

When recorded, return to:

Mr. Michael Barnes  
MLB Investments of Bay County, LLC  
1806 Rhode Island Avenue  
Lynn Haven, Florida 32444

**SPECIAL WARRANTY DEED**

THIS SPECIAL WARRANTY DEED is made this 10 day of SEPT., 2009, by **CNL APF PARTNERS, LP**, a Delaware limited partnership ("Grantor"), successor by merger to CNL Income Fund XIII, Ltd., a Florida limited partnership, whose address is 450 South Orange Avenue, 11<sup>th</sup> Floor, Orlando, Florida 32801, to **MLB INVESTMENTS OF BAY COUNTY, LLC**, a Florida limited liability company ("Grantee"), whose address is 1806 Rhode Island Avenue, Lynn Haven, Florida 32444 (Whenever used herein, the terms "Grantor" and "Grantee" include the parties to this instrument, and their successors and assigns).

**WITNESSETH:**

THAT the Grantor, for and in consideration of the sum of Ten Dollars and other valuable considerations, the receipt of which is hereby acknowledged, hereby grants, bargains, sells, alienates, remises, releases, conveys and confirms unto the Grantee, all that certain real estate located in Panama City, Bay County, Florida, described on the attached Exhibit A hereto together with the buildings, fixtures and improvements now located thereon, (the "Property");

SUBJECT TO all taxes, assessments, liens, easements, encumbrances and restrictions of record and all matters that an accurate inspection or survey of the Property would disclose;

TOGETHER WITH all tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining;

TO HAVE AND TO HOLD, the same in fee simple forever;

AND the Grantor hereby binds itself to warrant and defend title to the Property as against all acts of the Grantor herein and none other, subject to the matters set forth above.

**IN WITNESS WHEREOF**, the Grantor has hereunto set its hand and seal the day and year first above written.

Signed, sealed and delivered in our presence:

WITNESSES;

[Signature]  
Printed Name KATE M BITNER

CNL APF PARTNERS, LP,  
a Delaware limited partnership

By: CNL APF GP, LLC,  
a Delaware limited liability company  
Its: Sole General Partner

[Signature]  
Printed Name Bennie Mitchell

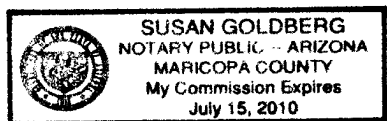
By [Signature]  
Printed Name Carolyn Craft Martin  
Title Vice President

STATE OF ARIZONA     ]  
  ] SS.  
COUNTY OF MARICOPA]

The foregoing instrument was acknowledged before me on September 8, 2009, 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. He/She is personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
Printed Name: Susan M. Goldberg  
Notary Public, Maricopa County, Arizona

My Commission Expires:  
July 15, 2010



Prepared by:  
Carolyn C. Martin, Esq.  
GE Capital Franchise Finance Corporation  
8377 East Hartford Drive  
Suite 200  
Scottsdale, Arizona 85255

**EXHIBIT A**

**LEGAL DESCRIPTION**

The East 260 feet of Lot 120 and the East 260 feet of Lot 121, St. Andrews Bay Development Company's Plat of Section 28, Township 3 South, Range 14 West, as per plat thereof recorded in the Public Records of Bay County, Florida; LESS the South 50 feet of Lot 121 for R/W of 23rd Street; LESS the East 15 feet of Lots 120 and 121 for easement; LESS the North 15 feet of Lot 120 for easement.

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