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#65
NASHVILLE BRILEY
PARKWAY
MAP 95-11, PARCEL 201

Deed

RUSH

MAY 12 11 16 AM 88
FILED WILSON II REGISTER
DAVIDSON COUNTY, TN

IDENTIFICATION REFERENCE

298 46

This Instrument
Prepared by:

Joshua Stein, Esq.
Latham & Watkins
885 Third Avenue
New York, New York 10022

Send Recorded Deed
and Tax Bills To:

Benjamin Suckewer, Esq.
Dreyer and Traub
101 Park Avenue
New York, New York 10178

Grantor:

Holiday Inns, Inc.
3796 Lamar Avenue
Memphis, Tennessee 38195

Grantee:

Bass Nashville Briley Parkway, Inc.
2200 Elm Hill Pike
Nashville, Tennessee 37210

Address of Property Conveyed:

2200 Elm Hill Pike
Nashville, Tennessee 37210

THIS INDENTURE, is executed and delivered as of this _____ day of MAY 10 1988 1988, between Holiday Inns, Inc., a Tennessee corporation having offices at 3796 Lamar Avenue, Memphis, Tennessee 38195 ("Grantor"), and Bass Nashville Briley Parkway, Inc., a Delaware corporation having offices at 2200 Elm Hill Pike, Nashville, Tennessee 37210 ("Grantee").

WITNESSETH:

That the grantor, for and in consideration of Ten Dollars ($10.00) and other good and valuable consideration, receipt of which by Grantor is hereby acknowledged, does hereby grant, bargain, sell, confirm and convey unto Grantee, its legal representatives, successors and assigns forever, all of its right, title and interest in and to all that certain land, situate, lying and being in the County of Davidson, State of Tennessee, being more particularly described in Exhibit "A" attached hereto and made part hereof,

TOGETHER with all buildings, parking structures, structures and improvements located thereon and all tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining, including any and all easements and rights appurtenant thereto, together with all right, title and interest (if any) of Grantor in and to the land lying in the bed of any street or highway, open or proposed, in front of or adjoining the land more particularly described in Exhibit "A," to the center

line thereof, and in and to any strips or gores abutting or adjacent thereto, and any and all right, title and interest of Grantor in and to any award made or to be made in lieu thereof and in and to any unpaid award for damages to said land by reason of change of grade or a closing of any such street or highway.

TO HAVE AND TO HOLD THE SAME together with all buildings, parking structures, structures and improvements located thereon and all the hereditaments and appurtenances thereunto belonging or in any wise appertaining, to the Grantee, its heirs, successors and assigns, in fee simple forever.

The last registered deed relating to the land conveyed by this deed was the deed from Jeffrey L. Rippy to Grantor of record in Book 6136, page 170, Register's Office for Davidson County, Tennessee.

IN WITNESS WHEREOF Grantor has caused these presents to be executed by and through its duly authorized officers as of the day and year first above written.

Holiday Inns, Inc.

[Corporate Seal]

HOLIDAY INNS, INC. CORPORATE SEAL TENNESSEE

By: Thomas H. Rutledge

Its: Vice President - Real Estate Hotel Group

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STATE OF NEW YORK
COUNTY OF NEW YORK

On this 14th day of APRIL, 1988, before me appeared THOMAS H. BREITSCHNEIDER, to me personally known (or proved to me on the basis of satisfactory evidence), who, being by me duly sworn (or affirmed) did say that he is a Vice President of Holiday Inns, Inc., and that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said THOMAS H. BREITSCHNEIDER acknowledged said instrument to be the free act and deed of said corporation.

WITNESS my hand and Notarial Seal at office the day and year above written.

