Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Suites of America, Inc. 700 Route 46 East Fairfield, NJ 07004	160-208	Same

This instrument prepared by: Boult, Cummings, Conners & Berry
222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **PRIME HOSPITALITY CORP.**, a Delaware corporation (successor by merger to **FAIRFIELD DEVELOPMENT III, INC.**, a Nevada corporation) (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to **SUITES OF AMERICA, INC.**, a Delaware corporation (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those matters listed on Exhibit B which is attached hereto and incorporated herein by this reference.

This is unimproved property, being Lot 2 on the Plan of Section 2 and Resubdivision Section 1, The Summit, of record in

STATE OF NEW JERSEY
COUNTY OF ESSEX

The actual consideration or value, whichever is greater, for this transfer is $1,000,000.

SUITES OF AMERICA, INC.

By: _____

Title: Vice President

Subscribed and sworn to before me this 25th day of September, 1992.

Gloria Silverman
Notary Public
My Commission Expires:

GLORIA SILVERMAN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MARCH 17, 1997

Book 7900, page 2, Register's Office for Davidson County, Tennessee.

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

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property, and that the Property is free from all encumbances made or suffered by Grantor except as set forth hereinabove.

Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor and not otherwise.

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed this 25th day of September, 1992.

PRIME HOSPITALITY CORP., a Delaware corporation (successor by merger to FAIRFIELD DEVELOPMENT III, INC., a Nevada corporation)

By: David A. Simon

Title: President

STATE OF NEW JERSEY
COUNTY OF ESSEX

Personally appeared before me, Gloria Silverman, Notary Public, David A. Simon, with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is President of Prime Hospitality Corp., a Delaware corporation (successor by merger to Fairfield Development III, Inc., a Nevada corporation), and is authorized to execute this instrument on behalf of said corporation.

WITNESS my hand, at office, this 25th day of September 1992.

Gloria Silverman
Notary Public
My Commission Expires: GLORIA SILVERMAN NOTARY PUBLIC OF NEW JERSEY MY COMMISSION EXPIRES MARCH 17, 1997

wp:lblsholwd

EXHIBIT A

Tract One - Fee Property

Being a parcel of land in Nashville, First Civil District, Thirty-Second Councilmanic District, Davidson County, Tennessee, located on the southerly side of Old Hickory Boulevard, between Interstate 65 and Stone Brook Drive being Lot No. 2, as shown on the plan of Section 2 and Resubdivision Section 1, The Summit, as of record in Book 7900, page 2, Register's Office of Davidson County, Tennessee, and being more particularly described as follows according to a survey of Wendell H. Talley, Sr. (Tennessee No. 785) of Barge, Waggoner, Sumner and Cannon dated June 24, 1992 (File No. 4531-11):

BEGIN at a concrete monument in the westerly right-of-way line of Stone Brook Drive, said monument being northerly 140 feet more or less from the centerline, as extended, of Fox Ridge Drive;

THENCE, leaving said right-of-way line with the common line between Lot Nos. 1 and 3 as shown on said plan of The Summit the following calls: N 65°24'34" W 150.09 feet to a concrete monument; N 20°30'00" W 118.55 feet to an iron pin; with a curve to the left 272.90 feet to an iron pin, the true point of beginning of the herein described parcel, said curve having a central angle of 39°35'07", a radius of 395.00 feet, a tangent of 142.15 feet and a chord of N 40°17'35" W 267.51 feet;

THENCE, with the northerly line of said Lot No. 3, with a curve to the left 140.00 feet to an iron pin, said curve having a central angle of 20°18'27", a radius of 395.00 feet, a tangent of 70.74 feet and a chord of N 70°14'22" W 139.27 feet;

THENCE, leaving said line with a common line to Lot No. 1, as shown on said plan of The Summit, N 39°20'33" W 303.03 feet to an iron pin;

THENCE, continuing with said common line with a curve to the right 545.00 feet to an iron pin, said curve having central angle of 46°15'40", a radius of 675.00 feet, a tangent of 288.34 feet and a chord of N 80°37'02" E 530.32 feet;

THENCE, continuing with said line with a curve to the right 10.43 feet to an iron pin, said curve having a central angle of 02°17'58", a radius of 260.00 feet, a tangent of 5.22 feet and a chord of S 75°06'09" E 10.43 feet;

THENCE, continuing with said line S 29°54'50" W 421.35 feet to the point of beginning.

