Part 49

483141.3

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (MSP)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

BOOK 10350 PG 74

Address New Owner	Send Tax Bills To:	Map-Parcel Number(s)
Nashville Hotel Group, LLC c/o Coastal Development Company, LLC 6 Charlotte Street Charleston, SC 29403 Attention: Tom Wood	SAME	93-6-1-99

WHEREAS, the Capitol Mall Redevelopment Project Plan (the "Redevelopment Plan") has been adopted pursuant to those certain ordinances adopted by the Metropolitan Council of the Metropolitan Government of Nashville and Davidson County, Tennessee, said ordinances being numbered 77-716, 82-845, 87-1695, 91-1567 and 93-774, respectively (collectively the "Metro Ordinance");

WHEREAS, the Metropolitan Development and Housing Agency is the owner and holder of record of fee simple title to certain real property located within the geographic area of the Capitol Mall Redevelopment Project, as described in the Redevelopment Plan (the "Redevelopment Area"), including without limitation the property located at 170 Fourth Avenue North in Nashville, Davidson County, Tennessee, as more particularly hereinafter described (the "Property");

WHEREAS, in order to finance a portion of the acquisition costs of such Property, as authorized pursuant to the Metro Ordinance and the provisions of Tennessee Code Annotated Sections 13-20-101 et.seq. (the "Act"), The Metropolitan Development and Housing Agency has issued its Tax Increment Revenue Bond (Marriott Project I) dated January 31, 1997 in the amount of $1,300,000 (the "TIF Bond");

WHEREAS, pursuant to the Redevelopment Plan and Sections 13-20-202, 13-20-204, 13-20-209 and 13-20-210 of the Tennessee Code Annotated, The Metropolitan Development and Housing Agency is authorized to sell portions of the property within the Redevelopment Area, including without limitation, the Property;

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, the METROPOLITAN DEVELOPMENT AND HOUSING AGENCY, a public body and body corporate and politic organized and existing in accordance with the provisions of the Act ("Grantor"), has this day bargained and sold, and does hereby transfer and

convey unto NASHVILLE HOTEL GROUP, LLC ("Grantee"), certain real property in Davidson County, Tennessee, described as follows:

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located in the southeasterly quadrant of the intersection of Fourth Avenue North and Church Street, being a part of Lot No. 54 as shown on the plan of the Original Town of Nashville, not of record, and described according to Survey entitled Coastal Development Co. by Barge, Waggoner, Sumner and Cannon, Inc., William C. Watson, TN Lic. No. 1487, dated June 25, 1996, last revised October 29, 1996, as follows:

Beginning at the point of intersection of the southerly right-of-way line of Church Street and the easterly right-of-way line of Fourth Avenue North; thence with said southerly right-of-way line, N 59° 34' 28" E 173.06 feet to the point of intersection with the westerly right-of-way line of Printers Alley; thence with said right-of-way line, S 29° 50' 12" E 105.25 feet to a point; thence, leaving said right-of-way line with the northerly right-of-way line of Alley No. 17 S 59° 39' 14" W 173.03 feet to a point in the easterly right-of-way line of Fourth Avenue North; thence with said right-of-way line, N 29° 51' 00" W 105.01 feet to the point of beginning, containing 18,192 square feet or 0.42 acre, more or less.

Together with all of Grantor's right, title and interest in and to said Alley No. 17, the same being an alley lying immediately south of the above-described tract, and having an irregular width, but shown on said survey as being 11.4 feet in width at Fourth Avenue North, and 10.7 feet in width at Printers Alley.

Being the same property conveyed to Coastal Development Company of Tennessee, LLC by Warranty Deed from Cumberland Plaza Limited Partnership, of record in Book 10103, page 648, as modified by instrument of record in Book 10187, page 674, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Grantor by deed from Coastal Development Company of Tennessee, LLC, of record in Book 10350, page 70, said Register's Office.

The foregoing improved property is located at 170 Fourth Avenue North, Nashville, Davidson County, Tennessee. The description of the foregoing property is derived from the ALTA/ACSM Land Title Survey prepared by William C. Watson (Tennessee Registered Land Surveyor No. 1487) dated June 25, 1996 and last revised on October 29, 1996, said surveyor's address being c/o Barge, Waggoner, Sumner & Cannon, 162 Third Avenue North, Nashville, Tennessee 37219.

TO HAVE AND TO HOLD the said Property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

GRANTOR covenants and binds itself and its successors to warrant specially and forever defend the title to said Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth on Schedule I), but not further or otherwise.

By acceptance of this Special Warranty Deed, Grantee, for itself, its successors and assigns, covenants that Grantee shall not discriminate upon the basis of race, color, creed, sex or national origin in the sale, lease, or rental of the Property, or in the use or occupancy of the Property or any improvements erected or to be erected thereon.

