[Address New Owner:	]Send Tax Bills to:	]Map-Parcel Numbers]
[Family Inns of America, Inc.	]	]
[Family Inn, West Parkway	] SAME	] 97-128
[P. O. Box 10	]	]
[Pigeon Forge, TN 37863	]	]
[	]	]

[This instrument prepared by: Boult, Cummings, Conners & Berry,
[21st Floor, First American Center, Nashville, TN 37238]

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, Larchwood Associates, a partnership composed of LARCHWOOD Grundstucksgesellschaft mbH and Cousins Properties of Tennessee, Inc. (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said Family Inns of America, Inc., a Tennessee corporation (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference ("the Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which have been prorated between the parties.

2. Conveyance of 1,320 feet of 8" sanitary sewer to Metropolitan Government of Nashville and Davidson County, of record in Book 5569, page 99, Register's Office for Davidson County, Tennessee, and located along the north and east boundary line.

[STATE OF TENNESSEE
[COUNTY OF DAVIDSON
[The actual consideration or value, whichever is greater, for
[this transfer is $121,000.00.
[
[FAMILY INNS OF AMERICA, INC.
[By: Brian Chapman Sec-Tr
[Affiant
[
[Subscribed and sworn to before me this 23 day of
[~~November~~ December, 1981.
[
[Notary Public
[My commission Expires: 7-24-85

12/28 333.10- CHECK

4650

3. No right of ingress or egress to a controlled access highway which runs along the northerly boundary.

4. 20-foot wide sanitary sewer easement along the northerly property line, 10-foot wide public utility and drainage easement along the north and west property line, 20-foot wide public utility and drainage easement along part of the north property line, and a public utility easement of varied widths along the east property line, all as shown on survey of Barge, Waggoner, Sumner & Cannon dated June 11, 1980, revised August 7, 1981.

5. Matters shown on the plan of record in Book 5190, page 591, Register's Office for said County.

6. The Restrictions attached hereto as Exhibit "B" are incorporated herein by this reference as fully as though copied verbatim.

This is unimproved property, known as Lot 9, Larchwood, Commercial Subdivision.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple; has a good right to convey it, and the same is unencumbered except as set forth hereinabove.

And Grantor does further covenant and bind itself, its successors and representatives, to warrant and forever defend the title to the Property to the said Grantee, its successors and assigns against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 11th day of November, 1981, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

LARCHWOOD ASSOCIATES,
A Partnership

By: Cousins Properties of Tennessee, Inc., General Partner

By: Dale R. Gilomen
Vice President

STATE OF GEORGIA

COUNTY OF COBB

Before me, Peggy C. Liddell, a Notary Public of the State and County aforesaid, personally appeared Dale R. Gilomen, with whom I am personally acquainted, and who, upon oath, acknowledged Dale R. Gilomen to be Vice President of Cousins Properties of Tennessee, Inc., a corporation and the general partner of Larchwood Associates, a general partnership, the within named bargainor, and that He as such V. President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as V. President, and said V President acknowledged said instrument to be the free act and deed of said partnership.

WITNESS my hand and seal, at office in Cobb County, Georgia, this 11thday of November, 1981.

Peggy C. Liddell
Notary Public

My Commission Expires:

Notary Public, Georgia, State at Large
My Commission Expires Nov. 8, 1982

G 73240

IDENTIFICATION REFERENCE

DEC 28 11 01 AM '81

FEE $ RECEIVED IN REGISTER DAVIDSON COUNTY, TENN.

