BOX 35
00275915 KBH

STATE OF GEORGIA

COUNTY OF DeKalb

This Document was prepared by:
Alfred G. Adams, Jr., Esq.
Sutherland, Asbill & Brennan
999 Peachtree Street, NE
Suite 2300
Atlanta, Georgia 30309

BOOK 9705 PG 912

SPECIAL WARRANTY DEED

THIS INDENTURE, made this 15th day of June, 1995, between **BASS NASHVILLE AIRPORT, INC., a Delaware corporation** (hereinafter referred to as "Grantor") and **B.N.S. LODGING ASSOCIATES I, LIMITED PARTNERSHIP, a Kentucky limited partnership** (hereinafter referred to as "Grantee"):

WITNESSETH:

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, Grantor has bargained and sold and by these presents does grant, bargain, sell, transfer and convey unto Grantee, its successors and assigns, in fee simple with covenant of special warranty, all that certain tract or parcel of land lying and being in Davidson County, Tennessee and being more particularly described on Exhibit A attached hereto and made a part hereof by this reference (the "Property").

THIS CONVEYANCE is made subject to those matters set forth on Exhibit B attached hereto and made a part hereof by this reference.

TO HAVE AND TO HOLD, the property, together with any and all improvements located thereon, and any and all of the rights, members and appurtenances thereof to Grantee, its successors and assigns forever, in fee simple.

AND GRANTOR does further covenant and bind itself, its 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 claiming by, through or under Grantor, but not further and subject to those matters set forth on Exhibit B attached hereto and hereby made a part hereof.

IN WITNESS WHEREOF, the Grantor has signed, sealed and delivered this deed the day and year first above written.

BASS NASHVILLE AIRPORT, INC., a Delaware corporation

By: _____
Thomas H. Brettschneider
Vice President

Attest: _____
James L. Kacena
Secretary

[CORPORATE SEAL]

The address of the new owner is and all tax bills should be sent to:

B.N.S. Lodging Associates I, Limited Partnership
c/o Impac Hotel Group, Inc.
3399 Peachtree Road, N.E.
12th Floor
Atlanta, Georgia 30326

Map & Parcel No.

Map 106
Parcel 30

STATE OF GEORGIA

COUNTY OF Dekalb

Before me, the undersigned notary public of the State and County aforesaid, personally appeared Thomas H. Brettschneider and James L. Kacena, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged that they are the Vice President and Secretary, respectively of **Bass Nashville Airport, Inc.**, a Delaware corporation, the within named Grantor, that they, as said officers, executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 15th day of June, 1995.



[NOTARIAL SEAL]

Lizbeth F Henderson
Notary Public

My Commission Expires:

6-26-98

STATE OF GEORGIA

COUNTY OF Dekalb

The undersigned Grantee hereby swears or affirms that the actual consideration or value, whichever is greater, for this transfer is $4,575,000.00.

BASS NASHVILLE AIRPORT, INC., a Delaware corporation

By: Thomas H Brettschneider
Thomas H. Brettschneider
Vice President

Signed and sworn to or affirmed before me in this the 15th day of June, 1995.

Uzbeth F. Henderson
Notary Public

My Commission Expires:

6-26-98

[NOTARY SEAL]

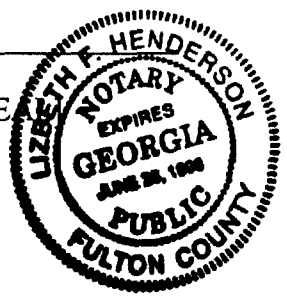


EXHIBIT A

Nashville, Tennessee

BOOK 9705PG916

Land in the First (formerly the Sixth) Civil District of Davidson County, Tennessee, described according to a survey by Turner Engineering Company, Inc., dated February 24, 1988, Job No. 9-57, as follows:

Beginning at a new iron pin on the southerly margin of Murfreesboro Road, being South 50° 37' East a distance of approximately 540 feet from the centerline of Foothills Drive, and running as follows: with the southerly right-of-way of Murfreesboro Road, said Road having a right-of-way of 112.00, South 50° 37' East a distance of 350.0 feet to a new iron pin at the northwest corner of the Robert O. Frensley property; thence South 39° 23' West a distance of 125.0 feet to a new iron pin at the southwest corner of the Frensley property; thence South 50° 37' East a distance of 125.0 feet to a new iron pin in the southeast corner of the Frensley Property; thence South 39° 23' West with the westerly line of the Tennessee Conservation League Property a distance of 440.38 feet to the centerline of Mill Creek, passing through a new iron pin witness point at 335.00 feet; thence North 88° 54' 20" West, up the centerline of Mill Creek as surveyed by Turner Engineering Company on February 19, 1987, a distance of 50.87 feet to a point; thence leaving said creek and running North 50° 48' 48" West with the Neno Nalte Property a distance of 383.90 feet, passing through a new iron pin witness point at 70.0 feet; thence with the Michael J. Tomlin easterly line, North 39° 17' 10" East a distance of 259.74 feet to an old iron pin; thence, North 50° 30' 30" West a distance of 50.00 feet to a new iron pin; thence with Wilson and Borod's easterly line, North 39° 15' 26" East a distance of 338.38 feet to the point of beginning, and containing 5.836 acres.

