BOOK 8194 PAGE 184

WARRANTY DEED

FROM: **SuiteMark Tennessee, Development, Inc., a Tennessee corporation,** *Grantor*

This instrument was prepared by:
Becky L. Jolin, Esq.
Graves, Dougherty, Hearon & Moody
P.O. Box 98
Austin, Texas 78767

TO: **Fairfield Development III, Inc. a Nevada corporation,** *Grantee*

8113 09/12 0101 03CHECK 8605.51

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Fairfield Development, III, Inc. c/o Prime Motor Inns 700 Route 46 East Post Office Box 2700 Fairfield, New Jersey 07007-2700	Same	160-0-208 Field Book Numbers 6 DU 81848

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is TWO MILLION SIX HUNDRED FOUR THOUSAND SEVEN HUNDRED FIVE AND NO/100 DOLLARS ($2,604,705.00).

Mark V. Harris, Affiant

SUBSCRIBED AND SWORN TO before me, this the 10th day of August, 1990.

ROBERT E. BLECHA
Notary Public State of Texas
My Commission Expires
MARCH 2, 1994

Notary Public of Texas
Robert E. Blecha

My Commission Expires: March 2, 1994

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SuiteMark Tennessee Development, Inc., a Tennessee corporation, Grantor, has bargained and sold, and by these presents does transfer and convey unto Fairfield Development III, Inc., a Nevada corporation, Grantee, its successors and assigns, a certain tract or parcel of land (the "Property") in Davidson County, State of Tennessee, described as follows, to-wit:

56677

IDENTIFICATION REFERENCE

SEP 12 10 36 AM '90

FELIX Z. WILSON
REGISTER
DAVIDSON COUNTY, TENN.

RECD. FEE

Lot 2 on the Plan of Section 2 and Resubdivision Section 1, The Summit, of record in Plat Book 7900, page 2, Register's Office for Davidson County, Tennessee, being a portion of the property conveyed to Grantor by deed from Holder/Tomlin Limited Partnership, of record in Book 7980, Page 670, Register's Office for Davidson County, Tennessee. Grantor also specifically conveys to Grantee the 20 foot drainage easement, the slope easements, access easements and utility easements shown on the Plan of Section 2 and Resubdivision Section 1, The Summit, of record in Book 7900, Page 2, said Register's Office, being the remainder of the property conveyed to Grantor by deed from Holder/Tomlin Limited Partnership, of record in Book 7980, Page 680, said Register's Office:

This is unimproved property, known as ____ Summit View Drive, Brentwood, Tennessee.

This conveyance is made by Grantor and accepted by Grantee subject to any and all easements, covenants, liens, leases, rights-of-way, conditions, restrictions, outstanding mineral interests and royalty interests, if any, relating to the Property, to the extent, and only to the extent, that the same may still be in force and effect, and either shown of record in the Register's Office of Davidson County, Tennessee, or that may be apparent on the Property.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns, forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is unencumbered and unrestricted except as to those matters set forth above to which this conveyance is expressly made subject.

And Grantor does further covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever lawfully claiming or to

claim the same or any part hereof by, through on or under Grantor, but not otherwise.

Witness Grantor's hand this 10th day of August, 1990.

SUITEMARK TENNESSEE DEVELOPMENT, INC.,
a Tennessee corporation

By: _____
Mark Y. Harris, President

STATE OF TEXAS)
COUNTY OF TRAVIS)

Before me, Robert E. Blecha, a Notary Public of said County and State, personally appeared Mark Y. Harris, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of SuiteMark Tennessee Development, Inc., the within named bargainor, a Tennessee corporation, and that he as such officer executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal, at Office in Austin, Travis County, Texas, this 10th day of August, 1990.

_____
NOTARY PUBLIC

My Commission Expires:
March 2, 1994

Print Name: Robert E. Blecha

ROBERT E. BLECHA
Notary Public, State of Texas
My Commission Expires
MARCH 2, 1994

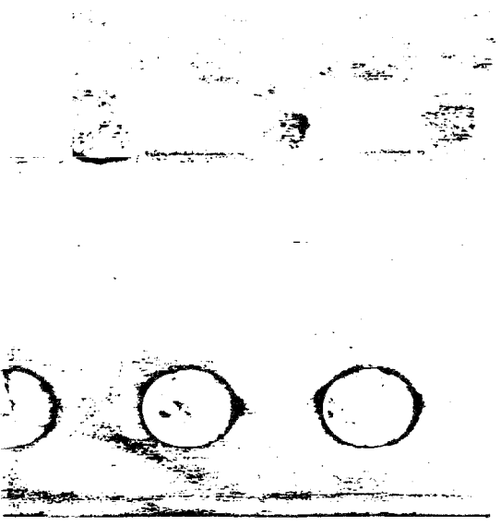
RECORD AND RETURN TO:
FIRST JERSEY TITLE SERVICES INC.
P.O. BOX 703
PARAMUS, N.J. 07653

FILE # Prime - Tenn 90

F:\BLJOLIN\9369.2\SUITEMARK.DED

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
2604705.00
CON TX 8595.51
PRFEE 1.00
WDEED 9.00
TOTAL 8605.51
CHECK 8605.51

09/12/90 01 10:39 0001 8113

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

56677

IDENTIFT REFERENCE

SEP 12 10 36 AM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 354771