THIS INSTRUMENT PREPARED BY: **Chapman & Rosenthal Title, Inc.** **2002 Richard Jones Road, Suite 203A** **Nashville, TN 37215** **CRT File No. 13120032**	STATE OF Florida) COUNTY OF Collier) The actual consideration or value, whichever is greater, for this transfer is: $1,613,583.00. E. Matt Smith Affiant Subscribed and sworn to before me, this 20 day of January, 2014. Annette R. Dinneen Notary Public My Commission Expires: 10/15/17

ANNETTE R. DINNEEN MY COMMISSION EXPIRES October 15, 2017 #FF 059269 Bonded thru Notary Public Underwriters NOTARY PUBLIC STATE OF FLORIDA

BILL GARRETT, Davidson County
Trans:T20140005240 DEEDWARRSP
Recvd: 01/23/14 10:49 5 pgs
Fees:28.00 Taxes:5970.26
20140123-0006410

SPECIAL WARRANTY DEED

Address New Owner: Crosswater Properties LLC, a California limited liability company 25801 Old Highway 99 Weed, California 96094	Send Tax Bills To: New Owner c/o Burger King Property Acct P.O. Box 020783 Miami, Florida 33102	Tax Information: Tax Parcel ID No. 14200019000

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, **SREP, GP, a Tennessee general partnership** ("Grantor"), has this day bargained and sold, and does hereby transfer and convey to **Crosswater Properties LLC, a California limited liability company**, ("Grantee"), its successors, heirs and assigns, all that tract or parcel of land in Davidson County, Tennessee, more particularly described as follows:

Land in Davidson County, Tennessee, being Lot No. 2 on the Revision Lot No. 2 Bellevue Center Section 2 as of record in Plat Book 6900, Page 854, Register's Office for Davidson County, Tennessee to which plan reference is made for a more complete description.

Together with a non-exclusive appurtenant easement as described in Book 4878, Page 261 and Book 5205, Page 118. Also described in Deeds of record in Book 6185, Page 585 and Book 7779, Page 374, and as set out in Plat Book 4675, Page 114. Register's Office for Davidson County, Tennessee.

Being the same property conveyed by Special Warranty Deed from Burger King Corporation, a Florida corporation to SREP, LLC, a Tennessee limited liability company, having since been converted to SREP, GP, a Tennessee general partnership, as evidenced by the Certificate of Conversion filed with the Tennessee Secretary of State on December 31, 2008 (see attached

Exhibit 'A'), as recorded on the 10th day of August, 2005 in Instrument No. 20050810-0094750; Special Warranty Deed from E.R. Smith Real Estate, LLC, a Tennessee limited liability company to Burger King Corporation, a Florida corporation as recorded on the 9th day of June, 2005 in Instrument No. 20050609-0066278 and Special Warranty Deed from Nashville Family Restaurants Real Estate Joint Venture, a Florida general partnership to E.R. Smith Real Estate, LLC, a Tennessee limited liability company as recorded on the 27th day of December, 2000 in Instrument No. 20001227-0126127, in the Register's Office of Davidson County, Tennessee.

This is improved property located at: 7116 Highway 70 S. Nashville, TN 37221.

This Conveyance is subject to the matters set forth below, if any, as well as any and all zoning regulations, building restrictions, setback lines, conditions, covenants, and restrictions (as may be amended or supplemented), all easements, utility easements or rights of ways for public utilities that appear in the appropriate public record.

County of Davidson taxes for the year 2013 and thereafter, of which, 2013 is now due and payable but not yet deemed delinquent.

Restrictions, dedications, conditions, reservations, easements and other matters shown on the plat recorded in Plat Book 6900, Page(s) 854 and Plat Book 4675, Page 114.
Easement recorded in Book 4878, Page 261, Book 5205, Page 118 (also described in Deeds recorded in Book 6185, Page 585, Book 7779, Page 374 and Plat Book 4675, Page 114).

Terms and Conditions of Memorandum of Land and Building Lease Restaurant #6479 recorded at Instrument No. 20050810-0094753.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to Grantees, its successors, heirs and assigns, forever.

And Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for current taxes, and restrictions and easements of record. Grantor further covenants and binds itself, its successors, heirs and assigns to warrant and forever defend the title to said real estate to Grantee, its successors, heirs and assigns against the lawful claims of all persons whatsoever.

By this deed, Grantor is transferring to Grantee all of Grantor's right, title and interest, if any, in and to all abutting roads and rights-of-way and all reversionary rights therein, and in and to all appurtenant easements and other rights appurtenant to the subject property.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 20th day of January, 2014.

E. Rhett Smith

SREP, GP, a Tennessee General Partnership
by: E. Rhett Smith, Managing Partner

STATE OF FLORIDA)

COUNTY OF Collier)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, E. Rhett Smith, 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 managing partner in SREP, GP, a Tennessee General Partnership, the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at Office, this 20 day of January, 2014.

Annette R. Dinneen

Notary Public

My Commission Expires: 10/15/17

ANNETTE R. DINNEEN
MY COMMISSION EXPIRES
October 15, 2017
FF 059269
Bonded thru
Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

Ex. A

FILED

State of Tennessee

Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CERTIFICATE OF CONVERSION
(LLC into another Business Entity)

SECRETARY OF STATE

For Office Use Only

5414.1711

Pursuant to the provisions of §48-249-704 of the Tennessee Revised Limited Liability Company Act, the undersigned Limited Liability Company submits this certificate of conversion:

1. The current name of the of the domestic limited liability company (hereinafter referred to as the domestic LLC) is: SREP, LLC.

   If different, the name of the domestic LLC under which its articles of organization were originally filed is: _____.

2. The date of filing of the original articles of organization of the domestic LLC was: 2-15-2005 (month/day/year).

3. The name of the other business entity into which the domestic LLC is to be converted is SREP, GP, its jurisdiction of formation is Tennessee, and its business type is a general partnership.

4. All required approvals of the conversion have been obtained by the domestic limited liability company.

5. If the conversion is not to be effective upon the filing of the certificate of conversion, then the future effective date or time of the conversion is:
   Date: December 31, 2008, _____ Time 11:59 p.m.

6. The following box must be checked and the mailing address provided if the domestic LLC is converting to a foreign entity:

☐ The foreign entity agrees that it may be served with process in this State in any proceeding for the enforcement of any obligation of the domestic LLC arising prior to the date of the conversion, irrevocably appointing the Secretary of State as its agent to accept service of process in any such proceeding. The address (including zip code) to which a copy of such process shall be mailed to it by the Secretary of State is:

_____.

12/23/08
Signature date

E. Rhett Smith
Signature

Chief Manager
Signer's capacity

E. Rhett Smith
Name (typed or printed)

SS-4269 (Rev. 06/07) Filing Fee $20 RDA 2458

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 12/31/08
REQUEST NUMBER: 6414-1711
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/31/08 0923
EFFECTIVE DATE/TIME: 12/31/08 2359
CONTROL NUMBER: 0487549

TO:
MUDTER MORGAN PATTERSON & AKINS
PO BOX 158805

NASHVILLE, TN 37215

RE:
SREP, LLC
OTHER DOCUMENT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

FOR: OTHER DOCUMENT ON DATE: 12/31/08

FROM:
MUDTER MORGAN PATTERSON & AKINS
2000 RICHARD JONES R
SUITE 103
NASHVILLE, TN 37215-0000

	FEES	
RECEIVED:	$20.00	$0.00
TOTAL PAYMENT RECEIVED:		$20.00

RECEIPT NUMBER: 00004508710
ACCOUNT NUMBER: 00329131

SS-4453

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE