This Instrument Prepared By
Thomas E. Vickery
One Marriott Drive
Washington, D. C. 20058

STATE OF New York
COUNTY OF New York

The actual consideration or value, whichever is greater, for this transfer is $[illegible].

[signature]
Affiant

Subscribed and sworn to before me, this the 17 day of November. 1981.

[signature]
Notary Public

My Commission Expires: [illegible]
(Affix Seal)

Recording Requested by and
When Recorded Return to:
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York 10005
Attn: John C. Nelson, Esq.

Send Tax Bills to:
Marriott Corporation
One Marriott Drive
Washington, D. C. 20058
Attn: Tax Department

Map Parcel Numbers: 95-23

DEED

KNOW ALL MEN BY THESE PRESENTS, that MARRIOTT CORPORATION, a Delaware corporation ("Grantor"), for and in consideration of Ten Dollars ($10.00), has this day bargained and sold, and by these presents does transfer and convey unto THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES, a New York corporation ("Grantee"), that certain real property with the buildings and improvements thereon erected, located in Davidson County, Nashville, Tennessee, and more particularly described in Exhibit A hereto, together with a non-exclusive easement of ingress and egress by vehicle, foot or otherwise, from the said property to Elm Hill Pike over the existing approximately eighty (80) foot wide road known as Marriott Drive, to the extent of Grantor's interest in such road.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the Grantee, its heirs and assigns forever. Grantor covenants with Grantee that Grantor is lawfully seized

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and possessed of said land in fee simple, that it has a good right to convey same, and that the same is unencumbered except for a TVA easement of record in Book 1298, page 303, Register's Office for Davidson County, Tennessee; a restrictive covenant of record in Book 4890, page 358, Register's Office for Davidson County, Tennessee; and restrictive covenants of record in Book 5762, page 691, Register's Office for Davidson County, Tennessee. Grantor further covenants and binds itself, its heirs and representatives to warrant and forever defend the title to the said land to the Grantees, its heirs and assigns against the lawful claims of all persons claiming the same by, through, or under the Grantor, but not further or otherwise.

IN WITNESS WHEREOF, Marriott Corporation has caused this Deed to be executed this 17th day of November, 1981, by its duly authorized officer.

MARRIOTT CORPORATION

GRANTOR

Attest: _____
Assistant Secretary

By: _____
Vice President

EXHIBIT A

PROPERTY DESCRIPTION

LOT ONE
SECTION ONE
MARRIOTT HOTEL & OFFICE PARK

A tract of land in the First, formerly the Third, Civil District of Metropolitan Nashville-Davidson County, Tennessee lying north of Interstate 40, east of Briley Parkway and south of New Elm Hill Pike being Lot No. One of the plan of the Marriott Hotel and Office Park, Section One, Recorded 5[illegible], Page 315 Register's Office Davidson County, Tennessee.

Beginning at a concrete monument on the easterly right-of-way line of Briley Parkway, said monument also being on the westerly right-of-way line of Marriott Drive and at the common northerly corner of Tract II and Tract X as described in a deed to Marriott Corporation recorded in Deed Book 5538, Page 1, R.O.D.C., Tennessee and proceeding as follows:

1. With the westerly right-of-way of Marriott Drive, southwardly with a 532.10 foot radius curve to the left 404.98 feet to a concrete monument, said curve has a chord bearing and distance of S 18° 48' 20" W 395.277 feet; thence,
2. S 2° 59' 54" E 170.86 feet to a concrete monument; thence,
3. With a 499.44 foot radius curve to the left 193.22 feet, said curve has a chord bearing and distance of S 14° 04' 54" E 192.021 feet; thence,
4. With a 370.45 foot radius curve to the right 151.29 feet to a concrete monument, said curve has a chord bearing and distance of S 13° 27' 54" E 150.245 feet; thence,
5. S 1° 45' 54" E 205.00 feet to a concrete monument; thence,
6. With a 300.00 foot radius curve to the left 20.00 feet to an iron pin, said curve has a chord bearing and distance of S 3° 40' 29" E 19.996 feet; thence,
7. S 1° 44' 20" E 418.40 feet to an iron pin on the north right-of-way line of Interstate 40; thence,
8. With said line N 79° 17' 21" W 390.00 feet to a concrete monument; thence,
9. N 63° 07' 21" W 309.63 feet to a concrete monument; thence,
10. N 27° 21' 19" W 183.93 feet to a concrete monument; thence,
11. N 3° 39' 24" E 208.63 feet to a concrete monument; thence,
12. N 34° 02' 42" E 353.51 feet to a concrete monument; thence,
13. N 44° 52' 43" W 73.68 feet to an iron pin that is 100 feet from the center line of Briley Parkway; thence,
14. With the easterly right-of-way line of Briley Parkway, N 45° 05' 12" E 48.75 feet to a concrete monument; thence,
15. N 52° 52' 32" E 151.05 feet to a concrete monument; thence,
16. N 45° 04' 11" E 449.11 feet to a concrete monument; thence,
17. N 34° 11' 00" E 50.64 feet to an iron pin; thence,
18. N 44° 40' 24" E 36.43 feet to a concrete monument; thence,
19. With a 1,543.59 foot radius curve to the left 109.49 feet to the point of beginning, said curve has a chord bearing and distance of N 42° 38' 29" E 109.461 feet, and containing 15.01 acres, more or less.

Being parts of Tracts I, III, X and II as described in deed to Marriott Corporation recorded in Book 5538, Page 1 and part of Ermac Drive, abandoned, as deeded to Marriott Corporation and recorded in Book 5758, Page 269, R.O.D.C., Tennessee.

STATE OF New York
COUNTY OF New York

BOOK 5822 PAGE 143

Before me, Theodore H. Stahl, a Notary Public of the State and County aforesaid, personally appeared Robert E. Knowles and Stephen T. Mekosh with whom I am personally acquainted, and who, upon oath, acknowledged Thereto be Vice President and Asst. Secretary respectively of the Mercantile Corporation, the within named bargainor, a corporation, and that Robert E. Knowles as such Vice President and Stephen T. Mekosh, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by the said Robert E. Knowles as such Vice President and attesting the same by the said Stephen T. Mekosh as such Asst. Secretary.

Witness my hand and seal, at office in New York, N.Y., this 18 day of November, 19 81.

Theodore H. Stahl
Notary Public

THEODORE H. STAHL
Notary Public, State of New York
No. 30-4506531
Qualified in Nassau County
Commission Expires March 30, 19

Commission Expires _____

NOTARY PUBLIC STATE OF NEW YORK THEODORE H. STAHL

669307

RUSH

IDENTIF. REFERENCE

Nov 24 1 12 PM '81

FELIX Z. HUDSON REGISTER
DAVIDSON COUNTY, TENN.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 5822 PAGE 144

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
		16,963,000.00	CO	
			44106.80 CO TX	
			.50 PRFEE	
			12.00 WDEED	
			CHECK44116.30-	
9605A	11/24/81		SAL .00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

G69307

IDENTIFICATION REFERENCE

Nov 24 1 12 PM '81

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TENN.

No. 854645