05919

IDENTIF. & REFERENCE

PICK-UP

94 NOV -3 PM 2:16

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

BOOK 9511 PG 494

TAX PARCEL I.D. NO. IS 160-00-0 210.00

This Instrument Prepared
By and Return To:

Lynn A. Gardner, Esquire
GLANKLER BROWN
6000 Poplar, Suite 200
Memphis, TN 38119

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into on this 3rd day of November, 1994, by and between RADNOR/OLD HICKORY PARTNERSHIP, a Tennessee general partnership, party of the first part, and A/FC PROPERTIES, LTD., a Texas limited partnership, party of the second part.

W I T N E S S E T H:

That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the said party of the first part does hereby bargain, sell, remise, convey and confirm unto the said party of the second part the following described real estate, situated and begin in the County of Davidson, State of Tennessee:

See Exhibit A attached hereto and incorporated herein by reference.

Being the same property conveyed to party of the first part by Deed of record in Book 7613, Page 515, in the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate together with all appurtenances and hereditaments thereunto belonging or in any way appertaining unto Grantee, its successors and assigns in fee simple forever.

Grantor does hereby covenant with Grantee that it is lawfully seized in fee of the aforedescribed real estate; that it has good right to sell and convey the same; that the same is unencumbered except for those matters set forth on Exhibit B attached hereto; and that the title and quiet possession thereto it will forever warrant and defend against the lawful claims of all persons, claiming by, through or under Grantor, but not further or otherwise.

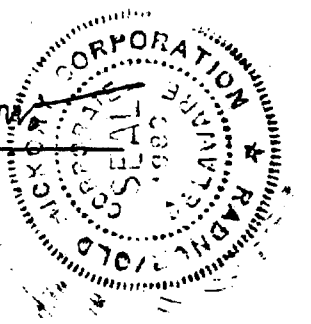
The word "party" as used herein shall mean "parties" if it refers to more than one person or entity, and pronouns shall be construed according to their proper gender and number according to the context hereof.

WITNESS the signature of the party of the first part the day and year first above written.

RADNOR/OLD HICKORY PARTNERSHIP, a
Tennessee general partnership

By: Radnor/Old Hickory Corporation,
a Delaware corporation
General Partner

By: _____
STEPHEN H. OSBURN,
President



K:\Comisky\Brentwd\Holiday.Inn\Deed

BOOK 9511 PG 496

STATE OF FLORIDA :
:
COUNTY OF PALM BEACH :

Before me, Lynette E. Robey, a notary public of the state and county aforesaid, personally appeared Stephen H. Osburn, with whom I am personally acquainted or who produced a Florida drivers license as identification, and who, upon oath, acknowledged himself to be the President of Radnor/Old Hickory Corporation, the General Partner of Radnor/Old Hickory Partnership, the within named bargainor, a Tennessee general partnership, and that he as such President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of Radnor/Old Hickory Partnership by himself as President of Radnor/Old Hickory Corporation.

Witness my hand and seal, at office in Jupiter, Florida, this 28th day of October, 1994.

Lynette E. Robey
Notary Public

LYNETTE E. ROBEY NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: March 17, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

Property Address:

760 Old Hickory Boulevard
Brentwood, Tennessee

Mail Tax Bills To: (Person or Agency responsible for payment of taxes)

A/FC Properties, Ltd.
3100 McKinnon, Suite 100
Dallas, Texas 75201

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is $12,800,000.00, which the property transferred would command at a fair and voluntary sale.

See attached signature page
AFFIANT

Subscribed and sworn to before me this 2nd day of November, 1994.

MARTHA F. TREECE
Notary Public
STATE OF TEXAS
My Comm. Exp. FEB 22, 1995

Martha F. Treece
NOTARY PUBLIC

My Commission Expires:
2-22-95

State Tax	$47,360.00
Register's Fee	24.00
Recording Fee	1.00
Total	$47,385.00

BOOK 9511 PG 498

A/FC PROPERTIES, LTD., a Texas limited partnership

By: A/FC Holdings, Ltd., a Texas limited partnership, general partner

By: A/FC Management, Inc., a Texas corporation, general partner

By: _____

Joe J. Crawford, Vice President

Exhibit "A" BOOK 9511PG499

TRACT I:

