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 848

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 1:37
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
0277439

TAX PARCEL NUMBER

Tract 1 (18-00/115)
Tract 2 (18-00/114)
Tract 3 (19-00/19)

LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED is made and executed this 29th day of January, 1997, by **THE LINCOLN NATIONAL LIFE INSURANCE COMPANY**, an Indiana corporation (hereinafter called the "Grantor"), to **STANTON HOTEL CORPORATION**, a Delaware corporation, whose mailing address is Stanton Hotel Corporation Blaustein Building, 1 North Charles Street, Baltimore, MD 21201 (hereinafter called the "Grantee").

RECITAL:

Grantor simultaneously with the execution and delivery of this Limited Warranty Deed executed and delivered to Grantee a Quitclaim Deed wherein Grantor conveyed to Grantee land as described in the deed of record in Book 8717, page 232, Register's Office for Davidson County, Tennessee ("Grantor's Deed"), being the deed by which Grantor was conveyed title to the land described in the Quitclaim Deed. The description of the land as recited in Grantor's Deed was taken from a survey prepared by Ragan-Smith-Associates, Inc. dated June 26, 1992. The description attached to this Limited Warranty Deed as **Exhibit "A"** was also prepared by Ragan-Smith-Associates, Inc., as shown on the survey dated August 20, 1992, last revised January 13, 1997. The description on **Exhibit "A"** attached hereto shows the land conveyed hereinafter consists of 5.433 acres, more or less, versus 5.438 acres, more or less, as shown in Grantor's Deed. Grantor and Grantee have agreed that the description on **Exhibit "A"** attached hereto is the correct description and the description recited in Grantor's Deed is incorrect as the result of surveyor error. Notwithstanding that Grantor and Grantee acknowledge that the description attached hereto as **Exhibit "A"** is the correct description of the land owned by Grantor at the time of the conveyance hereinafter made by Grantor, Grantor executed and delivered the Quitclaim Deed conveying any interest, if any, it might have in the land, as described in Grantor's 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 29th day of January, 1997.

Martha A. Sprague
Notary Public

My Commission Expires: 8-29-97

N VRS231826 V1

STATE OF INDIANA)
COUNTY OF ALLEN)

BOOK 10363 PG 850

The actual consideration or value, whichever is greater, for this transfer is $3,499,000.00.

John E Becker
AFFIANT

Subscribed and sworn to before me, this 29th day of January, 1997.

Martha A. Sprague
NOTARY PUBLIC Martha A Sprague

My Commission Expires: 8-29-97

Exhibit "A"

Legal Description

Being the property located in Davidson County, Tennessee described as Tracts 1, 2 and 3 according to a survey prepared by Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, dated June 26, 1992, last revised January 13, 1997, John O. Spry, R.L.S., Tennessee License No. 727 and being more particularly described as follows:

PROPERTY DESCRIPTION - TRACT 1

A tract of land lying in the City of Goodlettsville, Davidson County, Tennessee, being Parcel 115 on Metropolitan Nashville, Davidson County, Tennessee, Tax Map 18, and being more particularly described as follows:

BEGINNING at an iron pin set on the east right-of-way line of Old Stone Bridge Road, said iron pin being 1,603.22 feet southeasterly measured along said east right-of-way line, from the east right-of-way line of Dickerson Pike (U.S. Highway 41 and 31W and State Route 11);

1. THENCE with the east right-of-way line of said Old Stone Bridge Road, North 25 degrees 42 minutes 00 seconds West a distance of 119.91 feet to an iron pin set at the point of curvature of the following curve;

2. THENCE continuing with said east right-of-way line, northwesterly along a curve to the left, having a delta angle of 31 degrees 47 minutes 00 seconds, a radius of 346.17 feet, and a chord of North 41 degrees 35 minutes 30 seconds West 189.58 feet, an arc distance of 192.03 feet to an iron pin set at the point of tangency;

3. THENCE continuing with said east right-of-way line of North 57 degrees 29 minutes 00 seconds West, a distance of 652.15 feet to an existing iron pin in concrete at the point of curvature of the following curve;

4. THENCE continuing with said east right-of-way line, northwesterly along a curve to the right having a delta angle of 22 degrees 58 minutes 00 seconds, a radius of 388.49 feet, and a chord of North 46 degrees 00 minutes 00 seconds West 154.68 feet, an arc distance of 155.72 feet to an existing iron pin at the point of tangency;

5. THENCE continuing with said east right-of-way line, North 34 degrees 31 minutes 00 seconds West, a distance of 161.15 feet to an existing iron pin at the point of curvature of the following curve;

6. THENCE continuing with said east right-of-way line, westerly along a curve to the left having a delta angle of 62 degrees 14 minutes 14 seconds, a radius of 174.55 feet and a chord of North 65 degrees 38 minutes 07 seconds West 180.42 feet, and arc distance of 189.60 feet to a set iron pin; said pin being the southeast property corner of a tract of land deeded to the City of Goodlettsville as of record in Book 8696, page 595, R.O.D.C., Tennessee;

7. THENCE leaving said east right-of-way line, with the easterly property line of the City of Goodlettsville tract, North 15 degrees 36 minutes 00 seconds West a distance of 140.57 feet to a set iron pin;

8. THENCE South 59 degrees 56 minutes 00 seconds East a distance of 39.21 feet to a set iron pin;

9. THENCE North 44 degrees 06 minutes 00 seconds East, passing through a witness iron pin at 22.64 feet, a total distance of 88.00 feet to a point in the center of Mansker Creek; said point being on the southwest line of the land of J. B. Jackson, Jr., etux, as of record in Book 290, Page 236, R.O.S.C., Tennessee;

10. THENCE with the center of Mansker Creek and the southwesterly line of said Jackson land, South 45 degrees 54 minutes 00 seconds East a distance of 183.95 feet to a point;

