Box 44

BOOK 8802 PAGE 245

THIS INSTRUMENT WAS PREPARED BY:

Gullett, Sanford, Robinson & Martin
Third Floor
230 Fourth Avenue, North
P. O. Box 2757
Nashville, Tennessee 37219-0757

ASSIGNMENT OF LEASE

This Assignment of Lease is hereby made and entered into by and between Milton Grossman, Trustee, Barbara P. Friedman, Trustee, Marvin P. Friedman, Eugene Pargh, Gerald Averbuch and Blossom Averbuch (hereinafter collectively the "Assignor") and unto HOLIDAY INNS, INC., a Tennessee corporation, (hereinafter the "Assignee") on this 1st day of December, 1992.

For and in consideration of the sum of Ten and No/100 ($10.00) Dollars cash in hand paid by Assignee to Assignor and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee, and Assignee hereby accepts all of Assignor's right, title and interest here and into the following leases and related documents:

(a) Memorandum of Lease dated April 13, 1967, between Marvin P. Friedman, Eugene Pargh and Gerald Averbuch and wife, Blossom Averbuch, and Holiday Inns of America, Inc., of record in Book 4133, Page 880, Register's Office for Davidson County, Tennessee;

(b) Assignment of Lease from Marvin P. Friedman, Eugene Pargh and Gerald Averbuch and wife, Blossom Averbuch, to Marvin P. Friedman and Milton Grossman, Trustee, of record in Book 4264, Page 991, Register's Office for Davidson County, Tennessee; in instrument dated August 2, 1982, and of record in Book 5932, Page 891, Register's Office for Davidson County, Tennessee, Marvin P. Friedman assigned his interest in said Lease to Barbara P. Friedman, Trustee; and

(c) Unrecorded Lease dated April 13, 1967, unrecorded Lease Amendment dated January 29, 1973, and unrecorded Second Amendment to Lease dated December 18, 1978, between Marvin P. Friedman, Eugene Pargh, Gerald Averbuch and wife, Blossom Averbuch, and Holiday Inns, Inc. (Holiday Inns of America, Inc. as of April 13, 1967);

together with all rents, rights and claims thereunder, including any and all claims which Assignor may have against Tenant thereunder. The above-described Leases and related documents encumber certain real property in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto.

This Assignment is made, and the Leases and related documents set forth above are assigned, subject to such limitations, restrictions and encumbrances as may effect the premises. Assignor shall indemnify Assignee against any action relating to the above-described Leases and related documents occurring prior to the filing of this Assignment in the Register's Office for Davidson County, Tennessee. Further, Assignee hereby accepts this Assignment and agrees to be bound by all of the terms, conditions and covenants contained in the leases and related documents described above and perform all acts and obligations required of the Lessor under said leases and related documents. Assignee shall indemnify Assignor against any acts relating to the above-described leases and related documents occurring after the filing this Assignment in the Register's Office for Davidson County, Tennessee.

IN WITNESS WHEREOF, the parties have executed this instrument on the day and date first above written.

ASSIGNOR:

Milton Grossman Trustee
Milton Grossman, Trustee

Barbara P. Friedman, Trustee
Barbara P. Friedman, Trustee

Marvin P. Friedman
Marvin P. Friedman

Eugene Pargh
Eugene Pargh

Gerald Averbuch
Gerald Averbuch

Blossom Averbuch
Blossom Averbuch

ASSIGNEE:

HOLIDAY INNS, INC.

By: Thom H. Brathwaite Vice Pres. and Treas.
Title

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, Milton Grossman, 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 Nashville, Tennessee, 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, Barbara P. Friedman, Trustee, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at Nashville, Tennessee, 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, Marvin P. Friedman, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Nashville, Tennessee, this 23rd day of September, 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 Nashville, Tennessee, 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 Nashville, Tennessee, 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, 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 Nashville, Tennessee, 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, Thomas H. Brettschneider, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he*

Witness my hand, at Nashville, Tennessee, this 31st day of December, 1992.