Being a parcel of land in Nashville First Civil District, Davidson County, Tennessee, located in the northwesterly quadrant of the intersection of Old Hickory Boulevard and Brentwood Commons Way, being Lot No. 2, as shown on the revised plan of Brentwood Commons as of record in Book 6900, Page 328, Register's Office of Davidson County, Tennessee, as amended in Book 7604, Page 644, said Register's Office, being more particularly described as follows:

BEGINNING at a concrete monument in the northerly margin of Old Hickory Boulevard, said monument being N 85°58' W; 479.20 feet from the center line of Brentwood Commons Way;

THENCE, leaving said margin with the easterly line of property conveyed to Nashville Lodge No. 72 by deed of record in Book 4498, Page 118, said Register's Office, N 03°54'34" E, 365.00 feet to an iron pin;

THENCE, leaving said line N 48°54'34" E, 222.49 feet to an iron pin in the westerly margin of Brentwood Commons Way;

THENCE, with said margin the following calls:

with a curve to the left 37.60 feet to an iron pin, said curve having a central angle of 07°50'04", a radius of 275.00 feet, a tangent of 18.83 feet and a chord of S 52°02'55" E, 37.57 feet;

S 55°57'57" E, 88.72 feet to an iron pin;

with a curve to the right 376.99 feet to an iron pin, said curve having a central angle of 60°00'00", a radius of 360.00 feet, a tangent of 207.85 feet and chord of S 25°57'57" E, 360.00 feet;

S 04°02'03" W, 115.57 feet to an iron pin;

with a curve to the right 47.12 feet to an iron pin in the northerly margin of Old Hickory Boulevard, said curve having a central angle of 90°00'00", a radius of 30.00 feet, a tangent of 30.00 feet and a chord of S 49°02'03" W, 42.43 feet;

THENCE, with said northerly margin N 85°57'57" W, 414.20 feet to the point of beginning.

TRACT II: ACCCESS EASEMENT

Brentwood Commons Way

Being an easement of record in Book 7263, Page 323, in the Register's Office of Davidson County in Nashville, Tennessee, First Civil District, Thirty-Second Councilmanic District, Davidson County, Tennessee, located on the northerly side of Old Hickory Boulevard (State Route 254) (a publicly dedicated right-of-way) east of Interstate 65 and Franklin Pike Circle, being shown as Brentwood Commons Way on the Revised Plan of Brentwood Commons of record in Book 6900, Page 328, said Register's Office, as amended in Book 7604, Page 644, said Register's Office, and being more particularly described as follows:

BEGINNING at a point in the northerly margin of Old Hickory Boulevard, said point being the west end radius return located in the southeast corner of Lot No. 2 at the northwest intersection of said Old Hickory Boulevard and Brentwood Commons Way and further described as being S 85°57'57" E, 414.20 feet from a concrete monument, the southeast corner of the property conveyed to Nashville Lodge No. 72, of record in Book 4498, Page 118, said Register's Office;

THENCE, leaving said margin of Old Hickory Boulevard with the common line between Brentwood Commons Way and Lot No. 2, with a curve to the left 47.12 feet to an iron pin, said curve having a central angle of 90°00'00", a radius of 30.00 feet, a tangent distance of 30.00 feet and a chord of N 49°02'03" E, 42.43 feet to an iron pin;

THENCE, N 04°02'03" E, 115.57 feet to an iron pin;

THENCE, with a curve to the left 376.99 feet to an iron pin, said curve having a central angle of 60°00'00", a radius of 360.00 feet, a tangent distance of 207.85 feet and a chord of N 25°57'57" W, 360.00 feet;

THENCE, N 55°57'57" W, 88.72 feet to an iron pin;

THENCE, with a curve to the right 37.60 feet to the northeast corner to said Lot No. 2, the terminus of the herein described easement, said curve having a central angle of 07°50'04", a radius of 275.00 feet, a tangent distance of 18.83 feet and a chord of N 52°02'55" W, 37.57 feet;

THENCE, leaving said Lot No. 2 with the terminus of the herein described easement (Brentwood Commons Way) N 48°54'34" E, 60.59 feet to the easterly line of said easement;