Containing 119,326 square feet or 2.74 acres more or less.

Being a part of the property conveyed to Fairfield Development III, Inc. from SuiteMark Tennessee Development, Inc., by deed of record in Book 8194, page 184, Register's Office of Davidson County, Tennessee.

Tract Two - Easements

The twenty (20) foot public drainage easement, access easements, slope easements and public utility easements as set forth on the Plat of Section 2 and Resubdivision Section 1 The Summit, of record in Book 7900, page 2, Register's Office for Davidson County, Tennessee, and as set forth in the deed of record in Book 7980, page 608, said Register's Office.

Being the remaining property conveyed to Fairfield Development III, Inc. from SuiteMark Tennessee Development, Inc., by deed of record in Book 8194, page 184, Register's Office for Davidson County, Tennessee.

EXHIBIT B

(Permitted Exceptions)

1. Storm Water Detention Agreement, of record in Book 6145, page 242, Register's Office for Davidson County, Tennessee.

2. All matters shown on the Plan of record in Book 7900, page 2, Register's Office for Davidson County, Tennessee.

3. Declaration of Easements and Road Maintenance Agreement by and among Carl E. Adams, Jr., Advent Properties, Inc., a Tennessee corporation, and Clyde Dixon & Associates, Inc., a Tennessee corporation, of record in Book 6742, page 425, Register's Office for Davidson County, Tennessee.

4. Declaration of Covenants and Restrictions for Phase 2 The Summit, of record in Book 7980, page 625, Register's Office for Davidson County, Tennessee.

5. Rights reserved in Warranty Deed from Advent Properties, Inc. and Adams and Adams to Holder/Tomlin Limited Partnership, of record in Book 7980, page 608, Register's Office for Davidson County, Tennessee.

6. All other matters, easements, conditions, covenants and restrictions of record.

4 9 6 6 3

IDENTIFICATION REFERENCE

SEP 29 10 54 AM '92

LUX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

PICK-UP

1020 09/29 0101 03CHECK 3721.00

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



RECEIVED OF _____

FOR _____

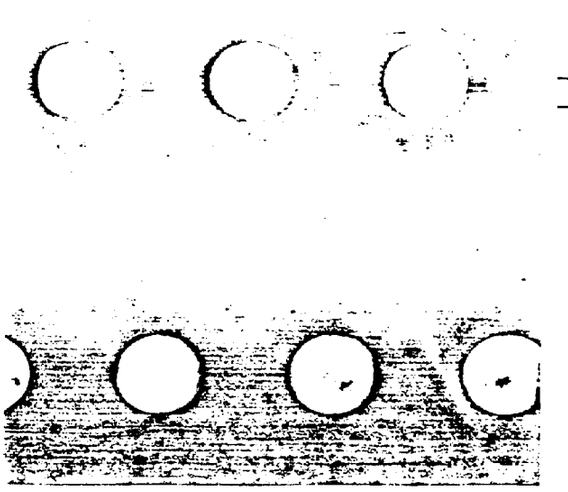
BOOK 8740 PAGE 785

CO CONVEYANCE
MO MORTGAGE
WD WARRANTY DEED
TD TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
				CAMT 1000000.00
				CON TX 3700.00
				PRFEE 1.00
				WDEED 20.00
				TOTAL 3721.00
				CHECK 3721.00
09/29/92	01			10:55 0001 1020



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

4 9 6 6 3

IDENTIFICATION REFERENCE

SEP 29 10 54 AM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 574610