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BOOK 8194 PAGE 645

RE-RE-RECORD BOOK 8202 PAGE 461

This Instrument Prepared By:

The Prudential Insurance
Company of America
Suite 1400
One Ravinia Drive
Atlanta, Georgia 30346

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, The Prudential Insurance Company of America, a New Jersey corporation (hereinafter referred to as "Grantor"), has this day bargained and sold and does hereby transfer, bargain, sell, confirm, and convey to Nashville Innkeepers, a Tennessee general partnership (hereinafter referred to as "Grantee"), its successors and assigns, certain real estate in Davidson County, Tennessee, more particularly described in Exhibit "A" attached hereto and incorporated herein by reference (hereinafter referred to as the "Property").

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title, hereditament and interest thereunto belonging or in anywise appertaining to the said Grantee, its successors and assigns in fee simple forever. Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for those matters set forth in Exhibit "B" attached hereto and incorporated herein by reference.

GRANTOR further covenants and binds itself, and its heirs, successors, representatives and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, except for those matters set forth on Exhibit "B" attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, Grantor has executed this ~~Limited~~ Special DCP MRM Warranty Deed under seal this 12th day of September, 1990.

RE-RECORD
5974b

IDENTIFICATION
SEP 25 1 53 PM '90
INDEXED

THE PRUDENTIAL INSURANCE
COMPANY OF AMERICA

By: Deborah C Proctor
Title: Vice President

Attest: Mark R Mullen
Title: Assistant Secretary

RE-

"This Instrument is being re-recorded, after having been re-executed and re-acknowledged, to correct the original acknowledgement of this Instrument."

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STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, MARK E. FRENCH, a Notary Public in and for said County and State, DEBORAH C. PROCTOR, and MARK R. MOELLER, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged themselves to be the Vice President and Assistant Secretary of The Prudential Insurance Company of America, the within-named bargainor, a corporation, and that they executed the within instrument for the purposes therein contained by signing the name of the corporation by themselves as Vice President and Assistant Secretary.

Witness my hand and official seal at NASHVILLE, TENNESSEE, this 12th day of September, 1990.

Mark E French
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

11/28/92

Address of New Owner as Follows:

Nashville Innkeepers, a
Tennessee general partnership
1755 Lynnfield Road, Suite 142
Memphis, Tennessee 38119
ATTENTION: Wilton D. Hill
Tax Parcel ID No.:93-5-2 16

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:

Nashville Innkeepers, a
Tennessee general partnership
1755 Lynnfield Road, Suite 142
Memphis, Tennessee 38119
ATTENTION: Wilton D. Hill
Tax Parcel ID No.: 93-5-2 16

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The undersigned, Affiant, hereby swears or affirms that to the best of Affiant's knowledge, information, and belief, the actual consideration for this transfer or value of this property transferred, whichever is greater, is $11,050,000, which amount is equal to or greater than the amount which the property transferred would command at a fair, and voluntary sale.

Nashville Innkeepers by Wilton D. Hill, Partner
Affiant

Subscribed and sworn to before me, this 12th day of September, 1990.

Mark E French
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

11/28/92

MRM/NASHVILLE HYATT:Special Warranty Deed/5-11-90

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Exhibit "A"

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All of that tract or parcel of land lying and being located in Davidson County, Tennessee and more particularly described as follows:

Beginning at a point, being the southwesterly corner of Union Street and Capitol Boulevard; thence with the westerly margin of Capitol Boulevard, south 27 degrees 18 minutes 06 seconds east 356.10 feet to a point 146.17 feet north of the northerly margin of Church Street, being the northeast corner of the Shwab property; thence with the northerly line of said Shwab property, south 62 degrees 41 minutes 54 seconds west 138.82 feet to the easterly margin of Seventh Avenue North, being 146.26 feet north of the northerly margin of Church Street; thence with the easterly margin of Seventh Avenue North, north 27 degrees 18 minutes 06 seconds west 355.21 feet to the southerly margin of Union Street; thence with the southerly margin of said Street, north 62 degrees 20 minutes 54 seconds east 138.68 feet to the point of beginning.

Being the same property conveyed to Nashville Hotel Joint Venture, a partnership composed of Nashville Hotel Developers, Ltd., a limited partnership of the State of Georgia, and The Prudential Insurance Company of America, a New Jersey corporation, by deed from Nashville Hotel Developers, Ltd., of record in book 4908, page 584, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to The Prudential Insurance America, a New Jersey corporation by deed from Nashville Hotel Joint Venture of record in Book 6070, page 474, Register's Office for Davidson County, Tennessee.

