00 Taxes:9549.53
20130109-0003021

After recording mail to:
Allen Brown
National Accounts Manager
GRS Group
9903 E. Bell Road, Suite 130
Scottsdale, AZ 85260
GRS 12-2221

SPECIAL WARRANTY DEED
(Tennessee)

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
STORE Master Funding II, LLC 8501 E. Princess Drive Suite 190 Scottsdale, Arizona 85255	HOA RESTAURANT GROUP, LLC 1815 the Exchange Atlanta, GA 30339 Copy to: STORE Master Funding II, LLC 8501 E. Princess Drive Suite 190 Scottsdale, Arizona 85255	026140008 00

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **GOODLETTSVILLE RESTAURANT, L.P.**, a Tennessee limited partnership, (the "Grantor"), has bargained and sold, and hereby transfers and conveys, to **STORE MASTER FUNDING II, LLC**, a Delaware limited liability company, and its successors and assigns (the "Grantee"), certain real property in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD said real property, together with the improvements thereon, the fixtures affixed thereto, and all appurtenances and hereditaments, estate, title and interest thereto belonging, to Grantee, forever.

This is improved property known as 654 Wade Circle, Goodlettsville, TN 37072.

Said property is conveyed subject to those matters of record, including but not limited to applicable zoning and building regulations, all easements, restrictions and limitations of record.

Grantor covenants that it is lawfully seized in fee of the foregoing real estate and has good right to sell and convey the same. Grantor covenants and binds itself and its successors to warrant and forever defend the Grantee the title to said property against the lawful claims of all persons claiming by, through or under Grantor (excluding claims arising out of matters of record, but no further or otherwise.

[Remainder of Page Left Blank Intentionally; Signature Page(s) to Follow]

IN WITNESS WHEREOF, Grantor executed this instrument as of this 21st day of December, 2012.

GOODLETTSVILLE RESTAURANT, L.P., a Tennessee limited partnership

By: Two Mile Restaurant, Inc., a Tennessee corporation

Its: General Partner

By: _____
Rodney Kistner, President

COMMONWEALTH OF KENTUCKY)
) ss.
COUNTY OF JEFFERSON)

Personally appeared before me, the undersigned, a Notary Public, Rodney Kistner, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of Two Mile Restaurant, Inc., a Tennessee corporation, General Partner of **GOODLETTSVILLE RESTAURANT, L.P.**, a Tennessee limited partnership, who is authorized by the corporation to execute this instrument for and on behalf of said limited partnership.

WITNESS my hand, at office, this 21st day of December, 2012.

_____
Notary Public

My Commission Expires: 2/20/2016

(SEAL)

4828-7290-4977.2
STORE/Hooters
654 Wade Circle, Goodlettsville, TN 37072
File No.: 7210/02-83.9

COMMONWEALTH OF KENTUCKY)
) ss.
COUNTY OF JEFFERSON)

The actual consideration for this transfer or value of property transferred (whichever is greater) is $2,580,953.19

GOODLETTSVILLE RESTAURANT, L.P., a Tennessee limited partnership

By: Two Mile Restaurant, Inc., a Tennessee corporation

Its: General Partner

By: _____
Rodney Kistner, President

Sworn to and subscribed before me this 21st day of December, 2012.

_____
Notary Public

My Commission Expires: 2/20/2016

(SEAL)

4828-7290-4977.2
STORE/Hooters
654 Wade Circle, Goodlettsville, TN 37072
File No.: 7210/02-83.9

Exhibit "A"
Legal Description

All that land in Davidson County, Tennessee being more particularly described as follows, to-wit:

Begin at a 1/2 inch rebar found located on the south right-of-way margin of Wade Circle (50 foot right-of-way); said Point of Beginning being the common north corner of Lots 32 and 33 of the Revised Plan of Terra View Subdivision as recorded in Book 1424, Page 4, Register's Office for Davidson County, Tennessee; thence, leaving the south right-of-way margin of Wade Circle and along the common boundary lines of said lots 32 and 33 South 23 deg 20 min 58 sec East a distance of 192.11 feet to the north right-of-way margin of Vietnam Veterans Boulevard as shown on the Tennessee Department of Transportation Right-of-way (TDOT) Project No. 191802204-04; thence South 68 deg 59 min 03 sec West along the north right-of-way margin of Vietnam Veterans Boulevard a distance of 209.99 feet to a concrete right-of-way monument found on the east right-of-way margin of Wade Circle and as shown on said TDOT Project No. 19180-2204-04; thence north 19 deg 28 min 07 sec West along the east right-of-way margin of Wade Circle a distance of 174.11 feet; thence North 63 deg 48 min 11 sec East along the south right-of-way margin of Wade Circle a distance of 198.28 feet to the Point of Beginning, having an area of 37,296.2+/- square feet, 0.856 acres, more or less all according to the survey titled Hooter's Portfolio project, B & C Project No. 200800611,0012 performed by Christopher Denham, TN RLS #2000, Denham Land Surveyors, LLC, 1733 Winchester Road, Huntsville, AL 35811.

Being the same property conveyed to GOODLETTSVILLE RESTAURANT, L.P. by Warranty Deed dated August 11, 1994 from William B. Faircloth, Jr. and Patricia G. Faircloth, husband and wife, of record in Deed Book 9435, Page 873, Register's Office for Davidson County, Tennessee.

True Copy Certification

I, Dennis J. Vendetti, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Signature

State of Arizona

County of Maricopa

Personally appeared before me, Allen S. Brown, a notary public for this county and state, Dennis J. Vendetti who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

My Commission Expires: _____
Notary' Seal (if on paper)

OFFICIAL SEAL
ALLEN S. BROWN
NOTARY PUBLIC - State of Arizona
MARICOPA COUNTY
My Comm. Expires Nov. 24, 2014