This instrument prepared by:
SHERRARD & ROE (KAB)
424 Church Street, Suite 2000
Nashville, Tennessee 37219

BOOK 9562PG647

WARRANTY DEED

Address New Owner(s):	Send Tax Bills To:	Map/Parcel Nos.
OLH, L.P. One Gaylord Drive Nashville, TN 37214	SAME	Map 062-00-0, Parcel 005.00

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Arleen S. Goodman, an individual resident of the State of Tennessee, Bennie B. Goodman, Jr., an individual resident of the State of Tennessee, and Nashville KOA, Inc., a Tennessee corporation (collectively, the "Grantors"), do hereby transfer and convey unto OLH, L.P., a Tennessee limited partnership (hereinafter referred to as the "Grantee") and to the said Grantee's successors and assigns certain real property located in the County of Davidson, State of Tennessee, as more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference (hereinafter referred to as the "Property").

This is improved property known as 2626 Music Valley Drive, Nashville, Tennessee 37214.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, its successors and assigns forever. The Grantors jointly and severally covenant that they are lawfully seized and possessed of the Property in fee simple, have a good right to convey it, and that the same is unencumbered, except for those matters set forth on Exhibit "B" attached hereto and incorporated herein by this reference (hereinafter referred to as the "Permitted Title Exceptions"). Subject only to the Permitted Title Exceptions, the Grantors further jointly and severally covenant and bind themselves, their successors and representatives to warrant and forever defend forever the title to said Property to the Grantee and to the Grantee's successors and assigns against the lawful claims of all persons.

[Remainder of page intentionally blank]

IN TESTIMONY WHEREOF, the Grantors have executed this instrument, as of the 1st day of January, 1995.

NASHVILLE KOA, INC., a Tennessee corporation

Arleen S. Goodman

Arleen S. Goodman, President

ARLEEN S. GOODMAN, an individual resident of the State of Tennessee

Arleen S. Goodman

BENNIE B. GOODMAN, Jr., an individual resident of the State of Tennessee

Bennie B. Goodman, Jr.

BOOK 9562 PG 649

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Arleen S. Goodman with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the President of Nashville KOA, Inc., a Tennessee corporation, the within named bargainor, a corporation, and that she as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as President.

Witness my hand and seal at office in Nashville, Tennessee, this 3rd day of January, 1995.

Connie Rogers
Notary Public

My Commission Expires:

My Commission Expires JULY 22, 1995

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Arleen S. Goodman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged herself to be the within named bargainor, who executed the within instrument for the purposes therein contained.

Witness my hand and seal at office in Nashville, Tennessee, this 3rd day of January, 1995.

Connie Rogers
Notary Public

My Commission Expires:

My Commission Expires JULY 22, 1995

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

BOOK 9562 PG 650

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Bennie B. Goodman, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged herself to be the within named bargainor, who executed the within instrument for the purposes therein contained.

Witness my hand and seal at office in Nashville, Tennessee, this 3rd day of January, 1995.

Connie Rogers
Notary Public

My Commission Expires:

My Commission Expires JULY 22, 1995

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

This consideration for this transfer of property or value (whichever is greater) is $4,600,000.00.

AFFIANT

Sworn to and subscribed before me this 3rd day of ~~December~~ January, ~~1994~~ 1995.

Dana O. Geary
NOTARY PUBLIC

My commission expires:
FEB 0-96

EXHIBIT A

PROPERTY DESCRIPTION

BOOK 9562 PG 651

A tract of land lying in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee lying east of Pennington Bend Road and south of Music Valley Drive, and being more particularly described as follows according to a survey by Ragan-Smith-Associates, dated December 22, 1994:

BEGINNING at an existing iron pin in the easterly margin of Pennington Bend Road, said point lying 300 feet southerly from the intersection of Music Valley Road as measured along the easterly margin of Pennington Bend Road; thence with the southerly line of Bettina F. Claxton McDonald, of record in Book 2274, page 84, Register's Office of Davidson County, Tennessee,

1. South 89°17'00" East, 191.56 feet to an iron pin set; thence with McDonald's easterly line,
2. North 00°43'00" East, 357.54 feet to an iron pin set on the southerly margin of Music Valley Drive (formerly Elzie Miller Road); thence with said southerly margin,
3. North 74°01'00" East, 754.72 feet to an iron pin set; thence,
4. easterly, with a curve to the right, having a radius of 1051.35 feet and a central angle of 09?32'18", an arc length of 175.02 feet, a chord bearing and distance of North 78°47'08" East, 174.82 feet to an iron pin set, said point being the northwesterly corner of the Cock Of The Walk Subdivision, of record in Plat Book 5200, page 716, Register's Office of Davidson County, Tennessee; thence with Cock Of The Walk Subdivision's westerly line,
5. South 01°13'35" West, 431.37 feet to an existing iron pin; thence with Cock Of The Walk Subdivision's southerly line,
6.South 78°12'00" East, 230.78 feet to an existing iron pin, said point being the southwesterly corner of Camping World Subdivision, Music Valley Drove, of record in Plat Book 6250, page 142, Register's Office of Davidson County, Tennessee; thence with Camping World's southerly line,
7. South 78°14'52" East, 266.32 feet to an existing iron pin, said point being in the westerly line of the Water Boggan Management, Inc. subdivision, of record in Plat Book 5050, page 51, Register's Office of Davidson County, Tennessee,; thence with Water Boggan's westerly line,
8. South 24°40'06" West, 285.34 feet to an existing concrete monument; thence with Water Boggan's southerly line,
9. South 78°17'10" East, 272.82 feet to an existing concrete monument, said point being in the westerly line of Bettye Fox, of record in Book 6311, page 776, Register's Office of Davidson County, Tennessee,; thence with Fox's westerly line,
10. South 24°31'15" West, 351.67 feet to an iron pin set, said point being in the northerly line of Margaret Sexton Leaves, of record in Book 6816, page 756, Register's Office of Davidson County, Tennessee,; thence with Leaves's northerly line,
11. North 78°13'19" West, 1211.32 feet to an existing T-bar; thence,
12. North 78°41'09" West, 419.63 feet to an iron pin set on the easterly margin of Pennington Bend Road; thence with said easterly margin,
13. North 05°47'00" East, 19.81 feet to an iron pin set; thence,
14. South 89°17'00" East, 20.00 feet to an iron pin set; thence,
15. North 00°43'00" East, 221.40 feet to the POINT OF BEGINNING and containing 26.049 acres, more or less.