[Notary Seal]

Joy A. Nishizawa
Notary Public
My Commission Expires:

JOY A. NISHIZAWA
Notary Public, State of New York
No. 31-4922004
Qualified in New York County
Commission Expires February 29, 1990

STATE OF NEW YORK
COUNTY OF NEW YORK

I hereby swear or affirm that to the best of Affiant's knowledge, information, and belief, the actual consideration for this transfer or the value of the property transferred, whichever is greater, is $495,000, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Thomas H. Breitschneider
Affiant

Subscribed and sworn to before me this 26th day of APRIL, 1988

Joy A. Nishizawa
Notary Public
My Commission Expires:

JOY A. NISHIZAWA
Notary Public, State of New York
No. 31-4922004
Qualified in New York County
Commission Expires February 29, 1990

[Notary Seal]

Attached: Exhibit A - Legal Description

EXHIBIT A

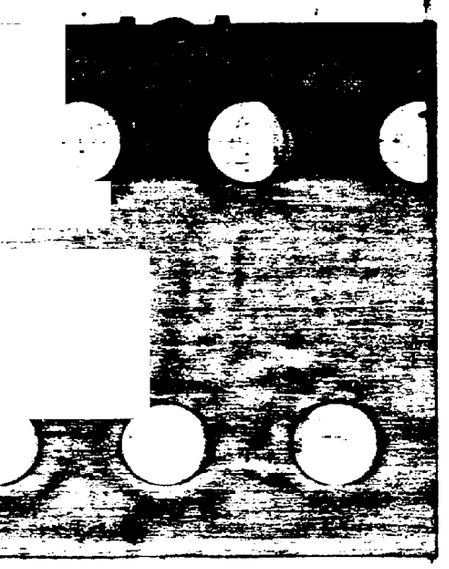
LEGAL DESCRIPTION

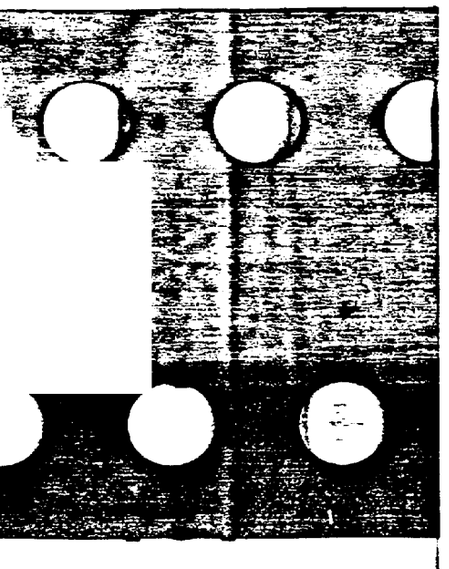
PROPERTY LOCATION NO. 65 - NASHVILLE BRILEY PARKWAY, TENNESSEE

Tract 1:

Land in Davidson County, Tennessee, being Lot No. 3 on the Plan of Atrium Way, Phase One, of record in Plat Book 5200, page 538, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey by Barge, Waggoner, Sumner & Cannon, Inc., dated January 14, 1988, as follows:

Beginning at a point on the southerly margin of Atrium Way, said point of beginning being the northernmost common corner of this Lot No. 3 and Lot No. 4 on the said subdivision plan; thence leaving the margin of the said road and with the line of Lot No. 4, South 22° 21' West 89.20 feet to a point in the line of the Holiday Inn Property: thence with the line of Holiday Inn, North 77° 06' West 169.0 feet to a point; thence North 70° 16' West 269.00 feet to a point; thence North 84° 00' West 15.26 feet to a point; thence leaving the said Holiday Inn property North 05° 01' East 330.14 feet to a point on the southerly margin of the said Atrium Way; thence with the said margin South 49° 19' 577.68 feet to the point of beginning, containing 2.29 acres, more or less.





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

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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
495000.00
CON TX 1386.00
PRFEE 0.50
MTEED 12.00
TOTAL 1398.50
CHECK 1398.50

05/12/88 01 11:13 0001 6228

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

29846

IDENTIFICATION REFERENCE

MAY 12 11 17 AM '88

FELIX Z. WILSON JR REGISTER
DAVIDSON COUNTY, TN

No. 90554