THENCE, with a curve to the left 21.97 feet to an iron pin, said curve having a central angle of 05°51', a radius of 215.00 feet, a tangent of 11.00 feet and a chord of S 53°02' E, 21.96 feet;

THENCE, S 55°57'57" E, 88.72 feet to an iron pin;

THENCE, with an offset N 34°02' E, 10.00 feet to the westernmost corner of Lot No. 1 shown on said referenced plat;

THENCE, with the common line between Brentwood Commons Way and said Lot No. 1, with a curve to the right 450.30 feet to an iron pin, said curve having a central angle of 60°00'00", a radius of 430.00 feet, a tangent distance of 248.26 feet and a chord of S 25°57'57" E, 430.00 feet;

THENCE, S 04°02'03" W, 115.57 feet to an iron pin;

THENCE, with a curve to the left 47.12 feet to the northerly margin of Old Hickory Boulevard, said curve having a central angle of 90°00'00", a radius of 30.00 feet, a tangent distance of 30.00 feet, and a chord of S 49°57'57" E, 42.43 feet;

THENCE, with said margin N 85°57'57" W, 130.00 feet to the point of beginning.

TRACT III:

Being the easements created in that certain Easement Agreement of record in Book 8167, page 251, in the Register's Office of Davidson County, Tennessee.

EXHIBIT "B"

1. Rights or claims of parties in possession, not shown by the public records (as to Tract II and Tract III only).

2. Easements, or claims of easements, not shown by public records (as to Tract III only).

3. The lien of general and special taxes for the year 1994 and thereafter as to which the party of the second part takes subject, assumes, and agrees to pay, and as to the payment of which the party of the first part is hereby released and relieved.

4. Agreement for Dedication of Easement of record in Book 7855, Page 131, in the Register's Office of Davidson County, Tennessee.

5. Covenants and Restrictions by and between Laing Properties, Inc., a Delaware Corporation, Grantor and H. I. Brentwood Associates, Ltd., a Tennessee limited partnership composed of King W. Rogers III, Robert M. Rogers and Joseph Harrison, as general partners, dated June 3, 1987, of record in Book 7263, Page 315, in the Register's Office of Davidson County, Tennessee ("Register's Office").

6. Easement Agreement by and between Laing Properties, Inc., a Delaware Corporation, grantor, and H. I. Brentwood Associates, Ltd., a Tennessee limited partnership composed of King W. Rogers III, Robert M. Rogers and Joseph Harrison, as its general partners, dated June 3, 1987, of record in Book 7263, Page 323, in the Register's Office.

7. The Plan of record in Book 6900, Page 328, as amended in Book 7604, Page 644, in the Register's Office, shows an owner's certificate, a three (3) foot by fifteen (15) foot utility anchor easement and a twenty-four (24) foot access drive located on the southwesterly portion of Lot 2, Tract I, and a twenty (20) foot sanitary sewer easement with an eight (8) inch sewer line contained therein, and notes 1 through 8 inclusive thereon.

8. Subject to the right of others in and to the use of Brentwood Commons Way pursuant to the terms of an Easement Agreement by and between Laing Properties, Inc., as grantor, and H. I. Brentwood Associates, as grantee, dated June 3, 1987, of record in Book 7263, Page 323, and rights-of-way dedicated pursuant to the Plan of record in Book 6900, Page 328, as amended in Book 7604, Page 644, in the Register's Office.

9. Memorandum of Management Agreement by and between Radnor/Old Hickory Partnership, a Tennessee general partnership, whose sole partners are King W. Rogers, Robert M. Rogers,

Joseph L. Harrison and Radnor/Old Hickory Corporation, a Delaware Corporation (Owner), and Holiday Inns, Inc., a Tennessee corporation (Manager or HII), of record in Book 7613, Page 522, in the Register's Office.

10. Easement Agreement of record in Book 8167, Page 251, in the Register's Office.

11. Four (4) foot chain link fence along the east line.

12. Twelve (12) inch storm sewer.

13. Eight (8) inch sanitary sewer line.

14. Eighteen (18) inch storm sewer line.

15. Eight (8) inch water line.

16. Thirty-six (36) inch storm sewer line.

17. Twenty-four (24) inch storm sewer line.

18. Sanitary manholes, cleanouts, catch basins, water valves, fire hydrants, light poles, signs, gas meters and power lines.

