[BHP to First Zephyr]

This instrument prepared By:
Sherraro & Roe
424 Church St., Ste 2000
Nashville Tn 37219

BOK 62

**SPECIAL WARRANTY DEED**

BOOK 10118 PG 729

Address New Owner:
First Zephyr, Ltd.
3100 McKinnon, Suite 100
Dallas, Texas 75201

Send Tax Bills To:
Same

Map & Parcel No.:

Map 160

Parcels 210 and 211

FOR AND IN CONSIDERATION of Ten Dollars ($10.00) cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, BRENTWOOD HOTEL PARTNERS, L.P., a Delaware limited partnership with A/FC Properties, Ltd., a Texas limited partnership as its General Partner (hereinafter referred to as the "Grantor"), has bargained and sold, and does hereby transfer and convey unto FIRST ZEPHYR, LTD., a Texas limited partnership (hereinafter referred to as the "Grantee"), certain real estate in Davidson County, Tennessee; to wit:

See Exhibit A attached hereto and incorporated herein by reference.

This conveyance is made subject and subordinate to those encumbrances and exceptions (the "Permitted Exceptions") set forth in Exhibit B which is attached hereto and made a part hereof for all purposes, but only to the extent that they affect or relate to the Property.

TO HAVE AND TO HOLD the Property, subject to the Permitted Exceptions, as aforesaid, unto Grantee, its heirs, executors, legal representatives, successors and assigns, forever; and Grantor does hereby bind itself, its heirs, executors, legal representatives, successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its heirs, executors, legal representatives, successors and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof, by, through or under Grantor, but not otherwise.

All ad valorem taxes and assessments for the Property for the year in which this deed is executed have been prorated by the parties hereto as of the effective date of this deed, and Grantee by its acceptance of this deed hereby expressly assumes liability for the payment of all ad valorem taxes and assessments for said year and subsequent assessments for prior years due to change in land usage or ownership.

0202785

IDENTIFICATION REFERENCE

IN WITNESS WHEREOF, this Special Warranty Deed has been executed by Grantor on this 10 day of July, 1996, to be effective as of the 10th day of July, 1996.

GRANTOR:

Brentwood Hotel Partners, L.P., a
Delaware limited partnership

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

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

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

AFC MANAGEMENT, INC. CORPORATE SEAL TEXAS

By: _____
Name: Kevin J. Martin
Title: Secretary

BOOK 10118 PG 731

THE STATE OF COLORADO §
CITY AND §
COUNTY OF DENVER §

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Kevin J. Martin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Secretary of A/FC Management, Inc., a Texas corporation, general partner of A/FC Holdings, Ltd., a Texas limited partnership, the general partner A/FC Properties, Ltd., a Texas limited partnership, the sole general partner of BRENTWOOD HOTEL PARTNERS, L.P., a Delaware limited partnership, the within named bargainor, and who further acknowledged that he is such Secretary, being authorized so to do, executed the foregoing instrument on behalf of said corporation as the ultimate general partner of A/FC Properties, Ltd., a Texas limited partnership, the sole general partner of the Bargainor, for the purposes therein contained, by signing the name of BRENTWOOD HOTEL PARTNERS, L.P. by its general partner, A/FC Properties, Ltd., a Texas limited partnership.

Witness my hand and seal, at office in Denver, Colorado, this 10th day of July, 1996.

Donna Kirk
Notary Public, State of Colorado
Donna Kirk

NOTARY PUBLIC
DONNA
KIRK
STATE OF COLORADO

My Commission Expires:

February 25, 1997

BOOK 10118 PG 732

STATE OF Colorado )
City and )
COUNTY OF Denver )

The actual consideration of value whichever is greater, for this transfer is $825,667.53.

Affiant Kevin J. Martin

Subscribed and sworn to before me, this the 10th day of July, 1996.

Notary Public, State of Colorado
Donna Kirk

My Commission Expires:

February 25, 1997

NOTARY PUBLIC
DONNA
KIRK
STATE OF COLORADO

BOOK 10118 PG 733

**EXHIBIT A**
**TO**
**SPECIAL WARRANTY DEED**

**Real Estate**

An undivided 4.2503 percent (4.2503%) interest in that certain real estate in Davidson County, Tennessee, described in Exhibit A-1 attached hereto and incorporated herein by reference.

Exhibit "A"

LEGAL DESCRIPTION

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 recorded in Plat Book 6900, page 328, Register's Office for Davidson County, Tennessee and as amended by Plat 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 North 85° 58' West, 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, Register's Office for Davidson County, Tennessee, North 03° 54' 34" East, 365.00 feet to an iron pin;

THENCE, leaving said line North 48° 54' 34" East, 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 South 52° 02' 55" East, 37.57 feet;

SOUTH 55° 57' 57" East, 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 a chord of South 25° 57' 57" East, 360.00 feet;

SOUTH 04° 02' 03" West, 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 South 49 degrees 02' 03" West, 42.43 feet.

THENCE, with said northerly margin North 85° 57' 57" West, 414.20 feet to the point of beginning.

BEING the same property conveyed to Radnor/Old Hickory Partnership, by Deed of Record in Book 7613, page 515, Register's Office for Davidson County, Tennessee, and subsequently conveyed to Brentwood Hotel Partners, L.P., by Deed of Record in Book 9571, page 339, Register's Office for Davidson County, Tennessee.