Grantor certifies that all conditions precedent to the valid execution and delivery of this Special Warranty Deed on its part have been complied with and that all things necessary to constitute this Special Warranty Deed as a valid, binding, and legal agreement on the terms and conditions and for the purposes set forth herein have been done and performed and have happened, and that the execution and delivery of this Special Warranty Deed on its part have been and are in all respects authorized in accordance with the Redevelopment Plan, the Metro Ordinance, the Act and other applicable law.

IN WITNESS WHEREOF, Grantor has caused this instrument to be duly executed by its duly authorized officer as of the 31st day of January, 1997.

METROPOLITAN DEVELOPMENT AND
HOUSING AGENCY

By: _____
Jane L. Davis, Chairperson

Attest:

_____
Gerald F. Nicely,
Executive Director

STATE OF TENNESSEE)

BOOK 10350 PG 77

COUNTY OF DAVIDSON)

Personally appeared before me, a Notary Public, Jane L. Davis and Gerald F. Nicely, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained, and who further acknowledged that they are the Chairperson and Executive Director, respectively, of METROPOLITAN DEVELOPMENT AND HOUSING AGENCY, a public corporation, and are authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 31st day of January, 1997.

Doris F. Davis
Notary Public

My Commission Expires:

11-22-97

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $3,100,000, which amount is equal to or greater than the amount which the property transferred would command at a fair, voluntary sale.

Affiant

Subscribed and sworn to before me, this 31st day of January, 1997.

Michael S. Purcell
Notary Public

My Commission Expires:

July 25, 1998

SCHEDULE I

BOOK 10350 PG 78

Encumbrances

1. Real property taxes for 1997, a lien but not yet due and payable.

2. Settlement Agreement and Covenants of record in Book 6594, page 256, Register's Office of Davidson County, Tennessee.

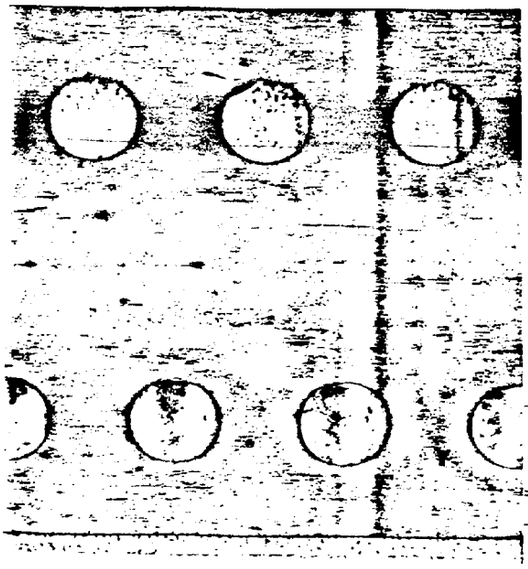
3. Metropolitan Government of Nashville and Davidson County, Tennessee, Ordinance No. 089-643, as amended, regarding adjacent alley No. 17, and easements for utilities reserved therein.

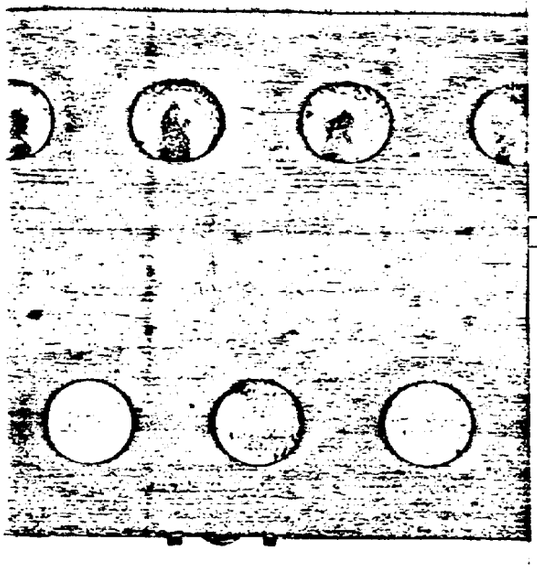
4. Restrictions contained in Book 9208, page 613, said Register's Office.

5. All matters shown on Survey No. 7642-04, dated June 25, 1996, last revised October 29, 1996, prepared by Barge, Waggoner, Sumner and Cannon, Inc.

483141.3

0273201
IDENTIFICATION REFERENCE
97 FEB 14 PM 2:16
DAVIDSON COUNTY TN
6537 02/14 0101 03CHECK 11491.00





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____ BOOK 10350 PG 79

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

CANT
3100000.00
CON TX 11470.00
PRFEE 1.00
WDEED 20.00
TOTAL 11491.00
CHECK 11491.00

02/14/97 01 14:17 0001 6537

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0273201
IDENTIF. # REFERENCE

97 FEB 14 PM 2:17

FILED
DAVIDSON COUNTY, TN.

No. 1116999