STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,800,000.00.

Thom H Bethune
Vice Pres- Real Estate
Affiant

Subscribed and sworn to before me, this 1st day of December, 1992.

Linda P Burke
Notary Public

My Commission Expires: 7/23/94

Box 44

This instrument prepared by:
Jack W. Robinson, Jr.
Gullett, Sanford, Robinson & Martin
Third Floor
230 Fourth Avenue North
P. O. Box 198888
Nashville, TN 37219-8888

Address new owner as follows:	Send Tax Bills to:	Map-Parcel Numbers
Holiday Inns, Inc. Three Ravinia Drive Suite 2000 Atlanta, Georgia 30346	SAME	134-160 5DU-17305

WARRANTY DEED

For and in consideration of the sum of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **JUDITH FAITH PUSHIN FRIEDMAN**, as to a one-fourth undivided interest, **SUSAN PARKER FRIEDMAN**, as to a one-fourth undivided interest, **GERALD AVERBUCH, TRUSTEE**, as to a one-fourth undivided interest, **EUGENE PARGH, TRUSTEE of the Gerald Averbuch Annuity Trust**, as to a one-sixth undivided interest, and **EUGENE PARGH, TRUSTEE of the Blossom Averbuch Annuity Trust**, as to a one-twelfth undivided interest, hereinafter called the Grantors, have bargained and sold, and by these presents do transfer and convey unto **HOLIDAY INNS, INC.**, a Tennessee corporation, hereinafter called the Grantee, Grantee's heirs, successors and assigns, a certain tract of land in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by this reference.

This conveyance is made subject to:

1. 1992 Metro taxes, a lien therefor but not yet due and payable, which have been assumed in full by Grantee if not paid by tenant.

2. Sanitary Sewer Easement to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 4420, page 721, Register's Office for said County.

3. All matters shown on the Plan of record in Plat Book 4660, page 7, Register's Office for said County.

4. Terms and conditions of a Lease between and Joe Kraft, Trustee, et al. and Holiday Inns of America, Inc. (subsequently Holiday Inns, Inc.) of record in Book 4304, page 738, as amended in Book 4314, page 585, Book 4458, page 129, Book 4656, page 176, and Book 4728, page 915, Register's Office for said County.

   Unrecorded Lease dated November 6, 1968 between Joe Kraft, Trustee, et al. and Holiday Inns of America, Inc.

5. Easement for flow of Sorghum Branch Creek along the westerly boundary of the property.

6. Deed of Easement of record in Book 4656, page 168, Register's Office for said County, given by Joe Kraft and I.R. Schulman, Trustees, Eugene Pargh, Gerald Averbuch and Blossom Averbuch to Jerrico, Inc., a Kentucky corporation, which states that the grantors and grantee agree to pay 1/2 each of the total expense of maintaining and repairing the easement described in said instrument.

7. Deed of Easement given by Joe Kraft and I.R. Schulman, Trustees, Eugene Pargh, Gerald Averbuch and Blossom Averbuch to Jerrico, Inc., Kentucky corporation, for constructing, reconstructing, maintaining and using underground utility lines and sewer pipes, of record in Book 4728, page 911, Register's Office for said County.

8. Deed of Easement given by Joe Kraft and I.R. Schulman, Trustees, Eugene Pargh, Gerald Averbuch and Blossom Averbuch to Betty M. Rosenthal, for constructing, reconstructing, maintaining and using underground utility pipes, of record in Book 4735, page 123, Register's Office for said County.

9. Notice from Holiday Clubs International by instrument of record in Book 5222, page 778, Register's Office for said County.

10. A portion of the subject property adjoins a controlled access area of a road, and access thereto is limited as set out in instrument of record in Book 4189, page 759, Register's Office for said County.

This is improved property known as 350 Harding Place, Nashville, Tennesssee 37211.

TO HAVE AND TO HOLD said tract of land, with the appurtenances, estate, title and interest thereto belonging to said Grantee, Grantee's heirs, successors and assigns, forever; and we do covenant with said Grantee that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, except as otherwise herein set out; and we do further covenant and bind ourselves, our heirs, successors and representatives, to warrant and forever defend the title to said land to said Grantee, Grantee's heirs, successors and assigns, against the lawful claims of all persons whomsoever.

