File CTIC 37

This instrument prepared by:
Joseph B. Pitt, Jr., Attorney
First American Center
Suite 105,
Nashville, TN 37238

WARRANTY DEED

BOOK 9938 PG 711

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
Brentwood Hotel Co., LLC	SAME	Map 160-0
c/o Kemmons (NAME) Wilson, Inc. Attn: Spence Wilson	(NAME)	Parcel 56
1629 (STREET ADDRESS OR ROUTE NUMBER) Winchester Road	(STREET ADDRESS)	
Memphis (CITY), TN (STATE), 38116 (ZIP)	(CITY) (STATE) (ZIP)	

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee(s) and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, National Lodging Companies, Inc. *have this day bargained and sold, and do hereby transfer and convey unto the said* Brentwood Hotel Co., LLC *the Grantees herein, their (successors), heirs and assigns, certain real estate in* Davidson *County,* Tennessee *as follows:*

Land in Davidson County, Tennessee, being Lot No. 1 on the Final Subdivision and P.U.D. Boundary Plat for Country Suites Inns & Hotels, of record in Plat Book 7900, page 900, Register's Office for Davidson County, Tennessee, a more complete description is attached hereto as Exhibit "A".

Being the same property conveyed to National Lodging Companies, Inc., a Minnesota Corporation, by deed from Robert K. Zelle, of record in Book 9674, page 657, Register's Office for Davidson County, Tennessee.

The above property is conveyed subject to the encumbrances as set forth on Exhibit "B" attached hereto.

STATE OF Tennessee
COUNTY OF Davidson

The actual consideration or value whichever is greater, for this transfer is $780,000.00

Subscribed and sworn to before me this the 5th *day of* February *19* 96

Affiant

My commission expires 9-18-99 *(Affix Seal)*

Notary Public

NOTARY PUBLIC
DAVIDSON CO., TENN.

This is unimproved (X) property, known as Franklin Pike Circle, Nashville, Tennessee
(House Number) (Street) (P.O. Address) (City or Town)
Improved ( )

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantees their (successors), heirs and assigns forever we covenant that we are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter.

We further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to said real estate to said Grantees, their (successors), heirs and assigns, against the lawful claims of all persons.

Whenever used, the singular number shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

Witness our hand this 2nd *day of* February, *19*96 *the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.*

Witness

Witness

NATIONAL LODGING COMPANIES, INC.

BY:

Its: Exec

STATE OF MINNESOTA
COUNTY OF HENNEPIN

BOOK 9938 PG 712

Perscnally appeared before me, Richard J. Diamond, a Notary Public in and for said County and State, John Eliuthammer, Chairman of the Board, National Lodging Companies, Inc.)

the within named bargainor _____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Minneapolis, MN this 2nd day of February, 1996.

Richard D. Diamond
Notary Public

My Commission Expires: Jan. 31, 2000

RICHARD T DIAMOND
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires Jan. 31, 2000

STATE OF _____
COUNTY OF _____

Before me, _____, a Notary Public of the State and County aforesaid, personally appeared _____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged _____ self to be _____ of the _____, the within named bargainor, a corporation, and that _____ he as such _____ being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by _____ self as _____.

Witness my hand and official seal, at office in _____, this _____ day of _____, 19___.

_____
Notary Public

My Commission Expires: _____

WARANTY DEED

FROM

TO

EXHIBIT "A"

Legal Description

Land lying in the 32nd Councilmanic District of Davidson County, Tennessee and being more particularly described as follows:

Beginning at an iron pin (old) in the northerly right-of-way of Franklin Pike Circle, said point being the southeasterly corner of the property described herein and the southwesterly corner of Nashville Lodge No. 72, B.P.O. Elks (D.B. 4498 - PG 118);

Thence, with said right-of-way N 82° 45' 44" W - 146.61' to a concrete monument;

Thence, following the right-of-way per T.D.O.T. Project #112-65-2(63)75 with a curve to the right having a delta of 126° 50' 28", a radius of 155.00, a length of 343.14' and a chord of N 18° 05' 16" W - 277.24' to an iron pin (new);

Thence, continuing with said right-of-way for the following three calls:

N 42° 24; 22" E - 17.50' to a concrete monument;
N 56° 12' 18" W - 5.90' to a concrete monument;
N 41° 42' 49" E - 65.60' to an iron pin (old);

Thence, leaving said right-of-way and with the southerly line of John J. January, Deed Book 6956, Page 270, Register's Office of Davidson County, Tennessee, S 74° 29' 58" E - 226.55' to an iron pin (old);

Thence, with the westerly line of the aforementioned Nashville Lodge No. 72, B.P.O. Elks, S 07° 25' 24" W - 289.06' to the Point of Beginning, containing 1.896± acres according to a survey made in the field by Thomas, Miller and Partners, Dated 3/22/95.

