THIS INSTRUMENT PREPARED BY:

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Geoffrey Rich, Esquire
10992 San Diego Mission Rd.
Suite 300
San Diego, CA 92108

SPECIAL WARRANTY DEED

Address New Owner(s):	Send Tax Bills To:	Map/Parcel No(s):
Motels of America, Series XI - a California Limited Partnership -10992 San Diego Mission Rd, San Diego, CA 92108	NONE	Map 108-1 Parcels 58 and 68

Send tax bills to: Owner

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS ($10), and other good and valuable consideration, receipt of all of which is hereby acknowledged, MOTELS OF AMERICA, INC., a Delaware corporation, 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 - SERIES XI, a California Limited Partnership ("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 9th day of February, 1989.

MOTELS OF AMERICA, INC.,
a Delaware Corporation

By: _____
C. Michael Dolan, President, with full power to sell, convey, and mortgage without the joinder or consent of any beneficiary

11751

IDENTIFICATION

Feb 27 12 00 PM '89

FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

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STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

On this 9th day of February in the year 1989, before me, Janet Wyrick, a Notary Public for the State of California, personally appeared C. Michael Dolan, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as President on behalf of Motels of America, Inc. therein named, and acknowledged to me that the corporation executed same.

Janet L Wyrick
Signature of Notary Public

OFFICIAL SEAL
JANET L WYRICK
NOTARY PUBLIC - CALIFORNIA
SAN DIEGO COUNTY
My comm. expires JAN 5, 1993

6622 Birchwood Street, San Diego, CA 92120

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

The actual consideration or value (whichever is greater) for this transfer is Six Hundred Seventy-Eight Thousand Sixty and 40/100 Dollars ($678,060.40).

Guy E. Hatfield, Chief Executive Officer

Subscribed and sworn to before me, this 9th day of February, 1989.

Janet L Wyrick
Notary Public

My Commission Expires:

1/5/93

OFFICIAL SEAL
JANET L WYRICK
NOTARY PUBLIC - CALIFORNIA
SAN DIEGO COUNTY
My comm. expires JAN 5, 1993

6622 Birchwood Street, San Diego, CA 92120

this policy, or (...) ...

File No. 23,643 A/B

Policy No. AZR 129399

Policy Amount $678,060.40

SCHEDULE A

0450 02/27 0101 03CHECK 2247.23

1. Policy Date: March 15, 1988 at 2:45 p.m. o'clock.

2. The Insured hereunder, in whom title to the fee simple estate is vested at the date hereof, is:

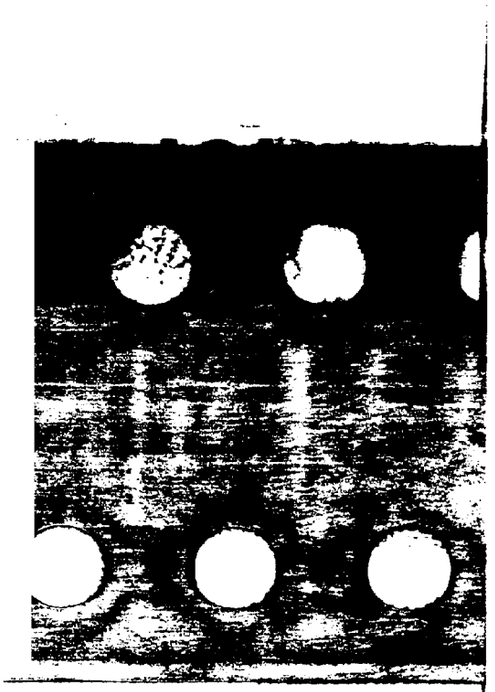
MOTELS OF AMERICA, INC., A DELAWARE CORPORATION

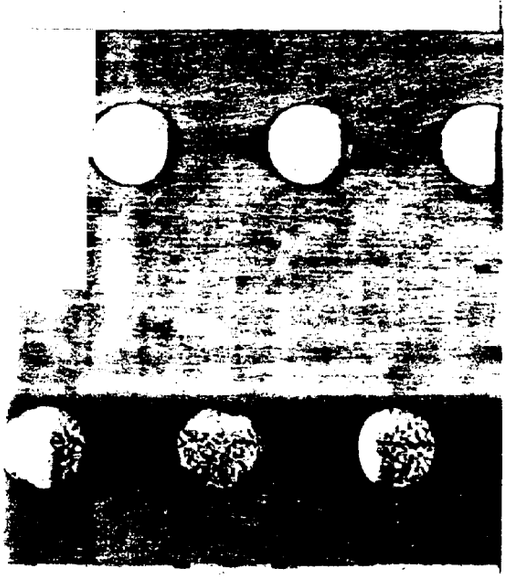
3. The land referred to in this policy is situated in the County of Davidson, State of Tennessee , and is described as follows:

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 deg. 46' 12" west 443.42 feet; thence N 56 deg. 22' 05" west 215.45 feet; thence N 34 deg. 40' 03" west 33.18 feet; thence N 9 deg. 09' 32" east 142.91 feet; thence S 79 deg. 38' 56" east 22 feet; thence N 10 deg. 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 deg. 13' 48" east 204.18 feet to the point of beginning.

Being the same property conveyed to MOTELS OF AMERICA, INC., A DELAWARE CORPORATION, by deed from MILLER G. KIMBROUGH JR., TRUSTEE WITH FULL POWER TO SELL, CONVEY AND MORTGAGE WITHOUT THE JOINDER OR CONSENT OF ANY BENEFICIARY, of record in Book 7491, page 784, Register's Office for Davidson County, Tennessee.





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 678060.40
CON TX 2237.73
PRFEE 0.50
WDEED 9.00
TOTAL 2247.23
CHECK 2247.23

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 02 0001 0450

11.75 L.

IDENTIFI REFERENCE

Feb 27 2002

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 184879