Eugene Pargh, Gerald Averbuch and Blossom Averbuch join in this conveyance to convey to Grantee, Grantee's heirs, successors and assigns, and do hereby so convey thereunto, any and all right, title and interest which they may have in said tract of land, subject to the encumbrances set out hereinabove.

WITNESS our hands this 1st day of December, 1992.

Judith Faith Pushin Friedman
JUDITH FAITH PUSHIN FRIEDMAN

Susan Parker Friedman
SUSAN PARKER FRIEDMAN

Gerald Averbuch, Trustee
GERALD AVERBUCH, TRUSTEE

Eugene Pargh, Trustee
EUGENE PARGH, TRUSTEE OF THE GERALD AVERBUCH ANNUITY TRUST

Eugene Pargh, Trustee
EUGENE PARGH, TRUSTEE OF THE BLOSSOM AVERBUCH ANNUITY TRUST

Eugene Pargh
EUGENE PARGH

Gerald Averbuch
GERALD AVERBUCH

Blossom Averbuch
BLOSSOM AVERBUCH

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Judith Faith Pushin Friedman, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 19th day of August, 1992.

Julia C Hunt
Notary Public

My Commission Expires: 9-25-93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Susan Parker Friedman, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 18th day of August, 1992.

Julia C Hunt
Notary Public

My Commission Expires: 9-25-93

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Gerald Averbuch, Trustee, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 14th day of August, 1992.

Julia C. Hunt
Notary Public

My Commission Expires: 9-25-93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Eugene Pargh, Trustee of the Gerald Averbuch Annuity Trust, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 14th day of August, 1992.

Julia C. Hunt
Notary Public

My Commission Expires: 9-25-93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Eugene Pargh, Trustee of the Blossom Averbuch Annuity Trust, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 14th day of August, 1992.

Julia C. Hunt
Notary Public

My Commission Expires: 9-25-93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Eugene Pargh, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 14th day of August, 1992.

Julia C. Hunt
Notary Public

My Commission Expires: 9-25-93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Gerald Averbuch, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 14th day of August, 1992.

Julia C. Hurt
Notary Public

My Commission Expires: 9-25-93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Blossom Averbuch, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 14th day of August, 1992.

Julia C. Hurt
Notary Public

My Commission Expires: 9-25-93

EXHIBIT A

LEGAL DESCRIPTION

Being a parcel of land in Nashville, Davidson County, Tennessee, located on the northerly side of Harding Place, between Metroplex Drive and Interstate 24, being Lot No. 2, as shown on the Plan of Harding Place Park, Resubdivision, Lot No. 2, as of record in Book 4660, Page 7, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin in the northerly right-of-way line of Harding Place, said pin being westerly 210.00 feet from the centerline of Metroplex Drive;

THENCE, with said northerly right-of-way line the following calls:

With a curve to the left 146.33 feet to a point, said curve having a central angle of 07° 00′ 00″, a radius of 1195.92 feet, a tangent of 73.25 feet and a chord of S 85° 30′ W, 146.23 feet;

N 81° 11′ W, 171.35 feet to a concrete monument;
S 74° 13′ W, 263.20 feet to a concrete monument;
N 78° 47′ W, 110.85 feet to a point;

THENCE, leaving said right-of-way line with the easterly line of property conveyed to UNI-AD, Inc., by deed of record in Book 5514, Page 670, Register's Office of Davidson County, Tennessee, and the easterly line of property conveyed to Harding-Metroplex, Ltd., by deed of record in Book 5927, Page 435, Register's Office of Davidson County, Tennessee, N 27° 27′ E, 270.50 feet to a point;

THENCE, continuing with said easterly line the following calls:

N 25° 21′ W, 99.06 feet to a point;
N 03° 09′ E, 72.83 feet to a point;
N 06° 52′ W, 79.94 feet to a point;
N 38° 31′ W, 56.64 feet to a point in the southerly line of property conveyed to Johnson Concrete Products Co., Inc., by deed of record in Book 8299, Page 904, Register's Office of Davidson County, Tennessee.