19. Declaration of Protective Covenants and Owner's Association for Brentwood Commons Office Park dated July 29, 1988, of record in Book 7619, Page 198, in the Register's Office.

20. Easement(s) reserved in instrument recorded in Book 5878, Page 469, in the Register's Office.

21. Easement(s) reserved in instrument recorded in Book 5746, Page 886, in the Register's Office.

22. Easement(s) reserved in instrument recorded in Book 5746, Page 896, in the Register's Office.

23. Easement(s) reserved in instrument recorded in Book 5746, Page 899, in the Register's Office.

24. Easement(s) reserved in instrument recorded in Book 4940, Page 784, in the Register's Office.

25. Easement(s) reserved in instrument recorded in Book 4952, Page 166, as amended by Ordinance filed in Book 7444, Page 936 and Book 4969, Page 189, Book 4952, Page 170 and Book 4969, Page 192, in the Register's Office.

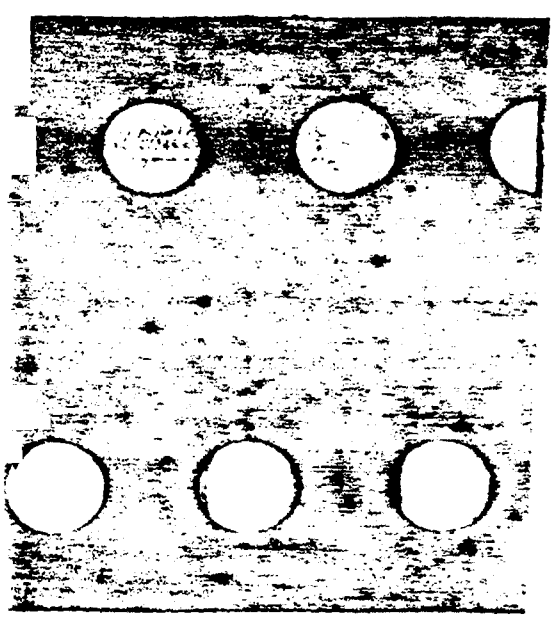
26. Easement(s) reserved in instrument recorded in Book 6137, Page 901, Book 6137, Page 906, and Book 6145, Page 257, in the Register's Office.

27. Terms and conditions of the lease with/for American Telephone and Telegraph Company, and if applicable, the unrecorded lease referred to therein, a Memorandum of which is recorded in Book 6096, Page 616, in the Register's Office (as to Tract III only).

28. Easements as shown on Plat recorded in Book 5200, Page 431, in the Register's Office.

29. Right-of-way for Kelly Road and Franklin Pike Circle.

4563 11/03 0101 03CHECK 47405.00



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

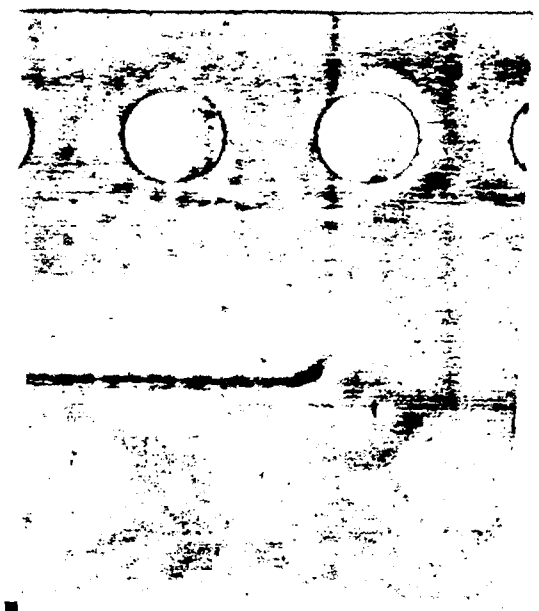
RECEIVED OF _____

FOR _____

BOOK 9511 PG 505

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



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

05919
IDENTIF. ↑ REFERENCE

94 NOV -3 PM 2:16
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

CAMT 12,800,000.00

CON TX 47360.00
PRFEE 1.00
WDEED 44.00
TOTAL 47405.00
CHECK 47405.00

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No. 850851