Davidson County DEEDWARRSP
Recvd: 06/24/13 14:08 6 pgs
Fees:33.00 Taxes:3332.45
20130624-0064666

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 (as successor in interest to USRP (S&C), LLC) ("***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 Madison, 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. 4718
Madison, Davidson County, TN

4830-9710-7475.1

****

(FOR RECORDING DATA ONLY)

Property Address:
407 N Gallatin Road
Madison, TN

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

Map & Parcel Number:
043-09-0015.00

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 $900,663, 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. 4718
Madison, Davidson County, TN

EXHIBIT A
Legal Description

The land in Davidson County, Tennessee, being more particularly described as follows:

Tract I:

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee (formerly the 11th Civil District of Davidson County, Tennessee), and being more particularly described as follows:

Beginning at a PK nail driven in concrete on the westerly margin of Gallatin Pike, U.S. 31-E, said PK nail being South 01 degrees 22 minutes 04 seconds West, 209.45 feet south of the southerly end of the return curve of Williams Avenue as measured along the westerly margin of Gallatin Pike; thence,

1. With the westerly margin of Gallatin Pike, South 01 degrees 22 minutes 04 seconds West, 50.0 feet to a PK nail at the northeast corner of the Bonnie Strickland and Evelyn G. Wood property, as evidenced in Deed Book 5650, Page 389, Register's Office of Davidson County, Tennessee (being Parcel 16 of this survey); thence,

2. With the north line of Strickland and Wood property, (Parcel 16), North 88 degrees 38 minutes 25 seconds West, 175.06 feet to an iron pin on the easterly margin of a 25-foot alley; thence,

3. With the easterly margin of said 25-foot alley, North 01 degrees 26 minutes 00 seconds East, 50.0 feet to an iron pin, the southwesterly corner of Harold E. Schmidt property, as evidenced in Deed Book 5033, Page 337, Register's Office of Davidson County, Tennessee; thence,

4. With the southerly line of Schmidt, South 88 degrees 38 minutes 25 seconds East, 175.00 feet to the point of beginning and containing 8,751 square feet or 0.201 of an acre.

Tract II:

A tract of land in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee (formerly the 11th Civil District of Davidson County, Tennessee), being part of Lot No. 1 on the map of the Division of the Gee Lands, as of record in Book 332, Page 74, Register's Office of Davidson County, Tennessee, and also being Lots 8 and 9 on the unrecorded map of the subdivision of the east part of Lot No. 1 of the Gee Lands.

Beginning at a PK nail on the westerly margin of Gallatin Road (U.S. 31-E), at the southeasterly corner of Parcel 15 of this survey; said point being South 01 degrees 22

minutes 04 seconds West, 259.45 feet from the southerly end of the return curve of Gallatin Road and Williams Avenue as measured along the westerly margin of Gallatin Road; thence,

1. With the westerly margin of Gallatin Road, South 01 degrees 22 minutes 04 seconds West, 9.5 feet to a PK nail set at the beginning of a curve; thence,

2. With said curve to the right (radius 2835.00 feet), southerly a distance of 94.77 feet to an existing iron pin at the northeasterly corner of the Pebble Hill Associates property, as evidenced in Deed Book 7270, Page 172, Register's Office of Davidson County, Tennessee; thence,

3. With the northerly line of the Pebble Hill Associates property, North 80 degrees 33 minutes 00 seconds West, 181.23 feet to a PK nail set on the easterly margin of a 25-foot alley; thence,

4. With the easterly margin of said 25-foot alley, North 06 degrees 23 minutes 20 seconds East, 68.00 feet to a PK nail set; thence,

5. North 01 degrees 26 minutes 00 seconds East, 11.0 feet to an iron pin at the southwesterly corner of Parcel 15 of this survey; thence,

6. With the southerly line of Parcel 15, South 88 degrees 38 minutes 25 seconds East, 175.06 feet to the point of beginning and containing 16,264 square feet or 0.373 of an acre.

Being the same property conveyed to the party of the first part by SHN Properties, LLC, by Deed recorded as Instrument No. 200306170083464 in the Register's Office of Davidson County, Tennessee.

Map/Parcel 043-09-0015.00

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 Brown] 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