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Exhibit "B"
Permitted Exceptions

1. Real Estate and Personalty Taxes for 1990 and all years subsequent thereto, a lien not yet due and payable.

2. Easement and declaration of restrictions between Nashville Hotel Developers, Ltd. and The Castner-Knott Dry Goods Co., of record in book 4678, page 545, Register's Office for Davidson County, Tennessee.

3. Easement and declaration of restrictions between The Prudential Insurance Company of America and Castner-Knott Dry Goods Co., dated January 26, 1973, of record in book 4690, page 1, Register's Office for Davidson County, Tennessee.

4. Agreement by and between The Castner-Knott Dry Goods Co., a Tennessee Corporation, and Nashville Hotel Developers, Ltd., a Georgia limited partnership, dated April 25, 1974, filed June 17, 1974, and recorded in book 4825, page 615, Register's Office for Davidson County, Tennessee.

RE-RECORD

57773

IDENTIFICATION

SEP 17 10 36 AM '90

FELIX Z WILSON JR REGISTER
DAVIDSON COUNTY TENN

56830

IDENTIFICATION

SEP 12 4 14 PM '90

FELIX Z WILSON JR REGISTER
DAVIDSON COUNTY TENN

8301 09/12 0101 03CHECK 36478.00

7380 09/17 0101 03CHECK 15.00

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IN WITNESS WHEREOF, Grantor has re-executed this Special Warranty Deed under seal this 14th day of September, 1990.

THE PRUDENTIAL COMPANY OF AMERICA

MRM BY: Deborah C. Proctor
Title: Vice President

Attest: Mark R. Moeller
Title: Assistant Secretary

STATE OF GEORGIA
COUNTY OF GWINNETT

Personally appeared before me, Merial B. Roebuck, a Notary Public in and for said County and State, Deborah C. Proctor, and Mark R. Moeller, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged themselves to be the Vice President and Assistant Secretary of The Prudential Insurance Company of America, the within-named bargainor, a corporation, and that they executed the within instrument for the purposes therein contained by signing the name of the corporation by themselves as Vice President and Assistant Secretary.

Witness my hand and official seal at Atlanta, Georgia this 14th day of September, 1990.

Merial B. Roebuck
Notary Public

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires Oct. 17, 1993

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The undersigned, Affiant, hereby swears or affirms that to the best of Affiant's knowledge, information, and belief, the actual consideration for this transfer or value of this property transferred, whichever is greater, is $11,050,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Stuart Jones
Affiant

Subscribed and sworn to before me, this 17 day of September, 1990.

Linda Pritchett
Notary Public

LINDA PRITCHETT
STATE AT LARGE
STATE OF TENNESSEE

My Commission Expires

My Commission Expires MAY 23, 1994

RE-RE-RECORD

BOOK 8202 PAGE 466

IN WITNESS WHEREOF, Grantor has re-executed this Special Warranty Deed under seal this 25th day of September, 1990.

THE PRUDENTIAL INSURANCE COMPANY
OF AMERICA

MRM BY: Deborah C Proctor

Title: Vice President

Attest: Mark R Moeller

Title: Assistant Secretary

STATE OF Georgia

COUNTY OF DeKalb

Personally appeared before me, Elizabeth Shorter, a Notary Public in and for said County and State, Deborah C. Proctor, and Mark R. Moeller, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged themselves to be the Vice President and Assistant Secretary of The Prudential Insurance Company of America, the within-named bargainor, a corporation, and that they executed the within instrument for the purposes therein contained by signing the name of the corporation by themselves as Vice President and Assistant Secretary.

Witness my hand and official seal at Atlanta, Georgia this 25th day of September, 1990.

My Commission Expires: _____

Elizabeth Shorter
Notary Public

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The undersigned, Affiant, hereby swears or affirms that to the best of Affiant's knowledge, information, and belief, the actual consideration for this transfer or value of this property transferred, whichever is greater, is $11,050,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

_____
Affiant

Subscribed and sworn to before me, this ___ day of September, 1990.

My Commission Expires: _____

_____
Notary Public

1990 09 25 01:01 CHECK 18.00