Linda A. Turner
Notary Public

My Commission Expires: 7/23/94

* is the Vice-President Real Estate of the maker or a constituent of the maker and is authorized by the maker, to execute this instrument on behalf of the maker.

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

EXHIBIT A

LEGAL DESCRIPTION

Lying in Metropolitan Nashville - Davidson County, Tennessee, being all of Tracts 1, 2 and 3 of the land which has been owned in part by Barbara P. Friedman, Trustee, as recorded in Book 5932, Page 891, Register's Office of Davidson County, Tennessee, and with said three tracts being more particularly described as follows:

Beginning at an existing iron rod on the west right-of-way line of Brick Church Pike a distance of 150 feet, more or less, measured along said right-of-way line from the south right-of-way line of Trinity Lane, said iron rod also marks the southeast corner of the land of Service Station Holdings, Inc. as recorded in Book 7987, Page 924, Register's Office of Davidson County, Tennessee; thence,

1. with the west right-of-way line of said Brick Church Pike South 05 degrees 24 minutes 57 seconds West, a distance of 207.44 feet to an existing iron rod marking the northeast corner of Lot 1 of Judy's Subdivision as recorded in Plat Book 4860, Page 94, Register's Office of Davidson County, Tennessee; thence,

2. with the north line of said Lot 1 North 83 degrees 08 minutes 10 seconds West, a distance of 130.02 feet to an existing P.K. nail marking the northwest corner thereof; thence,

3. with the west line of said Lot 1 South 07 degrees 10 minutes 14 seconds West, a distance of 180.30 feet to an existing iron rod at the southwest corner thereof, said iron rod also being on the north line of the land of Craig Payne, Trustee, as recorded in Book 6763, Page 142, Register's Office of Davidson County, Tennessee; thence,

4. with the north line of said Payne land North 82 degrees 34 minutes 41 seconds West, a distance of 254.50 feet to an existing iron rod marking the northwest corner thereof; thence,

5. with the west line of said Payne land South 07 degrees 09 minutes 20 seconds West, a distance of 336.05 feet to an existing concrete monument marking the southwest corner thereof, said concrete monument also marks a corner of the land of Barbara P. Friedman, Trustee and Marvin P. Friedman, Trustee, as recorded in Book 8656, Page 384, Register's Office of Davidson County, Tennessee; thence,

the following 8 calls (lines 6 through 13) with said Friedman land:

6. North 87 degrees 04 minutes 00 seconds West, a distance of 22.00 feet to an iron rod set; thence,

7. South 02 degrees 56 minutes 00 seconds West, a distance of 63.00 feet to an iron rod set; thence,

8. North 87 degrees 04 minutes 00 seconds West, a distance of 310.00 feet to an iron rod set; thence,

9. North 02 degrees 56 minutes 00 seconds East, a distance of 63.00 feet to an iron rod set; thence,

10. North 87 degrees 04 minutes 00 seconds West, a distance of 11.25 feet to an iron rod set; thence,

11. North 02 degrees 56 minutes 00 seconds East, a distance of 528.50 feet to an iron rod set; thence,

12. South 87 degrees 04 minutes 00 seconds East, a distance of 300.00 feet to an iron rod set; thence,

13. North 02 degrees 56 minutes 00 seconds East, a distance of 170.00 feet to an iron rod set on the south line of Lot 1 of the Lawson Subdivision as recorded in Plat Book 5190, Page 732, Register's Office of Davidson County, Tennessee; thence,

14. leaving said Friedman land, with the south line of Lot 1 of said Lawson Subdivision, and with the south lines of Lots 1 and 2 of the Resubdivision of Lot No. 1 - Texaco Park as recorded in Plat Book 5190, Page 14, Register's Office of Davidson County, Tennessee, South 87 degrees 27 minutes 56 seconds East, a distance of 254.20 feet to an existing iron rod marking the southeast corner of Lot 1 of said Resubdivision; thence,