Being a portion of the same property conveyed to Holiday Inns of Nashville, Inc. by deeds from Glencliff Estates, Inc. of record in Book 2701, page 639, and from Holiday Inns of America, Inc. of record in Book 2812, page 137. Holiday Inns of Nashville, Inc. by articles of merger dated July 1, 1960 merged into Holiday Inns of America, Inc. By name change Holiday Inns of America, Inc. is now Holiday Inns, Inc.

Said Property also being known and described as:

TRACT 1: Being in the 6th Civil District of said County and State, described according to a survey made by Turner Engineering Company, Inc., October 5, 1957, as follows:

Beginning on the southerly margin of the Murfreesboro Pike or Road in the center line of Mill Creek where bridge crosses Murfreesboro Pike; thence, with the southerly margin of Murfreesboro Pike or Road, North 50° 37' West 108 feet; thence, North 39° 23' East 18 feet; thence, with the southerly margin of Murfreesboro Pike or Road North 50° 37' West 300 feet; thence, southwestwardly 600 feet; thence, South 29° East 205 feet to the center line of the overflow channel of Mill Creek; thence, with the channel of said Creek southwestwardly 1195 feet to the south terminus of an island, a point in the westerly line of Lot No. 26 on the plan of Glencliff Estates, Section 4, as of record in Book 1835, page 79, Register's Office for said County; thence, with the westerly line of part of Lot No. 26 and Lots 20 to 25 inclusive, and continuing with the center line of Mill Creek 771 feet, more or less, to the northwest corner of Lot No. 19 on the latter plan, continuing with

the center of said Creek with its meanders in a northerly direction partly with the northwesterly line of Lots No. 18 and 19 on the latter plan, partly with the line of the Crescent Amusement Company property, and partly with the line of the Pan-Am Southern Corporation, in all 1222 feet to the southerly right-of-way of Murfreesboro Pike or Road, to the point of beginning.

Included but Excluded from the above described tract of land, is a parcel conveyed out in Book 2809, page 233, and a parcel conveyed out in Book 4886, page 526, said Register's Office.

Being a part of the same property conveyed to Holiday Inns of Nashville, Inc. by deed from Glencliff Estates, Inc. of record in Book 2701, page 639, said Register's Office.

TRACT 2: Land in the 6th Civil District of Davidson County, Tennessee, described as follows:

Beginning on the southerly margin of Murfreesboro Road at the northwest corner of property conveyed to Holiday Inns of Nashville, Inc. by deed from Glencliff Estates, Inc. of record in Book 2701, page 639, Register's Office for said County; thence, with their west line southerly 600 feet to their southwest corner; thence, westwardly and parallel to southerly margin of Murfreesboro Road 240 feet to a point; thence, northwesterly 600 feet to the southerly margin of Murfreesboro Road; thence, with southerly margin of Murfreesboro Road easterly 240 feet to the point of beginning.

Included but Excluded from the above described tract of land, is a parcel conveyed out in Book 3185, page 617, said Register's Office.

Being part of the same property conveyed to Holiday Inns of Nashville, Inc. by deed from Holiday Inns of America, Inc. of record in Book 2812, page 137, said Register's Office.

Said Property also known and described as:
TRACT ONE: Land in the First (formerly the Sixth) Civil District of Davidson County, Tennessee, being a part of the tract as described in Book 2701, page 639, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at a point on the southerly margin of Murfreesboro Road, said point being South 50° 37' East a distance of 780± from the centerline of Foothills Drive, and being the northwest corner of the original Tract One and the northeast corner of the original Tract Two, and running as follows: with the southerly margin of Murfreesboro Road, said road having right-of-way of 112.0 feet, South 50° 37' East a distance of 110.0 feet to an iron pin; thence, South 39° 23' West a distance of 125.0 feet to an iron pin; thence South 50° 37' East a distance of 125.0 feet to an iron pin; thence South 39° 23' West a distance of 440.38 feet to a point in the centerline of Mill Creek as located 2-19-87 by Turner Engineering Company; thence, North 88° 54' 20" West, up Mill Creek, a distance of 50.87 feet to a point in the centerline of Mill Creek; thence, North 50° 48' 48" West a distance of 195.07 feet to a point, the southwest corner of the original Tract One and the southeast corner of the original Tract Two; thence, with the boundary of the original Tract One and Tract Two, North 39° 23' East a distance of 597.57 feet to the point of beginning, containing 2.848 acres ±, as shown on a boundary survey and updated as-built by Turner Engineering Company dated 6-16-88.

