Box 35 (JBP)

THIS INSTRUMENT PREPARED BY: (JAG)
BAKER, DONELSON, BEARMAN & CALDWELL,
A Professional Corporation
511 Union Street, Suite 1700
Nashville, Tennessee 37219

BOOK 10363 PG 842

FROM: **THE LINCOLN NATIONAL LIFE INSURANCE COMPANY,**
an Indiana corporation ("GRANTOR")

TO: **STANTON HOTEL CORPORATION,**
a Delaware corporation ("GRANTEE")

ADDRESS NEW OWNER:

Stanton Hotel Corporation
Blaustein Building
1 North Charles Street
14th Floor
Baltimore, MD 21201

SEND TAX BILLS:

SAME

97 FEB 28 PM 1:36
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
027438

TAX PARCEL NUMBER

Map 26-00/Parcel 3

LIMITED WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) cash in hand paid by Stanton Hotel Corporation, a Delaware corporation ("Grantee") and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, The Lincoln National Life Insurance Company, an Indiana corporation ("Grantor") has bargained and sold, and by these presents does transfer and convey unto Grantee, it successors and assigns, all of its interest in and to certain tracts or parcels of land in Davidson County, Tennessee, described as follows, to-wit:

See Exhibit "A" attached hereto and made a part hereof.

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever.

And Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except for the matters shown on **Exhibit "B"** which is attached hereto and incorporated herein by reference.

And Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but no further or otherwise.

The word "Grantee" as used herein shall mean "Grantees" if more than one person or entity be referred to, and pronouns shall be construed according to their gender and number according to the context thereof.

Grantee acknowledges and agrees that the property is being purchased in its "as is-where is" condition with no representations or warranties, expressed or implied, as to the physical or operating condition or existence of any personal property, the physical or operating condition or existence of any of the property, the improvements on the property, condition of the roof, any past or existing vermin infestation, condition of plumbing or electrical service, the structural integrity of any improvements or buildings or the status of any leases with respect to the property, other than as stated in this Special Warranty Deed.

WITNESS this 29th day of January, 1997.

THE LINCOLN NATIONAL LIFE INSURANCE COMPANY

By: JoAnn E Becker

Its: VICE PRESIDENT

STATE OF INDIANA)
COUNTY OF ALLEN)

Before me, Martha A. Sprague, a Notary Public in and for the State and County aforesaid, personally appeared JoAnn E. Becker, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged ~~himself~~ herself to be the Vice President of **The Lincoln National Life Insurance Company**, an Indiana corporation (the "Corporation"), the within named Grantor, and that ~~he~~ she as such Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the Corporation by ~~himself~~ herself as such Vice President.

WITNESS my hand and seal at office, on this the 24th day of January, 1997.

Martha A. Sprague

Notary Public

My Commission Expires: 8-29-97

STATE OF ~~TENNESSEE~~ INDIANA)
COUNTY OF ALLEN)

The actual consideration or value, whichever is greater, for this transfer is $15,651,000.00.

JoAnn E Becker

AFFIANT

Subscribed and sworn to before me, this 24th day of January, 1997.

Martha A. Sprague

NOTARY PUBLIC Martha A. Sprague

My Commission Expires: 8-29-97

VR92/1923 VI

Exhibit "A"

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(Page 1 of 2 Pages)

Legal Description

Being the property located in Davidson County, Tennessee according to a survey prepared by Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, dated December 13, 1996, last revised January 3, 1997, Roger H. Fuqua, R.L.S., Tennessee License No. 502 and being more particularly described as follows:

(See page 2 of 2 attached)

Being the same property conveyed to The Lincoln National Life Insurance Company by Special Warranty Deed from Goodlettsville Warehouse Properties, a Tennessee Joint Venture, of record in Book 8717, Page 220, Register's Office for Davidson County, Tennessee, and by Special Warranty Deed from Space Park North (a Limited Partnership), a Tennessee limited partnership, of record in Book 8717, Page 226, said Register's Office.

EXHIBIT A

(Page 2 of 2 Pages)

Property Description

A tract of land in the City of Goodlettsville, Davidson County, Tennessee, being Parcel 3 on Tax Map 26 Metropolitan Nashville, Davidson County, Tennessee tax maps and also being Lot No. 1 and Reserved Parcel "A" on final plat Space Park North as of record in Book 5200, page 121, R.O.D.C., Tennessee and Lot No. 1 and Reserved Parcel "A", being more particularly described together as follows:

Beginning at an existing iron pin at the intersection of the easterly right-of-way line of South Cartwright Street and the westerly right-of-way line of Interstate 65, said pin being 2,248 feet, more or less, southerly from the southerly right-of-way line of Long Hollow Pike as measured along the easterly right-of-way line of South Cartwright Street; thence,

1. With the westerly right-of-way line of Interstate 65, a controlled access right-of-way, S 21° 28' 49" E, 128.73 feet to an existing highway concrete monument; thence,

2. Continuing with right-of-way of I-65 S 21° 22' 57" E, 397.31 feet to an existing concrete highway monument; thence,

3. Continuing with the right-of-way of I-65 S 21° 12' 38" E, 67.41 feet to an existing iron pin, northeast corner of Parcel 70 on Tax Map 26 owned by Maxine Sadler as of record in Will Book 158., page 7, R.O.D.C., Tennessee; thence,

4. With the north line of Sadler, an old fence line, S 84° 29'32" W, 240.02 feet to an iron pin set, northwest corner of Sadler; thence,

