PREPARED BY:
Kutak Rock LLP
1801 California Street, Suite 3000
Denver, Colorado 80202
Attention: Kelly G. Reynoldson, Esq.
NCS 642067C PH#1
TO BE RETURNED TO:
First American Title Insurance Company
2425 E Camelback Road, Ste 300
Phoenix, AZ 85016
Attention: Kristin Brown

BILL GARRETT, Davidson County
Trans:T20140008622 DEEDWARRSP
Recvd: 02/06/14 10:36 6 pgs
Fees:33.00 Taxes:27878.72
20140206-0010493

SPECIAL WARRANTY DEED
(Tennessee)

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
STORE SPE LA FITNESS 2013-7, LLC 8501 E. Princess Drive Suite 190 Scottsdale, Arizona 85255	**Mail Tax Bill in care of:** **Fitness & Sports Clubs, LLC** c/o Fitness International, LLC 3161 Michelson Drive, Ste. 600 Irvine, CA 92612-4406 Attn: Tamara Peters, Lease Administrator Copy to: **STORE SPE LA FITNESS 2013-7, LLC** 8501 E. Princess Drive Suite 190 Scottsdale, Arizona 85255	Map 149 Parcel 325

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, and effective as of this 31st day of January, 2014, (the "Effective Date"), **M&A EDGE O'LAKE, LLC,** a Delaware limited liability company (the "Grantor"), has bargained and sold, and hereby transfers and conveys, to **STORE SPE LA FITNESS 2013-7, 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 appurtenances and hereditaments, estate, title and interest thereto belonging, to Grantee, forever.

This is improved property known as 2401 Edge O' Lake Drive, Antioch, TN 37013.

Said property is conveyed subject to those matters more particularly described on Exhibit B attached hereto and incorporated herein by reference.

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 specially and defend to Grantee forever the title to said property against the lawful claims of all persons claiming through or under Grantor (excluding claims arising out of the matters set forth on Exhibit B), but no further or otherwise.

In addition, Grantor hereby conveys to Grantee, for the same consideration set forth above and subject to the matters set forth on Exhibit B, all of Grantor's right, title and interest, if any, in and to any minerals, oil, gas and other hydrocarbon substances, development rights, air rights, water, water rights, wastewater or other utility rights, water stock relating to the land, strips and gores, streets, alleys, easements, rights-of-way, public ways, or other rights of Grantor appurtenant, abutting or adjoining said property.

[Remainder of Page Left Blank Intentionally, Signature Page Follows]

IN WITNESS WHEREOF, Grantor executed this instrument as of the Effective Date.

M&A EDGE O'LAKE, LLC, a Delaware limited liability company

By: _____
Name: Royce G. Pulliam
Title: Manager

STATE OF ~~TENNESSEE~~ Kentucky)
COUNTY OF Fayette)

Personally appeared before me, the undersigned, a Notary Public, Royce G. Pulliam, 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 Manager of **M&A EDGE O'LAKE, LLC**, a Delaware limited liability company and is authorized by the company to execute this instrument on behalf of the company.

WITNESS my hand, at office, this 28 day of January, 2014

_____
Notary Public
ID #440007

My Commission Expires:

3-28-15

SHERYL ANN HAYES NOTARY PUBLIC STATE AT LARGE, KY.

4811-7160-1431.1
STORE/LA Fitness
Special Warranty Deed
2401 Edge O'Lake Drive, Antioch, TN 37013
7210/02-183.3

STATE OF AZ)

COUNTY OF Maricopa)

The actual consideration for this transfer or value of property transferred (whichever is greater) is $7,534,788.62

Affiant

Sworn to and subscribed before me this 30th day of January, 2014.

Notary Public

My Commission Expires:

May 29, 2016

OFFICIAL SEAL
MATTHEW ALAN BROWN
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires May 29, 2015

4811-7160-1431.1
STORE/LA Fitness
Special Warranty Deed
2401 Edge O'Lake Drive, Antioch, TN 37013
7210/02-183.3

EXHIBIT A

LEGAL DESCRIPTION

Land in Davidson County, Tennessee, being Lots No. 5a, as shown on the plat of the Resubdivision of Lot 5 of K-Mart Corporation, 2 Lot Minor Plat, of record in Instrument No. 201311040114130, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

Being a portion of the same property conveyed to M & A Edge O'Lake, LLC, a Delaware limited liability company by deed of record in Instrument No. 200512300157020, in the Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2014 and subsequent years, not yet due and payable.

2. All matters shown on the plat of record in Instrument No. 201311040114130, in the Register's Office for Davidson County, Tennessee.

3. Clearance Permit of record in Book 1104, page 598, in the Register's Office for Davidson County, Tennessee.

4. Declaration of Easements, Restrictions and Operating Agreements of record in Book 8451, page 495, as amended by First Amendment to Declaration of Easements, Restrictions and Operating Agreements in Instrument No. 200112310145083, in the Register's Office for Davidson County, Tennessee.

5. Development and Operation Agreement of record in Instrument No. 200112310145082, in the Register's Office for Davidson County, Tennessee.