TRACT TWO: Being a part of the tract described in Book 2812, page 137, Register's Office for Davidson County, Tennessee.

Beginning at a point on the southerly margin of Murfreesboro Road, said point being 780 feet ± from the centerline of Foothills Drive, and being the northwest corner of the original Tract One, and the northeast corner of the original Tract Two, and running as follows: with the original boundary of Tract One and Tract Two, South 39° 23' West a distance of 597.57 feet to a point; thence, North 50° 48' 48" West a distance of 188.83 feet to an iron pin; thence, North 39° 17' 10" East a distance of 259.74 feet to an iron pin; thence, North 50° 30' 30" West a distance of 50.0 feet to an iron pin; thence, North 39° 15' 26" East a distance of 338.38 feet to an iron pin on the south margin of Murfreesboro Road and being the northwest corner of the original Tract Two; thence, with the southerly margin of Murfreesboro Road South 50° 37' East distance of 240.0 feet to the point of beginning, containing 2.988 acres ± as shown on a boundary survey and updated as-built, by Turner Engineering Company dated 6-16-88.

Current source of title information: see Deed of record in Book 7542, page 128, Register's Office of Davidson County, Tennessee.

BOOK 9705 PG 919

EXHIBIT B

HOLIDAY INN EXPRESS HOTEL - NASHVILLE SOUTHEAST

1. Taxes for the year 1995 and subsequent years, not yet due and payable.

2. All matters shown on that certain survey made by Turner Engineering Company, Inc., dated April 24, 1995.

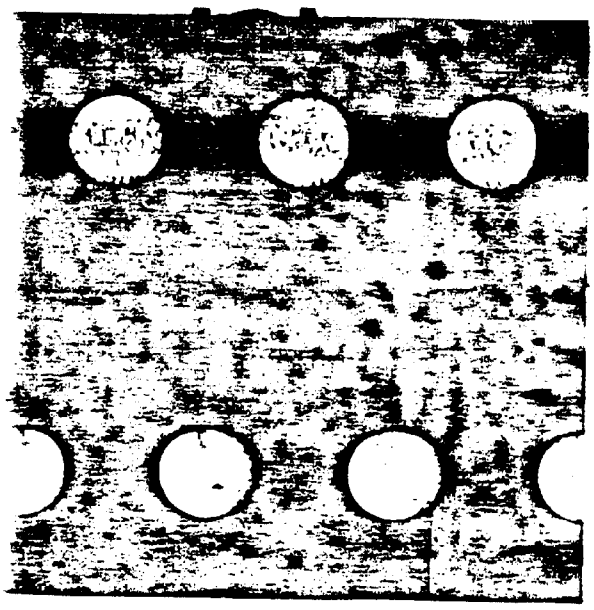
00071396

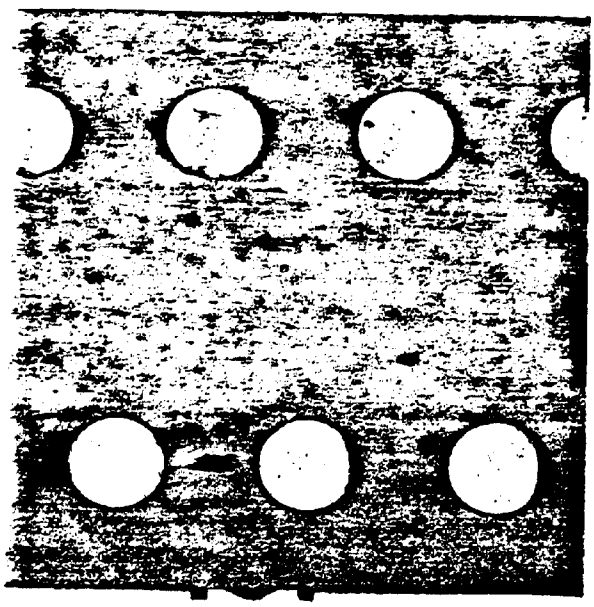
IDENTIFICATION REFERENCE

95 JUN 19 PM 2:09

FELIX E. DUNCAN REGISTER
DAVIDSON COUNTY, TN.

2722 06/19 0101 03CHECK 16960.50





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

RECEIVED OF _____

FOR _____

BOOK 9705 PG 920

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
4575000.00
CON TX 16927.50
PRFEE 1.00
WDEED 32.00
TOTAL 16960.50
CHECK 16960.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

06/19/95 01 14:10 0001 2722

0071396
IDENTIF. ↑ REFERENCE

95 JUN 19 PM 2:09
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 921945