BOOK 10322 PG 468

This instrument prepared by:
Drury Hotels Corp.
10801 Pear Tree Lane
St. Louis, MO 63074

Upon recording and send tax bills to:
UMI Management, Inc.
Prakesh R. Patel
8976 Terwilligers View Court
Cincinnati, Ohio 45249

Map 107 & Parcel #86

WARRANTY DEED

STATE OF TENNESSEE)
) KNOW ALL MEN BY THESE PRESENTS THAT:
COUNTY OF DAVIDSON)

DRURY HOTELS CORP., a Missouri Corporation ("Drury"),

with principal offices at 10801 Pear Tree Lane, St. Louis, Missouri 63074, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other valuable consideration to the undersigned paid by the Grantee herein named, the receipt of which is hereby acknowledged, has GRANTED, SOLD AND CONVEYED, and by these presents does GRANT, SELL AND CONVEY unto

UMI MANAGEMENT, INC., an Ohio corporation ("Grantee"),

with principal offices at 8976 Terwilligers View Court, Cincinnati Ohio 45249, real property in the City of Nashville, Davidson County, Tennessee, as described on Exhibit A attached hereto and made a part hereof (the "Premises").

This conveyance is subject to any and all set-back lines, conditions, restrictions, covenants and easements of record listed on Exhibit B attached hereto and made a part hereof. All real estate, ad valorem and personal property taxes and sewer rents, charges and assessments shall be the responsibility and obligation of Grantee from and after January 1, 1997.

This is improved property known as 837 Briley Parkway, Nashville, Tennessee.

The legal description has not changed from the previous conveyance, with a new survey being done by Ragan Smith, dated August 3, 1992, last revised December 11, 1996, Job No. 76-304.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging, unto the said Grantee, its successors and assigns forever; and Grantor does hereby bind itself, its successors and assignees forever to WARRANT AND FOREVER DEFEND all and singular the said premises unto the said Grantee, its successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof.

EXECUTED this 13th day of January, 1997.

(SEAL)

ATTEST:

Joseph B. Pereles
Secretary

DRURY HOTELS CORP.

By: _____
Charles L. Drury, Jr.
President

97 JAN 17 AM 10:06
REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

IDENTIFICATION REFERENCE
0265000

BOOK 10322 PG 469

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

On this 13th day of January, 1997, before me personally appeared CHARLES L. DRURY, JR., to me personally known, who being by me duly sworn, did say that he is President of Drury Hotels Corp., a corporation of the state of Missouri, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Charles L. Drury acknowledged said instrument to be the free act and deed of said corporation, and for the purposes and consideration shown therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in St. Louis County, Missouri, the day and year first above written.

NOTARY PUBLIC NOTARY PENNY SEAL STATE OF MISSOURI

Penny Beth Carlyon
Notary Public

My Commission Expires:

PENNY BETH CARLYON
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP. JULY 24,1997

PENNY BETH CARLYON
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP. JULY 24,1997

CONSIDERATION AFFIDAVIT

BOOK 10322 PG 470

STATE OF TENNESSEE)
) ss.
COUNTY OF DAVIDSON)

The actual consideration or the fair market value, whichever is greater, for the transaction is $2,725,000.00.

UMI MANAGEMENT, INC.

By: Prakash R. Patel
Prakash R. Patel, President

Sworn and subscribed to before me on January 15, 1997.

Notary Public

My commission expires: 9/27/97

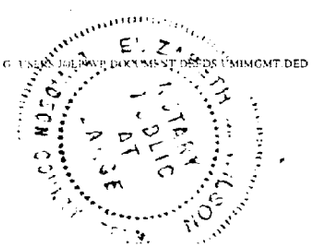


EXHIBIT A
PROPERTY DESCRIPTION

A parcel of land in the Second Civil District of Metropolitan Nashville and Davidson County, Tennessee, being part of Lot No. 2 as shown on the Subdivision Plat entitled Section Four "Camelot On The Parkway", of record in Book 5060, Page 172, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Commencing at a point in the westerly right-of-way of Briley Parkway at the northwest return curve of the intersection of Briley Parkway and Glastonbury Drive; thence, in a southerly and southwesterly direction with said return curve to the right, a distance of 61.33 feet to a point in the northerly right-of-way of Glastonbury Drive; thence, in a southwesterly direction with the northerly right-of-way line of Glastonbury Drive and a curve to the left a distance of 211.50 feet to an existing iron pin, the **Point of Beginning** of the herein described parcel; thence,

1. Continuing with the northerly right-of-way line of Glastonbury Drive in a southwesterly direction, with a curve to the left having a radius of 1019.31 feet, a distance of 123.73 feet to an existing iron pin at the southeasterly corner of the Edwin B. Raskin, Trustee property of record in Book 7986, Page 704, R.O.D.C., Tennessee; said curve has a chord bearing and distance of S 50° 17' 40" W, 123.65 feet; thence,

2. Leaving the northerly right-of-way line of Glastonbury Drive, with the easterly line of Raskin, Trustee property, N 17° 17' 53" W, 625.23 feet to an existing concrete monument in the southerly property line of Lot 234 on the recorded plat of Bel Air Subdivision of record in Book 2900, Page 29. R.O.D.C., Tennessee; thence,

