Davidson County DEEDWARRSP
Recvd: 06/24/13 13:55 5 pgs
Fees:28.00 Taxes:2268.15
20130624-0064637

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 17 day of June, 2013, between **USRP FUNDING 2001-A, LP**, a Delaware limited partnership ("***Seller***"), duly organized under and by virtue of the laws of the State of Delaware, party of the first part, and **CNL APF PARTNERS, LP**, a Delaware limited partnership, party of the second part,

WITNESSETH: That for and in consideration of the sum of $10.00, cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part the real estate situated and being in Nashville, County of Davidson, State of Tennessee, together with the buildings, fixtures, and improvements thereon, legally described on **Exhibit A** attached hereto, together with all the appurtenances and hereditaments thereto (the "***Property***"), subject to current taxes and assessments, reservations in patents, all easements, rights-of-way, encumbrances, liens, covenants, conditions, restrictions, obligations, liabilities and other matters as may appear of record, and all matters which an accurate survey of the Property or a physical inspection of the Property would disclose.

TO HAVE AND TO HOLD, all and singular, the Property to the party of the second part, their successors and assigns to their own use forever.

The said party of the first part does hereby covenant with the party of the second part that it is the lawful owner in fee of the Property, and that it has good right to sell and convey the same; and that the party of the first part will warrant and defend the same against all claims and demands of the party of the first part, but against none other, subject to the matters above set forth.

Whenever the word "party" is used herein, it shall mean "parties" if there are more than one person referred to and whenever pronouns occur herein, they shall be construed according to their proper gender and number according to the context of this instrument.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, party of the first part has caused this instrument to be executed by and through its duly authorized officer as of this 17 day of June, 2013.

SELLER:

USRP FUNDING 2001-A, LP, a Delaware limited partnership

By: **USRP (SFGP), LLC**, its sole general partner

By: _____
Printed Name: Lisa Everroad
Its: Vice President

STATE OF ARIZONA]
COUNTY OF MARICOPA]

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Lisa Everroad, with whom I am personally acquainted, and who upon oath, acknowledged herself to be a Vice President of USRP (SFGP), LLC, a Delaware limited liability company, the sole general partner of USRP FUNDING 2001-A, LP, the within named bargainor, a Delaware limited partnership, and that she executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership, as Vice President.

Witness my hand and seal this 17 day of June, 2013.

_____
Notary Public

My Commission Expires: 09-21-15

Malaika Roemer
Notary Public
Maricopa County, Arizona
My Comm. Expires 09-21-15

Asset No. 4717
Nashville, Davidson County, TN

4830-9710-7475.1

****

(FOR RECORDING DATA ONLY)

Property Address:
2633 Lebanon Road
Nashville, TN

Property Owner:
USRP FUNDING 2001-A, LP
8377 E. Hartford Drive, Suite 200
Scottsdale, Arizona 85255

Map & Parcel Number:
95-4/187

Mail tax bills to: (Person or Agency responsible for payment of taxes)

CNL APF PARTNERS, LP
c/o GE Capital Franchise Finance Corporation
8377 E. Hartford Drive, Suite 200
Scottsdale, Arizona 85255
Attn: Collateral Management

This instrument prepared by:

Reed Smith LLP
3110 Fairview Park Drive, Suite 1400
Falls Church, VA 22042

Return to:

Kristin Brown
First American Title Insurance Company
2425 E. Camelback Rd., Suite 300
Phoenix, AZ 85016

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $613,014, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 17 day of June, 2013.

Notary Public

My Commission Expires:
09-21-15

Malaika Roemer
Notary Public
Maricopa County, Arizona
My Comm. Expires 09-21-15

State tax: $_____
Recording fee: $_____
Total: $_____

Asset No. 4717
Nashville, Davidson County, TN

EXHIBIT A

Legal Description

Tract I:
LAND in Davidson County Tennessee, being Lot No. 1, on the Plan of Resubdivision of Lebanon Pike Shoney's and Lee's, as shown on plat of record in Plat Book 9700, page(s) 40 in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

LESS AND EXCEPT any portion of such property conveyed or taken for rights of way for public streets or roads.

Being the same property conveyed to the party of the first part by USRP Funding 2001-A, L.P., a Delaware limited partnership from U.S. Restaurant Properties Operating, L.P., a Delaware limited partnership by Quitclaim Deed recorded as Instrument No. 200409090109155 in the Register's Office of Davidson County, Tennessee.

Tract II:
All Easement rights accruing to Tract I granted in that certain Declaration of Easements, dated as of September 29, 1995 (the "Declaration"), by Shoney's Inc. recorded in Book 9815, page 258 in the Office of the Register of Deeds for Davidson County, Tennessee, including, without limitation, a nonexclusive, perpetual easement, appurtenant to Tract I and for the benefit of the Owner (as defined in the Declaration to which reference is hereby made) of Tract I and its tenants, invitees, employees, agents, customers and invitees of such tenants, for vehicular and pedestrian ingress and egress over upon and across the Shoney's Access Easement (as defined and described in the Declaration to which reference is hereby made for a more complete description).

Map/Parcel 95-4/187

True Copy Certification

I, Kristin Brown, 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 AZ

County of Maricopa

Personally appeared before me, [Jad Johnson], a notary public for this county and state, [Kristin Braun] 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: 12/29/2014

Notary' Seal (if on paper)

OFFICIAL SEAL
JAD JOHNSON
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires Dec. 29, 2014