17814

IDENTIF. ↑ REFERENCE

275107
Box 35

THIS INSTRUMENT PREPARED BY:
MARK H. WESTLAKE
WESTLAKE & MARSDEN, P.C.
Third National Financial Center
424 Church Street, Suite 1400
Nashville, TN 37219
(615) 726-3400

94 DEC 16 AM 10:47

REGISTER
DAVIDSON COUNTY, TN.

BOOK 9547 PG 355

WARRANTY DEED

New Owner/Address	Send Tax Bills To:	Map-Parcel Numbers
Red Roof Inns, Inc. 4355 Davidson Road Hilliard, Ohio 43026-9699	Same	Map No. 26-2 Parcel No. 2

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater for this transfer is Four Hundred Fifty Two Thousand Seven Hundred Twelve and 33/100 ($452,712.33) Dollars.

AFFIANT

LINDA V. JONES NOTARY PUBLIC AT LARGE WILSON CO. TENN.

NOTARY PUBLIC

My Commission Expires: 11-10-97

For and in consideration of the sum of Four Hundred Fifty Two Thousand Seven Hundred Twelve and 33/100 ($452,712.33) Dollars, the receipt and sufficiency of which are hereby acknowledged, HERITAGE LAND COMPANY (the "GRANTOR"), has bargained and sold, and by these presents does transfer and convey unto RED ROOF INNS, INC. (the "GRANTEE"), a Delaware corporation, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on **Exhibit A**, described as follows, to wit:

See Attached **Exhibit A**.

The property is improved property located on Northgate Drive in Goodlettsville, Davidson County, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on **Exhibit B** attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the property with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the property in fee simple, Grantor has a good right to convey the property, and the property is unencumbered and unrestricted except as to those matters set forth on **Exhibit B**, to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its heirs, successors and assigns to warrant and forever defend the title to the property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever except as to those matters set forth on **Exhibit B**, to which this conveyance is expressly made subject.

WITNESS my hand this 7th day of December, 1994.

HERITAGE LAND COMPANY

By: Franklin G. Clark
FRANKLIN G. CLARK

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named FRANKLIN G. CLARK, President of HERITAGE LAND COMPANY, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that as President of HERITAGE LAND COMPANY he executed the within instrument on behalf of HERITAGE LAND COMPANY for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee this 7th day of December, 1994.

Janis G. Soma
NOTARY PUBLIC

My Commission Expires: 9-21-96

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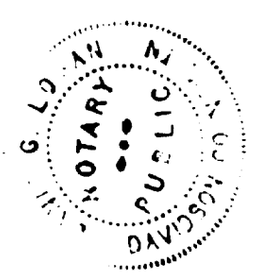


EXHIBIT A

A tract of land in the City of Goodlettsville, Second Civil District of Metropolitan Nashville, Davidson County, Tennessee known as Lot No. 6 of Northgate Park, Section Nine as of record in Plat Book 5200, Page 533, Register's Office of Davidson County, Tennessee and being more particularly described as follows:

Beginning at an iron pin set in the westerly right-of-way line of Northgate Drive (a 50 foot wide street) which is 302.80 feet as measured along said right-of-way line from the intersection of the south right-of-way line of Long Hollow Pike and the west right-of-way line of Northgate Drive. Said point is also the southeast corner of Northgate Park, Section Nine, Lot No. 3, owned by Cracker Barrel Old Country Store as of record in Deed Book 6066, Page 965, R.O.D.C., TN and the northeast corner of the here-on described tract.

1. From the point of beginning along the west right-of-way line of Northgate Drive with a curve to the right a radius of 240.85 feet a distance of 87.47 feet to an iron pin set. Said curve having a chord bearing and distance of S 11° 50' 45.5" W 86.989 feet; thence,

2. Continuing with the west right-of-way line of Northgate Drive S 22° 15' 00" W 224.73 feet to an iron pin set. Said point is the southeast corner of this tract and a point in the northerly line of Nashville Outlet Partners property as of record in Deed Book 6203, Page 803, R.O.D.C., TN and also being the end of Northgate Drive right-of-way; thence,

3. Leaving said right-of-way of Northgate Drive and with the common line of Nashville Outlet Partners property S 89° 35' 11" W 345.99 feet to an iron pin set at the east right-of-way line of Interstate 65 and the northwest corner of Nashville Outlet Partners property also being the southwest corner of this tract; thence,

4. With the east right-of-way line of Interstate 65 N 00° 24' 49" W 74.63 feet to an existing highway monument; thence,

5. N 3° 48' 24" W 172.36 feet to an existing highway monument; thence,

6. N 5° 26' 49" E 30.12 feet to an iron pin set in the northwest corner of this tract and the southwest corner of the Cracker Barrel Old Country Store property; thence,

7. With the common line of Cracker Barrel and this tract N 87° 37' 08" E 458.45 feet to the point of beginning and containing 116,163 square feet or 2.67 acres, more or less.