THENCE, with said line and the southerly line of property conveyed to Four A, Inc., by deed of record in Book 7479, Page 926, Register's Office of Davidson County, Tennessee, S 87° 47′ E, 400.10 feet to a concrete monument in the westerly line of property conveyed to YMCA of Nashville and Middle Tennessee by deed of record in Book 8468, Page 571, Register's Office of Davidson County, Tennessee;

THENCE, with said line and the westerly line of property conveyed to ARBI-TEN by deed of record in Book 6735, Page 628, Register's Office of Davidson County, Tennessee, S 01° 00″ W, 429.50 feet to an iron pin;

THENCE, with the southerly line of said ARBI-TEN property and the southerly line of property conveyed to Mert L. Sloan by deed of record in Book 6185, Page 589, Register's Office of Davidson County, Tennessee, S 89° 00′ E, 247.23 feet to a point in the westerly line of property conveyed to Humble Oil and Refining Co., by deed of record in Book 4303, Page 113, Register's Office of Davidson County, Tennessee;

THENCE, with said westerly line S 05° 15′ W, 41.70 feet to the point of beginning, containing approximately 193,430 square feet, or 4.44 acres, more or less; according to a survey prepared by Barge, Waggoner, Sumner and Cannon, 162 Third Avenue, North, Nashville, Tennessee, certified by William C. Watson, Tennessee RLS No. 1487, file No. 10305.

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Harding Place Park, Resubdivision Lot # 2, as of record in Plat Book 4660, page 7, Register's Office for Davidson County, Tennessee, to which Plan reference is hereby made for a more complete description thereof.

Being part of the same property conveyed by Ervin M. Entrekin, Trustee, to Joe Kraft and I. R. Schulman, Trustees under Trust Instrument dated March 1, 1967, as to a one-half undivided interest, Eugene Pargh, as to a one-fourth undivided interest, Gerald Averbuch, as to a one-sixth undivided interest, and Blossom Averbuch, as to a one-twelfth undivided interest, by Deed of record in Book 4304, page 735, Register's Office for Davidson County, Tennessee, as corrected by Deed of Correction of record in Book 4404, page 72, Register's Office for said county; the said Joe Kraft and I. R. Schulman, Trustees, having quitclaimed unto Judith Faith Pushin Friedman an undivided one-fourth interest in the subject property by Quitclaim Deed of record in Book 5018, page 103, Register's Office for said county, and to Susan Parker Friedman, an undivided one-fourth interest, by Quitclaim Deed of record in Book 5341, page 469, Register's Office for said county; the said Eugene Pargh having quitclaimed unto Gerald Averbuch, Trustee, his one-fourth undivided interest in the subject property by Quitclaim Deed of record in Book 5945, page 336, Register's Office for said county; the said Gerald Averbuch and Blossom Averbuch having quitclaimed 33-1/3% of their undivided interests in the subject property to Eugene Pargh, Trustee of the Blossom Averbuch Annuity Trust, by Quitclaim Deed of record in Book 5945, page 334, Register's Office for said county, thereby vesting a one-twelfth undivided interest therein; and the said Gerald Averbuch and Blossom Averbuch having quitclaimed 66-2/3% of their undivided interests in the subject property to Eugene Pargh, Trustee of the Gerald Averbuch Annuity Trust, by Quitclaim Deed of record in Book 5945, page 338, Register's Office for said county, thereby vesting an undivided one-sixth interest therein.

6 9 7 8 9

IDENTIFICATION REFERENCE!

Dec 2 2 00 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

7280 12/02 0101 03CHECK 6689.00



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

RECEIVED OF _____

FOR _____

BOOK 8802 PAGE 227

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
				CAMT 1800000.00
				CON TX 6660.00
				PRFEE 1.00
				WDEED 28.00
				TOTAL 6689.00
				CHECK 6689.00
12/02/92	01			14:07 0001 7280

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6.9.7.8.9

IDENTIFICATION REFERENCE

DEC 2 2 08 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 596537