94-26556 CTL (2)

BOOK 9571 PG 339

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

This Instrument Prepared
By and Return To:

Glenn D. West, Esq.
Weil, Gotshal & Manges
100 Crescent Court, Suite 1300
Dallas, TX 75201

2042 01/13 0101 03CHECK 24.00

QUITCLAIM DEED

FOR AND IN CONSIDERATION of the sum of One Dollar ($1.00) cash in hand paid, the receipt and sufficiency of which is hereby acknowledged, A/FC PROPERTIES, LTD., a Texas limited partnership ("Grantor"), by these presents hereby sells, assigns, and quitclaims to BRENTWOOD HOTEL PARTNERS, L.P., a Delaware limited partnership ("Grantee"), Grantee's successors and assigns, all of Grantor's right, title and interest in and to certain land in Davidson County, Tennessee, being more particularly described on Exhibit 1 attached hereto and incorporated herein by reference (the "Property").

This is improved property known as The Holiday Inn-Brentwood and having an address of 760 Old Hickory Boulevard, Davidson County, Tennessee.

The Property is conveyed expressly subject to all limitations, restrictions, and encumbrances as may affect the Property.

IN WITNESS WHEREOF, the Grantor has executed this Deed ~~to be effective as of~~ the 11th day of January, 1995, to be effective for all purposes as of the 13th day of January, 1995.

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

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

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

By: _____
Name: David B. Agnew
Title: President

25357
IDENTIFICATION REFERENCE

95 JAN 13 PM 3:49
REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

DAFS03...:\88\15288\0024\1596\QCDD2994.K2A

STATE OF COLORADO §
CITY AND §
COUNTY OF DENVER §

Before me, Edith C. Aldinger, a notary public of the state and county aforesaid, personally appeared David B. Agnew, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the President of A/FC Management, Inc., the General Partner of A/FC Holdings, Ltd., the General Partner of A/FC Properties, Ltd., the within named bargainor, a Texas limited 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 A/FC Properties, Ltd. by himself as President of A/FC Management, Inc.

Witness my hand and seal, at office in Denver, Colorado, this 11th day of January, 1995.

Edith C. Aldinger
Public Notary

My Commission Expires:
August 5, 1995

NOTARY PUBLIC Edith C. Aldinger STATE OF COLORADO

Property Address:

760 Old Hickory Boulevard
Nashville, Tennessee

Mail Tax Bills To:

Brentwood Hotel Partners, L.P.
c/o Circa Hotel Corporation
3100 McKinnon, Suite 100
Dallas, Texas 75201

STATE OF COLORADO §
CITY AND §
COUNTY OF DENVER §

I, or we, hereby swear or affirm that the actual consideration for this transfer is $0.00.

AFFIANT:

BRENTWOOD HOTEL PARTNERS, L.P.,
a Delaware limited partnership

By: A/FC PROPERTIES, LTD., a Texas limited partnership, its general partnership

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

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

By: _____
Name: David B. Agnew
Title: President

Subscribed and sworn to before me this 11th day of January, 1995.

_____
NOTARY PUBLIC

My Commission Expires:
August 5, 1995

NOTARY PUBLIC
Edith C. Aldinger
STATE OF COLORADO

State Tax $_____
Registrar's Fee _____
Recording Fee _____

Total $_____

EXHIBIT "1"

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.

being the same property conveyed to Radner Old Hickory partnership by deed 7613 page 515 & further conveyed to A/FC Properties Limited, Ltd by deed of 9511-494

BEST IMAGE AVAILABLE
LEGIBILITY OF WRITINGS OR PRINTING IN THIS DOCUMENT WHEN RECEIVED

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.

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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.