15. with the east line of Lot 1 of said Resubdivision North 04 degrees 06 minutes 46 seconds East, a distance of 199.74 feet to an existing iron rod marking the northeast corner thereof, said iron rod also being on the south right-of-way line of said Trinity Lane; thence,

16. with the south right-of-way line of said Trinity Lane South 87 degrees 33 minutes 35 seconds East, a distance of 19.95 feet to a P.K. nail set in asphalt; thence,

17. continuing with the south right-of-way line of said Trinity Lane South 59 degrees 12 minutes 42 seconds East, a distance of 56.50 feet to an iron rod set at the northwest corner of said Service Station Holdings land; thence,

18. leaving said Trinity Lane and with the west line of said Service Station Holdings land South 04 degrees 00 minutes 05 seconds West, a distance of 173.90 feet to an existing iron rod marking the Southwest corner thereof; thence,

19. with the south line of said Service Station Holdings land South 84 degrees 33 minutes 37 seconds East, a distance of 148.91 feet to the point of beginning;

Containing approximately 361,514 square feet, or 8.299 acres, more or less.

This description was prepared using a survey plat titled "ALTA/ACSM Survey for Holiday Inn" by Ragan - Smith - Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, Job no. 92-169 / w.o. 4078, dated December 1, 1992, and certified by John O. Spry, Tennessee RLS #727.

Being in part a portion of the same property conveyed to Joe Kraft and I. R. Schulman, Trustees (Judith Faith Pushin Friedman and Susan Parker Friedman Trust), as to an undivided 1/2 interest, to Eugene Pargh as to an undivided 1/4 interest, and Gerald Averbuch and wife, Blossom Averbuch, as to an undivided 1/4 interest, by deed from Morris Fred Davis, Executor of the Estate of Charles A. Davis, Sr., et al, of record in Book 4106, page 80, Register's Office for Davidson County, Tennessee; by deed of record in Book 4133, page 912, said Register's Office, Joe Kraft and I. R. Schulman, Trustees, conveyed their 1/2 interest to Marvin P. Friedman. Also being in part a portion of the same property conveyed to Marvin P. Friedman as to an undivided 1/2 interest, Eugene Pargh as to an undivided 1/4 interest, and Gerald Averbuch and wife, Blossom Averbuch, as to an undivided 1/4 interest, by deed from Craig Payne, Commerce Union Bank and James E. Richmond, Co-Executors of the Estate of J. W. Richmond, deceased, Commerce Union Bank, Trustee, and James E. Richmond, of record in Book 4133, page 511, said Register's Office. By deed of record in Book 5932, page 891, said Register's Office, Marvin P. Friedman conveyed his interest in Tracts 1, 2 and 3 to Barbara P. Friedman, Trustee. By deed of record in Book 4142, page 922, said Register's Office, Eugene D. Pargh conveyed his interest in Tracts 1 and 2 to Milton Grossman, Trustee; by deed of record in Book 5476, page 508, said Register's Office, Eugene Pargh conveyed 1/2 of his interest in property containing Tract 3 to Milton Grossman,

Trustee; and by deed of record in Book 5476, page 513, said Register's Office, Eugene Pargh conveyed the other 1/2 of his interest in the property containing Tract 3 to Milton Grossman, Trustee. By deed of record in Book 4142, page 918, said Register's Office, Gerald Averbuch and wife, Blossom Averbuch, conveyed their interest in Tracts 1 and 2 to Milton Grossman, Trustee; by deed of record in Book 5476, page 518, said Register's Office, Gerald Averbuch and wife, Blossom Averbuch, conveyed 1/2 of their interest in property containing Tract 3 to Milton Grossman, Trustee; and by deed of record in Book 5476, page 523, said Register's Office, Gerald Averbuch and wife, Blossom Averbuch, conveyed the other 1/2 of their interest in property containing Tract 3 to Milton Grossman, Trustee.

6 9 7 9 4

IDENTIFICATION REFERENCE

DEC 2 2 10 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

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