3. Leaving the easterly line of Raskin, Trustee property, with the northerly line of said Lot 234, S 85° 16' 27" E, 124.70 feet to an existing concrete monument, the terminus of the westerly right-of-way line of Dabbs Avenue (50-foot right-of-way); thence,

4. With the terminus of said Dabbs Avenue, S 87° 03' 45" E, 50.50 feet to an existing concrete monument, the terminus of the easterly right-of-way line of Dabbs Avenue; thence,

5. With the southerly property line of Lot 235 on the aforementioned recorded plat of Bel Air Subdivision, S 88° 06' 00" E, 203.33 feet to an existing broken concrete monument in the westerly right-of-way line of Briley Parkway (180-foot right-of-way); thence,

6. With said westerly right-of-way line of Briley Parkway, in a southerly direction with a 2090.00-foot radius curve to the left a distance of 231.91 feet to an existing railroad spike in the northeasterly corner of the property leased by Denny's Inc., of recorded in Book 6498, Page 746, R.O.D.C., Tennessee; said curve having a chord bearing and distance of S 15° 34' 50" E, 231.79 feet; thence,

7. With the northerly line of the property leased to Denny's Inc., S 72° 42' 07" W, 233.74 feet to an existing concrete monument, the northwesterly corner of Denny's Inc.; thence,

8. With the westerly lease line of Denny's Inc., S 17° 17' 53" E, 215.33 feet to the point of beginning and containing 130,549 square feet or 2.997 acres.

Being the same property conveyed by Drury Inns, Inc., to Drury Hotels Corp., in Book 9246, Page 270, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. 1997 State and County taxes.

2. Subject to the Plan of record in Book 5060, page 172, said Register's Office which shows an owner's certificate, a 10-foot easement for public utility purposes along the northerly line of said lot and a 3 x 15 foot utility anchor easement located on the middle portion of the easterly line of said lot.

3. Subject to easement for right of ingress and egress and other rights accruing to the Lessee under that Lease Agreement between Drury Inns, Inc., a Missouri Corporation (Lessor) and Denny's, Inc. (Lessee) of record in Book 6498, page 746, said Register's Office.

4. Subject to public right of flight for the passage of aircraft and right to cause noise in airspace as set out in the deed of record in Book 5169, page 818, said Register's Office.

5. Subject to easement for sanitary sewers and/or storm drainage granted to the Metropolitan Government of Nashville and Davidson County, TN of record in Book 5216, page 933, said Register's Office.

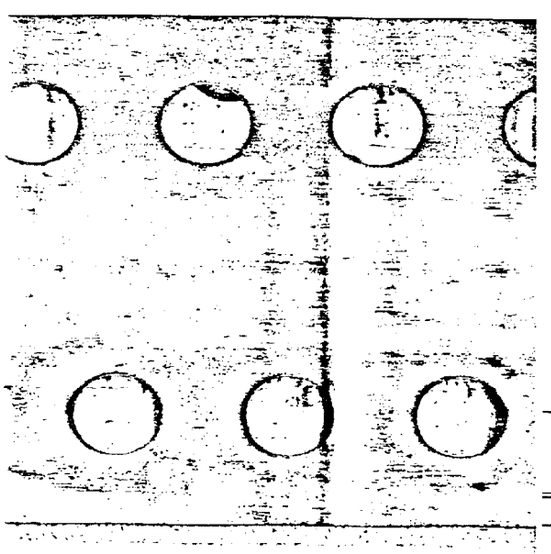
6. Subject to the conveyance of a 6-inch water main to serve the property in question of record in Book 5275, page 557, said Register's Office.

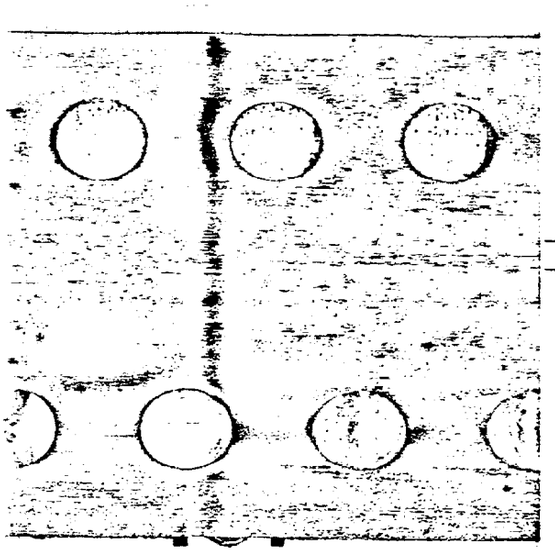
7. Subject to underground cable lines of ViaCom Cablevision Company.

8. Subject to electric power lines of Tennessee Electric Membership Corporation.

9. Subject to gas lines of Nashville Gas Company.

5705 01/17 0101 03CHECK 10103.50





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

RECEIVED OF _____

FOR _____

BOOK 10322 PG 473

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	
				2725000.00
			CON TX	10082.50
			PRFEE	1.00
			WDEED	20.00
			TOTAL	10103.50
			CHECK	10103.50
01/17/97		01	10:08	0001 5705

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0265000
IDENTIF. ↑ REFERENCE

97 JAN 17 AM 10:06
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1108201