Being part of the same property conveyed to Heritage Land Company, by deed from Northgate Industrial Park, a Joint Venture, composed of Parthenon, Inc. and Heritage Land Company, of record in Book 5380, page 262, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Loan Agreement between The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County and Red Roof Inns, Inc., dated December 1, 1984, in the amount of $1,900,000.00, of record in Book 6453, page 430, Register's Office for Davidson County, Tennessee.

Said Loan Agreement was assigned to State Savings Bank, Columbus, Ohio, by Assignment dated December 1, 1984, of record in Book 6543, page 516, said Register's office.

2. Deed of Trust executed by Red Roof Inns, Inc., and Heritage Land Company, to Ogden Stokes, Trustee, dated December 1, 1984, and recorded in Book 6453, page 497, Register's Office of Davidson County, Tennessee, in favor of The Industrial Development board of The Metropolitan Government of Nashville and Davidson County, Tennessee, which states that it secures a debt in the principal sum of $1,900,000.00, payable as therein specified, together with any terms, conditions, restrictions or limitations recited therein. The present amount due should be determined by contacting the owner of the debt.

Said Deed of Trust was assigned to State Savings Bank, Columbus, Ohio, by Assignment dated December 1, 1984, of record in Book 6453, page 516, said Register's Office.

3. UCC-1 Financing Statement naming Red Roof Inns, Inc., as Debtor, and The Industrial Development Board of The Metropolitan Government of Nashville and Davidson County, as Secured Party, in the amount of $1,900,000.00, of record in Book 6453, page 512, Register's Office for Davidson County, Tennessee.

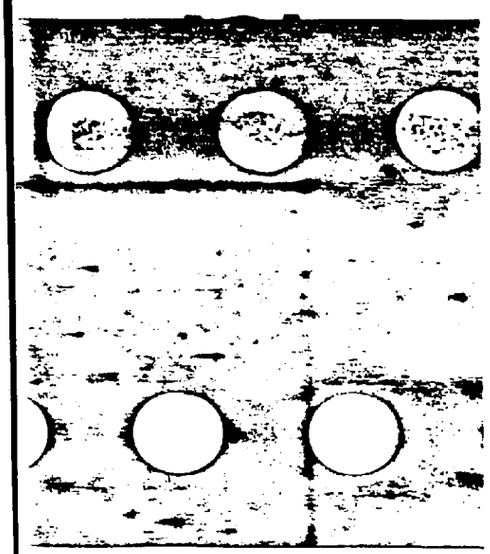
4. Communication System Right of Way and Easement Agreement, of record in Book 6896, page 666, Register's Office for Davidson County, Tennessee.

5. Lack of the right of ingress and egress along the access control fence and Drainage Easement as described in instrument of record in Book 4951, page 574, Register's Office for Davidson County, Tennessee.

6. Restrictive Covenants contained in an instrument of record in Book 5069, page 633, as amended by Release of Easements and Covenants of record in Book 6608, page 883, Register's Office for Davidson County, Tennessee.

7. Subject to all matters shown on the Plan of record in Book 5200, page 533, in said Register's Office.

3755 12/16 0101 03CHECK 1691.99



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

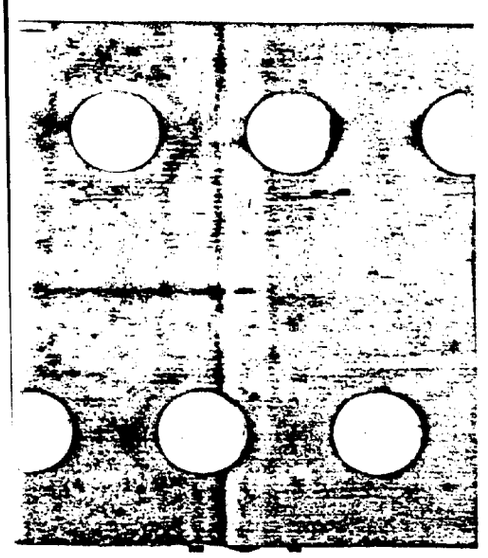
RECEIVED OF _____

FOR _____

BOOK 9547 PG 359

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 452712.33
CON TX 1674.99
PRFEE 1.00
RCFEE 16.00
TOTAL 1691.99
CHECK 1691.99

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12/16/94 01 10:48 0001 3755

94 DEC 16 AM 10:27

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN

17814
IDENTIF. # REFERENCE

No. 863706