5. With the westerly line of Sadler, an old fence line, S 9° 01' 40" W, 2003.51 feet to an existing iron pin; thence,

6. Continuing with the line of Sadler S 77° 00' 23" W, passing an existing concrete monument at 358.18 feet, a total of 376.75 feet to an iron pin set on the easterly right-of-way line of CSX Transportation, Inc. railroad, formerly Louisville & Nashville Railroad Company; thence,

7. With the easterly right-of-way line of CSX railroad, as established and set out in Quitclaim Deed from L. & N. Railroad Company to Goodlettsville Warehouse Properties, a Joint Venture, recorded in Book 5375, page 589, R.O.D.C., Tennessee and being 50 feet east from the centerline of existing main tract of railroad N 12° 30' 09" W, 2086.70 feet to an existing iron pin, the southwest corner of Northgate Industrial Park Section One as of record in Book 4955, page 102, R.O.D.C., Tennessee; thence,

8. With the south line of Section One Northgate Industrial Park N 77° 29' 47" E, passing westerly right-of-way of South Cartwright Street at 1157.84 feet, a total of 1222.55 feet to an iron pin set on the easterly right-of-way line of South Cartwright Street; thence,

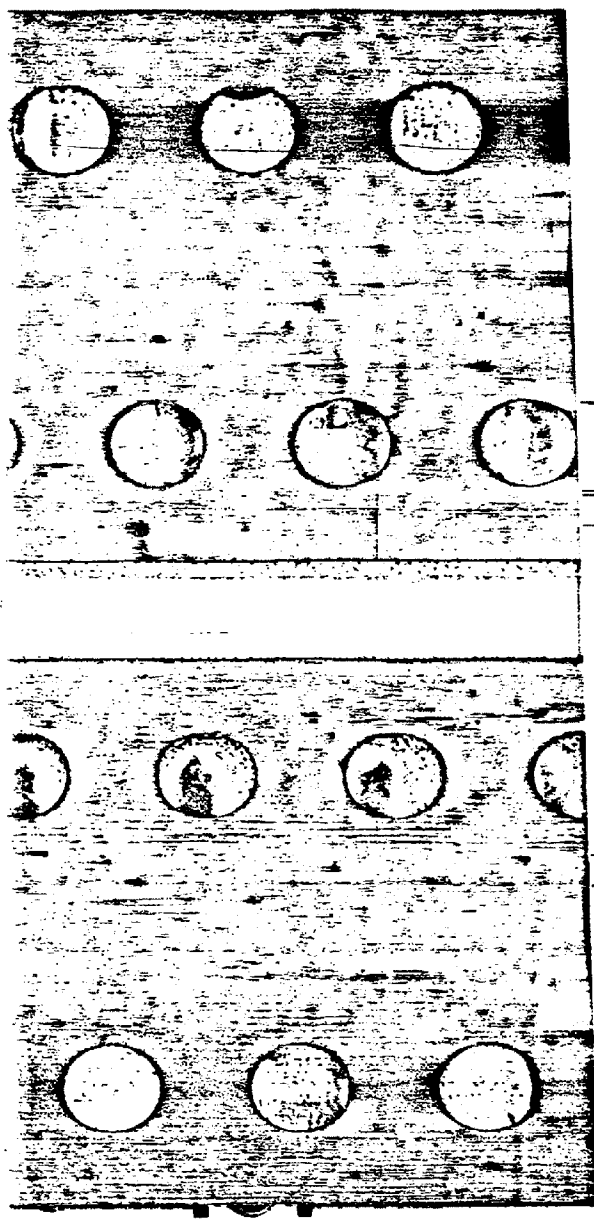
9. With the easterly right-of-way line of South Cartwright Street, with a curve to the left (radius 660.00 feet) northwestwardly a distance of 343.10 feet to the point of beginning and having a chord bearing and distance of N 6° 23' 58" W, 339.248 feet and containing 1,693,346 square feet or 38.874 acres.

Exhibit "B"

Permitted Encumbrances

1. Taxes for the year 1997 and subsequent years, a lien, but not yet due and payable.
2. All matters appearing on the Plan of Space Park North of record in Plat Book 5200, page 121, Register's Office for Davidson County, Tennessee.
3. Easement to Metropolitan Government of Nashville and Davidson County of record in Book 7231, page 347, Register's Office for Davidson County, Tennessee.
4. Easement to Madison Suburban Utility District of record in Book 4377, page 97, Register's Office for Davidson County, Tennessee.
5. Order for a right of way of record in Book 7363, page 795, Register's Office for Davidson County, Tennessee.
6. Lease Agreement of record in Book 7005, page 769, Register's Office for Davidson County, Tennessee.
7. Terms and Conditions of Billboard Lease Agreement of record in Book 7901, page 595, Register's Office for Davidson County, Tennessee.
8. Matters shown on the survey of Ragan-Smith-Associates, Inc. dated December 13, 1996, last revised January 3, 1997.
9. Rights of tenants, as tenants only, in possession under unrecorded leases.

1116 02/28 0101 03CHECK 57929-70



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

RECEIVED OF _____

FOR _____

BOOK 10363 PG 847

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
		CAMT 15,651,000.00		

CON TX 57908.70
PRFEE 1.00
WDEED 20.00
TOTAL 57929.70
CHECK 57929.70

02/28/97 01 13:39 0001 1116

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0277438
IDENTIF. ↑ REFERENCE

97 FEB 28 PM 1:36
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1122024