TOGETHER with such easement rights, if any, as may exist as a benefit to the fee parcel pursuant to Easement of record in Book 4627, page 398, as amended by Extension of record in Book 4736, page 206, Register's Office for Davidson County, Tennessee. (Such easement is subject to automatic termination.)

Being the same property conveyed to Nashville K.O.A., Inc., of record in Book 9010, page 139, and to Bennie B. Goodman and Arleen S. Goodman, of record in Book 9010, page 132, Register's Office for Davidson County, Tennessee.

BOOK 9562PG652

EXHIBIT B
PERMITTED EXCEPTIONS

(a) Taxes for 1994, a lien, due and payable
Map 62 Parcel 5: $43,439.40

If improvements are completed after January 1 of any year, the Law requires supplemental assessment for the year in which improvements are completed as defined by Statute. The Company assumes no liability for taxes assessed by correction pursuant to the provisions of T.C.A. Sec. 67-5-603 et seq.

(b) Twenty foot water and sewer utility Easement as set forth in instrument recorded in Book 5090, page 237.

(c) Twenty foot Easement as set forth in instrument recorded in Book 6173, page 639.

(d) Twenty foot sanitary and storm Easement as set forth in instrument recorded in Book 4671, page 257.

(e) Land Use Agreement between Donovan Construction Company of Minnesota and Water-Boggan Management, Inc., Donald W. Pemberton and R. L. Kirkpatrick of record in Book 5090, page 226.

(f) Deeds of Conveyance for sewer lines of record in Book 6422, page 80, Book 6422, page 85, and Book 6422, page 114.

22478
IDENTIF. ↑ REFERENCE

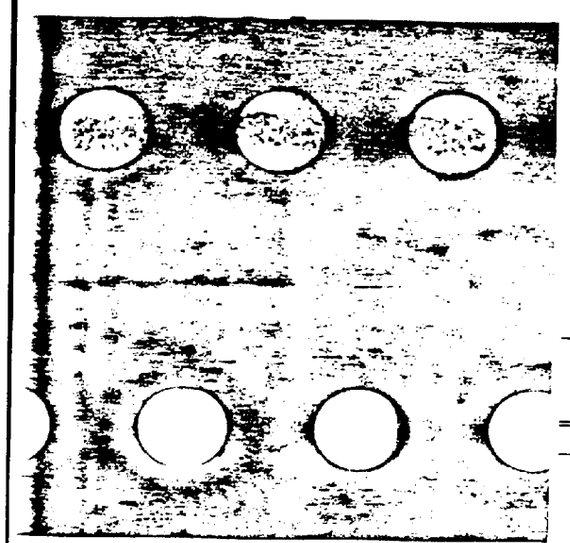
95 JAN -3 PM 3:46
FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

8820 01/03 0101 03CHECK 17045.00

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

BOOK 9562PG653

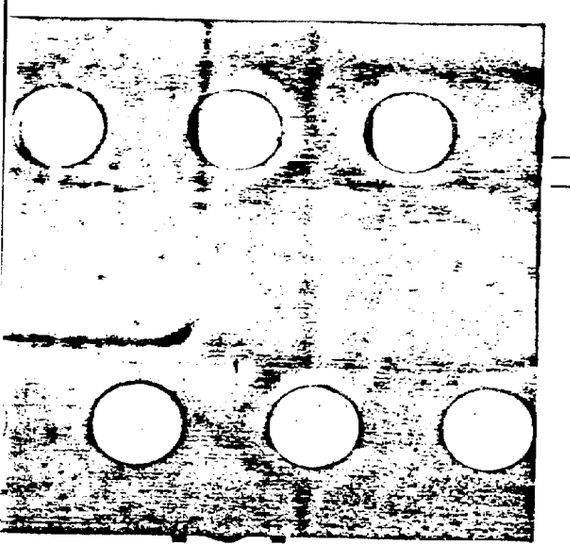
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
4600000.00
CON TX 17020.00
PRFEE 1.00
WDEED 24.00
TOTAL 17045.00
CHECK 17045.00

01/03/95 01 15:46 0001 8820

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



22478
IDENTIF. & REFERENCE

95 JAN -3 PM 3:46

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 868697