RUSH

Being a parcel of land in the 2nd, formerly the 3rd, Civil District, Nashville, Davidson County, Tennessee, located north of Percy Priest Drive, east of Fitzpatrick Road and south of Interstate 40 Off-Ramp to Stewarts Ferry Pike, and south of Stewarts Ferry Pike, more particularly described as Lot No. 2 on the Plan of Larchwood Commercial Subdivision, Section Two, as of record in Book 5190, page 591, Register's Office for Davidson County, Tennessee, as follows:

Beginning at a concrete monument in the southerly Right-of-Way of Interstate Highway I-40, being the northeasterly corner of George W. Reichardt, Trustee, as recorded in Book 4293, Page 577, R.O.D.C., Tenn.;

Thence, with said Right-of-Way, N 65° 14' 40" E, 285.21 feet to a concrete monument;

Thence, N 52° 52' 15" E, 90.80 feet;

Thence, leaving said I-40 Right-of-Way, S 17° 17' 56" E, 355.11 feet with Larchwood Commercial Subdivision, as recorded in Book 5210, Page 176, R.O.D.C., Tenn., to a point in the northerly margin of Percy Priest Drive;

Thence, in a westerly direction with Percy Priest Drive along a curve to the right having a central angle of 20° 16' 33", a radius of 1,370.00 feet and a curve length of 484.82 feet;

Thence, leaving said Drive, N 05° 34' 45" E, 292.57 feet to the point of beginning.

Containing 3.11 acres, more or less.

Being part of the property conveyed to Larchwood Associates by deed from Cousins Properties of Tennessee, Inc., of record in Book 5625, page 321, said Register's Office.

EXHIBIT "B"

RESTRICTIONS

The Property conveyed in the annexed deed is sold and conveyed subject to the following covenants and restrictions, which are hereby agreed to and declared to be and constitute covenants running with the land, binding upon the Grantee, it's successors and assigns, for a period of twenty-five (25) years from and after the date of said deed, to-wit:

1. The construction and design of all buildings and structures shall be of such kind and quality as to be in keeping with present-day construction methods in the Nashville area. No temporary buildings shall be permitted.

In addition, all buildings or other structures erected upon the Property shall be of a design and height, satisfactory to the Grantor. For this purpose, the Grantee, its successors or assigns, shall, prior to the commencement of construction, submit to the Grantor architectural plans for all buildings to be constructed, a site plan showing the location of the same, and complete details for the grading, drainage, paving, and exterior lighting. All such plans, including specifications and working drawings, shall be approved in writing by the Grantor prior to the commencement of construction or any other development of improvements upon the Property. All electrical wiring shall be placed underground.

2. Grantee shall cause to be prepared, by a professional landscaping architect, a detailed landscaping plan for the landscaping of the Property, which plan shall be submitted to the Grantor for its approval in writing, and upon such approval such plan shall be carried out in detail. The Grantee shall maintain the exterior of its Property and all landscaping at all times in a good, orderly, and neat condition.

3. All exterior signs shall be subject to the approval of the Grantor. All signs shall be located on the face of the buildings, except that one freestanding sign shall be permitted, if otherwise allowed by law. No other sign, billboard, or exterior form of advertisement shall be permitted.

4. No storage of scrap metal, refuse, garbage, building materials, or other like matter shall be permitted. No incinerators shall be kept, used, or maintained on any portion of the Property. Trash, garbage, etc. shall be kept in closed containers and shall be removed from the Property at regular intervals to prevent any unnecessary accumulation thereof.

5. Adequate off-street parking shall be provided on the Property for the employees, customers, and invitees of the Grantee, as required by the off-street parking ordinances of the local government of Nashville Metropolitan Government and Davidson County, Tennessee, all in accordance with a parking plan to be submitted to the Grantor and approved by it in writing.

6. Water towers, storage tanks, processing equipment, cooling towers, vents, hoods, transformers, trash containers, loading docks and other loading and unloading facilities and any other like equipment and structures shall be fully screened by an opaque material compatible with the major material on the exterior of the building and hidden from the view of other lots.

7. The invalidation of any one of these covenants by judgment of any court of competent jurisdiction shall in no wise affect any of the other covenants, which shall remain in full force and effect for the remainder of the term hereof.

8. Grantors shall not unreasonably withhold any approvals for which provision is made herein.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____ BOOK 5834 PAGE 177

FOR _____

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

121000.00- CO
314.60 CO TX
.50 PRFEE
16.00 WDEED
CHECK 333.10-
4650A12/28/81 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

G73240

IDENTIF. REFERENCE

DEC 28 11 01 AM '81

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TENN.

No. 859501