RECORDERS MEMO
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TRACT II: ACCESS EASEMENT



Brentwood Commons Way

BEING an easement of record in Book 7263, page 323, in the Register's Office for 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, Register's Office for Davidson County, Tennessee, 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 South 85° 57' 57" East, 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, Register's Office for Davidson County, Tennessee;

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 North 49° 02' 03" East, 42.43 feet to an iron pin;

THENCE, North 04° 02' 03" East, 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 North 25° 57' 57" West, 360.00 feet;

THENCE, North 55° 57' 57" West, 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 North 52° 02' 55" West, 37.57 feet;

THENCE, leaving said Lot No. 2 with the terminus of the herein described easement (Brentwood Commons Way) North 48° 54' 34" East, 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 South 53° 02' East, 21.96 feet;

THENCE, South 55° 57' 57" East, 88.72 feet to an iron pin;

THENCE, with an offset North 34° 02' East, 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



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60° 00' 00", a radius of 430.00 feet, a tangent distance of 248.26 feet and a chord of South 25° 57' 57" East, 430.00 feet;

THENCE, South 04° 02' 03" West, 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 South 49° 57' 57" East, 42.43 feet;

THENCE, with said margin North 85° 57' 57" West, 130.00 feet to the point of beginning.

Being part of the same property conveyed to Brentwood Hotel Partners, L. P., a Delaware limited partnership by deed from A/FC Properties, Ltd., a Texas limited partnership of record in Book 9571, page 339, Register's Office for Davidson County, Tennessee.

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EXHIBIT "B"

PERMITTED TITLE EXCEPTIONS

1. Taxes for 1996 and subsequent years, a lien, not yet due and payable.

   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 TCA 67-5-603 et seq.

2. Agreement for Dedication of Easement(s) as set forth in instrument recorded in Book 7855, page 131, RODC, being shown on a survey dated 8/11/94, last revised 6/14/96, prepared by Crawford Land Surveyors, P. C. (As to Tract II).

3. Covenants and Restrictions as contained in Book 7263, page 315, RODC.

4. Easement Agreement given to H. I. Brentwood Associates, Ltd., as set forth in instrument recorded in Book 7263, page 323, RODC, as shown on survey dated 8/11/94, last revised 6/14/96, prepared by Crawford Land Surveyors, P.C.

5. Subject to the right of others in and to the use of Tract II, being Brentwood Commons Way pursuant to the terms of Easement Agreement by and between Laing Properties, Inc., Grantor, and H. I. Brentwood Associates, Grantee, dated June 3, 1987, of record in Book 7263, page 323, RODC and rights-of-way dedicated pursuant to the plan of record in Book 6900, page 328, RODC, as amended in Book 7604, page 644, and as further dedicated in plan of record in Plat Book 7900, pages 990 and 991, RODC.

6. Rights of others in Easement(s) Agreement, as set forth in instrument recorded in Book 8167, page 251, RODC, as shown on survey dated 8/11/94, last revised 6/14/96, prepared by Crawford Land Surveyors, P.S., Surveyors.

7. All matters shown on survey dated 6/14/96, prepared by Crawford Land Surveyors, P. C., Surveyors.

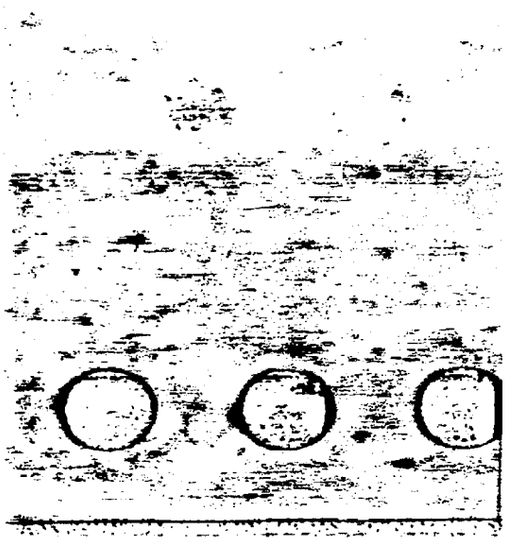
8. Subject to assessments not yet due and payable pursuant to Declaration of Protective Covenants and Owners Association for Brentwood Commons Office Park of record in Book 7619, page 198, RODC.

9. All matters shown on Plat entitled 2nd Revision Brentwood Commons of record in Plat Book 7900, page 990 and 991, RODC (Tract II).

10. Subject to applicable zoning and building regulations and permits and all visible easements and encroachments.

11. Rights of tenants in possession with respect to Enterprise Rent-A-Car Company of Tennessee and Circa Brentwood Permit, Inc., as tenants only.

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

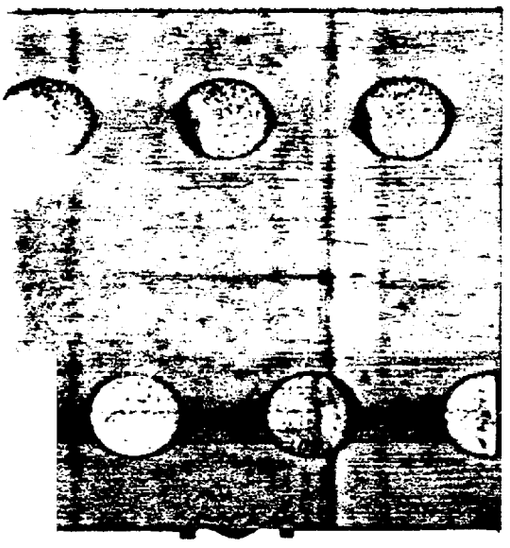
RECEIVED OF _____

FOR _____

BOOK 10118 PG 738

| | | |
|---|---|---|
| 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
825667.53
CON TX 3054.97
PRFEE 1.00
WDEED 36.00
TOTAL 3091.97
CHECK 3091.97

07/11/96 01 15:06 0001 4359

**RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK**

0202785
IDENTIF. # REFERENCE

95 JUL 11 PM 3:05

DAVID

No. 1062052