Davidson County DEEDWARRSP
Recvd: 06/28/16 12:15 5 pgs
Fees:28.00 Taxes:2202.47
20160628-0065865

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 16 day of June, 2016 ("***Effective Date***") between CNL APF Partners, LP, a Delaware limited partnership ("***Seller***"), party of the first part, and SCFRC-HW-G LLC, a Delaware limited liability company, party of the second part,

WITNESSETH: That for and in consideration of the sum of Five Hundred Ninety-Five Thousand Two Hundred Sixty-Three and No/100 Dollars ($595,263.00), 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 "***Premises***"), subject to all matters of record and all matters which an accurate survey or inspection of the Premises would disclose.

TO HAVE AND TO HOLD, all and singular, the Premises 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 Premises, 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.

[Signature and Notary Page Follows]

737683TN4

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

SELLER:

CNL APF PARTNERS, LP, a Delaware limited partnership

By: CNL APF GP, LLC, a Delaware limited liability company, its sole general partner

By: _____
Carolyn Craft Martin
Vice President

STATE OF ARIZONA]
] SS.
COUNTY OF MARICOPA]

The foregoing instrument was acknowledged before me on May 23, 2016, by Carolyn Craft Martin, the Vice President of CNL APF GP, LLC, a Delaware limited liability company, the sole general partner of CNL APF Partners, LP, a Delaware limited partnership, on behalf of the limited partnership.

_____
Notary Public

SEAL:

MALAIKA ROEMER
Notary Public, State of Arizona
Maricopa County
My Commission Expires
September 21, 2019

Asset No. 004717
Nashville, TN

****

(FOR RECORDING DATA ONLY)

Property Address:
2633 Lebanon Road
Nashville, TN 37214-2424

Property Owner:
SCFRC-HW-G LLC
47 Hulfish Street, Suite 210
Princeton, NJ 08542

Map & Parcel Number:
09504018700

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

SCFRC-HW-G LLC
47 Hulfish Street, Suite 210
Princeton, NJ 08542

This instrument prepared by:
Kutak Rock LLP
8601 N. Scottsdale Road, Suite 300
Scottsdale, AZ 85253

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 $595,263.00 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 27th day of June, 2016.

Notary Public

My Commission Expires:
4.24.2019

JOHNNIE A. MCDONALD
Notary Public - State of Arizona
MARICOPA COUNTY
My Commission Expires April 24, 2019

State tax _____ $
Recording fee __ $
Total _____ $

Asset No. 004717
Nashville, TN

EXHIBIT A
LEGAL DESCRIPTION

The Premises is commonly known as 2633 Lebanon Road, Nashville, Tennessee and is legally described as follows:

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

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 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, and as set forth on the Plan of the Resubdivision of the Lebanon Pike Shoney's and Lee's, recorded in Book 9700, page 40, 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 Area (as defined and described in the Declaration, to which reference is hereby made for a more complete description).

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

Map/Parcel 95-4/187

Being the same property conveyed to CNL APF Partners, LP, a Delaware limited partnership, by Special Warranty Deed from USRP Funding 2001-A, LP, a Delaware limited partnership, dated June 17, 2013, filed for record June 24, 2013 as Instrument No. 20130624-0064637, and corrected by Scrivener's Affidavit dated September 3, 201, filed for record September 5, 2013 as Instrument No. 20130905-0093407, Records of Davidson County, Tennessee.

True Copy Certification

I, Stefanie Robertson, 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.

Stefanie Robertson
Signature

State of AZ

County of Maricopa

Personally appeared before me, [Marie Soja], a notary public for this county and state, [Stefanie Robertson] who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Marie D Soja
Notary's Signature

My Commission Expires: 1-1-19
Notary' Seal (if on paper)

MARIE D. SOJA
Notary Public - State of Arizona
MARICOPA COUNTY
My Commission Expires Jan. 1, 2019