Box 18

BOOK 7491 PAGE 784

RAGWP30 02/10/88 rc

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (CDB)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s):
Motels of America, Inc., a Delaware corporation 6153 Fairmont Ave. Ext. Suite 201 San Diego, CA 92120	NONE	Map 108-1 Parcels 58 and 68

Send tax bills to: Owner XX
Mortgagee_____

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, MILLER G. KIMBROUGH, JR., TRUSTEE with full power to sell, convey, and mortgage without the joinder or consent of any beneficiary ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto MOTELS OF AMERICA, INC., a Delaware corporation ("Grantee"), certain real property in Davidson County, Tennessee, described on the attached Exhibit "A" which is incorporated herein and made a part hereof by this reference.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

GRANTOR covenants and binds himself, his heirs and representatives to warrant specially and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

As used herein, the singular number shall include the plural, and the masculine gender all other genders.

IN WITNESS WHEREOF, Grantor executed this instrument on this 15 day of March, 1988.

Trustee

MILLER G. KIMBROUGH, JR., TRUSTEE,
with full power to sell, convey, and
mortgage without the joinder or consent
of any beneficiary

12908

IDENTIFICATION REFERENCE

MAR 15 2 45 PM '88

FILED & WILSON JR REGISTER
DAVIDSON COUNTY, TN

258 03/15 1010 02CHECK 1911.18

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, Margaret L. Snell, a Notary Public, Miller G. Kimbrough, Jr., with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 15th day of March, 1988.

Margaret L Snell
Notary Public

My Commission Expires:

November 10, 1991

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration or value (whichever is greater) for this transfer is $678,060.40.

Affiant

Subscribed and sworn to before me, this 15th day of March, 1988.

Margaret L. Snell
Notary Public

My Commission Expires:

November 10, 1991

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot No. 12 on the Final Plat of Metro Airport Center, Section 4, Phase 7, of record in Book 6900, page 473, Register's Office for said County, more particularly described as follows:

Beginning at a point in the southerly right-of-way line of Royal Parkway, said point of beginning being the northwest corner of the Final Plat of Metro Airport Center, Section 4, Phase 6, of record in Book 6900, page 241, said Register's Office and the northeast corner of the herein described tract; thence S 10° 46' 12" west 443.42 feet; thence N 56° 22' 05" west 215.45 feet; thence N 34° 40' 03" west 33.18 feet; thence N 9° 09' 32" east 142.91 feet; thence S 79° 38' 56" east 22 feet; thence N 10° 46' 12" east 193.42 feet to a point in the southerly right-of-way line of Royal Parkway; thence along said Parkway S 79° 13' 48" east 204.18 feet to the point of beginning.

Being part of the same property conveyed to MILLER (G.) KIMBROUGH, JR., TRUSTEE by deed from BANNER EQUITIES, INC. of record in Book 6262, page 709, and by deed from WILLIAM CHARLES MAYO of record in Book 6262, page 714, and by deed from WILLIAM ALBERT SMITH AND WIFE, MATTIE PEARL SMITH of record in Book 6272, page 39, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for the year 1988, a lien but not yet due and payable.

2. Restrictive covenants of record in Book 4339, page 881, said Register's Office.

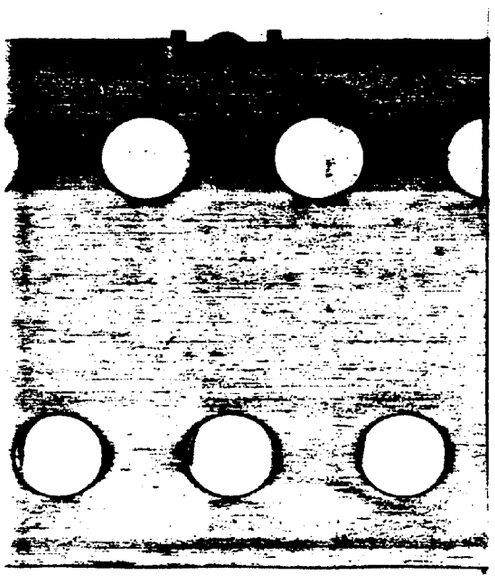
3. Declaration of covenants, conditions and restrictive covenants contained in instrument of record in Book 6477, page 870, including but not limited to easements, assessments & special assessments, By-Laws of Metro Airport Property Owners Association of record in Book 6477, page 890, said Register's Office.

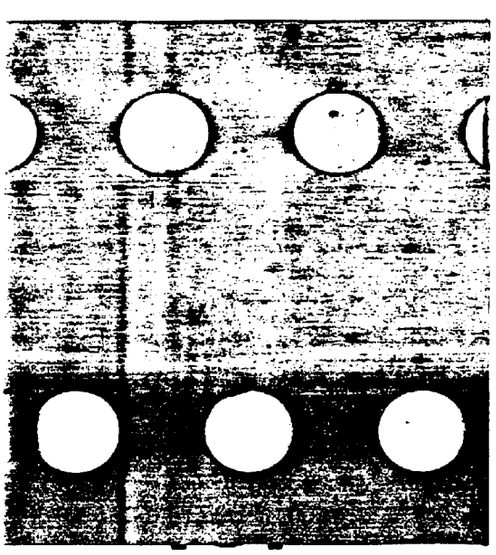
4. All matters as shown on the Plat of record in Book 6900, page 473, said Register's Office.

5. Declaration of Restrictions of record in Book 6973, page 359, said Register's Office.

OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE





RECEIVED OF _____

FOR _____

BOOK 7491 PAGE 788

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

CAMT
678060.40
CON TX 1898.68
PRFEE 0.50
WDEED 12.00
TOTAL ~~1911.18~~
CHECK ~~1911.18~~

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

03/15/88 01 14:49 0001 6258

IDENTIFICATION REFERENCE
12908

MAR 15 2 45 PM '88
FELIX Z. WILSON JR REGISTER
DAVIDSON COUNTY, TN

No. 70880