EXHIBIT "B" BOOK 9938PG 714

1. Taxes for 1996: A lien, but not yet due and payable.

2. Sanitary sewer and/or storm drainage easement of record in Book 5746, page 877, Register's Office for Davidson County, Tennessee, as shown on survey of Thomas, Miller & Partners, dated March 22, 1995.

3. Drainage facility and Temporary Construction Easement granted the State of Tennessee by deed from Robert K. Zelle and wife, Anne H. Zelle, of record in Book 9618, page 423, in said Register's Office, as shown on survey of Thomas, Miller & Partners, dated March 22, 1995.

4. Restrictive Covenants contained in an instrument of record in Book 9528, page 415, Register's Office for Davidson County, Tennessee, omitting any covenant or restriction based on race, color, religion, sex, handicap, familial status, or national origin.

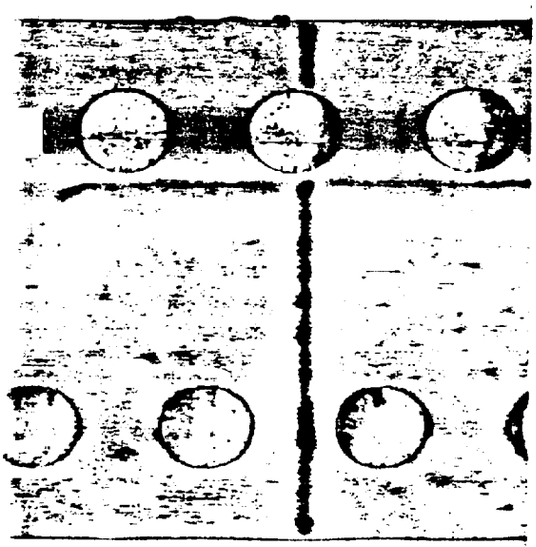
5. Plan of record in Plat Book 7900, page 900, in said Register's Office, as shown on survey of Thomas, Miller & Partners, dated March 22, 1995, shows the following:

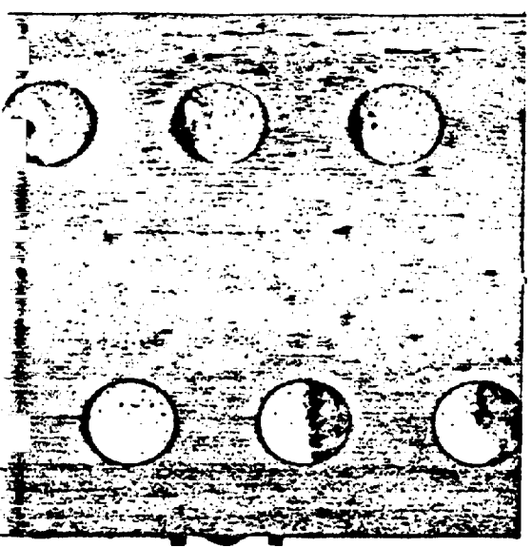
   T.D.O.T. Permanent Drainage Easement (Book 9618, page 423); 20' Storm Drainage Easement; Sanitary Sewer and/or Storm Drainage Easement (Book 5746, page 877); drainage ditch and pole encroachment and guy wire encroachment.

6. Survey of the subject property dated March 22, 1995 by Thomas, Miller & Partners shows the following:

   T.D.O.T. Permanent Drainage Easement (Book 9618, page 423); 20' Storm Drainage Easement; Sanitary Sewer and/or Storm Drainage Easement (Book 5746, page 877); drainage ditch and pole encroachment and guy wire encroachment.

IDENTIF. ↑ REFERENCE
014433
96 FEB -5 PM 3:38
FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN.
4855 02/05 0101 03CHECK 2903.00





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

RECEIVED OF _____

FOR _____

BOOK 9938 PG 715

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
780000.00
CON TX 2886.00
PRFEE 1.00
WDEED 16.00
TOTAL 2903.00
CHECK 2903.00
02/05/96 01 15:42 0001 4855

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0147433
IDENTIF. ↑ REFERENCE

96 FEB -5 PM 3:38
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1003083