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IDENTIFICATION REFERENCE PICK-UP

THIS INSTRUMENT PREPARED BY:

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REGISTER
DAVIDSON COUNTY, TN.

13.00

CATHERINE C. HERSHEY
Attorney at Law
P. O. Box 726
Mt. Juliet, Tennessee 37122

BOOK 9311 PAGE 54

INSTRUMENT OF CORRECTION

THIS INSTRUMENT executed this 25th day of October, 1993, by MOTELS OF AMERICA, INC., a Delaware corporation, (hereinafter referred to as "Grantor").

W I T N E S S E T H:

WHEREAS, by Special Warranty Deed of record in Book 7780, Page 184, Register's Office for Davidson County, Tennessee, (hereinafter referred to as the "Deed"), Grantor conveyed certain real property to MOTELS OF AMERICA - SERIES XI, a California Limited Partnership, (hereinafter referred to as "Grantee"); and

WHEREAS, through inadvertence and mistake, Schedule A of the Grantor's Owner's Title Insurance Policy was attached as Exhibit "A", rather than the legal description; and

WHEREAS, through inadvertence and mistake, Exhibit "B" was not attached to the Deed; and

WHEREAS, Grantor desires to correct Exhibit "A" and include Exhibit "B" in the Deed.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES, the Grantor has executed this instrument for the purpose of substituting the Exhibit "A" attached to this Instrument of Correction for the Schedule A attached to the original Deed, and further for the purpose of including the Exhibit "B" attached hereto, which was omitted from the original Deed.

All other provisions of the Deed shall remain in full force and effect.

IN WITNESS WHEREOF, Grantor has executed this instrument on this the 25 day of October, 1993.

MOTELS OF AMERICA, INC.,
a Delaware Corporation

BY: Kurt M. Mueller
Kurt M. Mueller, Executive Vice President

STATE OF Illinois
COUNTY OF Cook

Before me, the undersigned authority, a Notary Public of and for the State and County aforesaid, personally appeared KURT M. MUELLER, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be the Executive Vice President of the MOTELS OF AMERICA, INC., the within named bargainor, a corporation, and that he as such Executive Vice President, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Executive Vice President.

WITNESS my hand and official seal on this the 25 day of October, 1993.

"OFFICIAL SEAL"
Anne J. Szenz
Notary Public, State of Illinois
My Commission Expires 3-18-96

Anne J. Szenz
NOTARY PUBLIC

My commission expires: 3-18-96

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot No. 12 on the Final Plat of Metro Airport Center, Section 4, Phase 7, of record in Book 6900, Page 478, Register's Office for said County, more particularly described as follows:

Beginning at a point in the southerly right of way line of Royal Parkway, said point of beginning being the northwest corner of the Final Plat of Metro Airport Center, Section 4, Phase 6 of record in Book 6900, Page 241, said Register's Office and the northeast corner of the herein described tract; thence S 10° 46' 12" west 443.42 feet; thence N 56° 22' 05" west 215.45 feet; thence N 34° 40' 03" west 33.18 feet; thence N 9° 09' 32" east 142.91 feet; thence S 79° 38' 56" east 22 feet; thence N 10° 46' 12" east 193.42 feet to a point in the southerly right of way line in Royal Parkway; thence along said Parkway S 79° 13' 48" east 204.18 feet to the point of beginning.

Being the same property conveyed to Motels of America, Inc., a Delaware corporation, by deed from Miller G. Kimbrough, Jr., Trustee, with full power, of record in Book 7491, Page 784, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

This conveyance is made subject to the following:

1. Restrictive covenants of record in Book 4339, Page 881, Register's Office for Davidson County, Tennessee.

2. Setback lines, owners certificate, easements and other encumbrances contained in the Plan of record in Plat Book 6900, Page 473, Register's Office of Davidson County, Tennessee.

3. Declaration of Covenants, Conditions and Restrictive Covenants of record in Book 6477, Page 870, including but not limited to easements, assessments, special assessments, and By-Laws of Metro Airport Property Owners Association of record in Book 6477, Page 890, Register's Office for Davidson County, Tennessee.

4. Declarations of restrictions of record in Book 6973, Page 359, Register's Office of Davidson County, Tennessee.