11. THENCE with the center of Mansker Creek and the southwesterly line of said Jackson Land, South 28 degrees 14 minutes 00 seconds East a distance of 332.94 feet to a point;

12. THENCE with the center of Mansker Creek and the southwesterly line of said Jackson land, South 64 degrees 03 minutes 00 seconds East a distance of 604.26 feet to a point;

13. THENCE with the center of Mansker Creek and the southwesterly line of said Jackson land, South 32 degrees 45 minutes 00 seconds East a distance of 171.04 feet to a point;

14. THENCE with the center of Mansker Creek and the southwesterly line of said Jackson land, South 53 degrees 08 minutes 00 seconds East a distance of 182.40 feet to a point;

15 THENCE with the center of Mansker Creek and the southwesterly line of said Jackson land, South 77 degrees 31 minutes 00 seconds East a distance of 42.00 feet to a point;

16 THENCE leaving Mansker Creek, South 27 degrees 14 minutes 00 seconds West, passing through a witness iron pin at 56.84 feet, a total distance of 164.06 feet to the POINT OF BEGINNING.

CONTAINING 133,580 square feet or 3.067 acres, more or less.

Being part of the property conveyed to The Lincoln National Life Insurance Company of record in Book 8717, Page 232, R.O.D.C., Tennessee and being part of Tract 1 on the Plan of Section One, Old Stone Bridge Subdivision, as of record in Plat Book 6250, Page 696, R.O.D.C., Tennessee

N VRS231826 V1

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

PROPERTY DESCRIPTION - TRACT 2

A tract of land lying in the City of Goodlettsville, Davidson County, Tennessee, being Parcel 114 on Metropolitan Nashville, Davidson County, Tennessee Tax Map 18, and being more particularly described as follows:

BEGINNING at an existing iron pin in the north right-of-way line of the CSX Transportation railroad, being South 57 degrees 13 minutes 00 seconds East 148.21 feet measured along said north right-of-way line from the east right-of-way line of Dickerson Pike (U.S. Highway 41 and 31W and State Route 11), said iron pin also marks the south corner of Lot 1 on the final plat of the Oscar Mayer Industrial Park as of record in Plat Book 5210, Page 382;

1. THENCE with the southeast line of said Lot 1, North 22 degrees 54 minutes 00 seconds East a distance of 379.22 feet to an existing iron pin on the west right-of-way line of Old Stone Bridge Road;

2. THENCE with said west right-of-way line, southeasterly along a curve to the left, having a delta angle of 12 degrees 50 minutes 00 seconds, a radius of 448.49 feet and a chord of South 51 degrees 04 minutes 00 seconds East 100.25 feet, an arc distance of 100.46 feet to an iron pin set at the point of tangency.

3. THENCE continuing with said west right-of-way line, South 57 degrees 29 minutes 00 seconds East a distance of 652.15 feet to an iron pin set at the point of curvature of the following curve;

4. THENCE continuing with said west right-of-way line, along a curve to the right, having a delta angle of 31 degrees 47 minutes 00 seconds a radius of 286.17 feet, and a chord of South 41 degrees 35 minutes 30 seconds East 156.72 feet, an arc distance of 158.75 feet to an iron pin set at the point of tangency;

5. THENCE continuing with said west right-of-way line, South 25 degrees 42 minutes 00 seconds East a distance of 497.93 feet to an existing iron pin marking a northeast corner of the land of Oscar Mayer Foods as of record in Book 4592, Page 376, R.O.D.C., Tennessee

6. THENCE with the north line of said Oscar Mayer land, South 65 degrees 51 minutes 00 seconds West a distance of 182.44 feet to an existing iron pin on the north right-of-way line of said CSX Railroad;

7. THENCE with said north right-of-way line, northwesterly along a curve to the left having a delta angle of 12 degrees 04 minutes 56 seconds, a radius of 4040.03 feet, and a chord of North 51 degrees 10 minutes 29 seconds West 850.36 feet, an arc distance of 851.94 feet to an existing iron pin at the point of tangency;

8. THENCE continuing with said north right-of-way line, North 57 degrees 13 minutes 00 seconds West a distance of 316.95 feet to the **POINT OF BEGINNING.**

Containing **423,730 square feet or 9.728 acres, more or less.**

Being the same property conveyed to The Lincoln National Life Insurance Company as of record in Book 8717, Page 232 R.O.D.C., Tennessee and being all of Tract 2 on the Plan of Section One, Old Stone Bridge Subdivision as of record in Plat Book 6250, Page 696, R.O.D.C., Tennessee.

PROPERTY DESCRIPTION - TRACT 3

A tract of land in the City of Goodlettsville, Davidson County, Tennessee, being Parcel 19 on Metropolitan Nashville, Davidson County, Tennessee Tax Map 19, and being more particularly described as follows:

BEGINNING at an iron pin set on the east right-of-way line of Old Stone Bridge Road, said iron pin being 1,603.22 feet southeasterly measured along said east right-of-way line, from the east right-of-way line of Dickerson Pike (U.S. Highway 41 and 31W and State Route 11);

1. THENCE North 27 degrees 14 minutes 00 seconds East passing through a witness iron pin at 107.22 feet, a total distance of 164.06 feet to a point in the center of Mansker Creek, said point being on the south line of the land of J. B. Jackson, Jr., etux, as of record in Book 290, Page 236, R.O.S.C., Tennessee;

2. THENCE with the center of Mansker Creek and the south line of said Jackson land, South 77 degrees 31 minutes 00 seconds East a distance of 362.48 feet to a point;

3. THENCE with the center of Mansker Creek and the south line of said Jackson land, South 65 degrees 35 minutes 00 seconds East a distance of 365.95 feet to a point on the west right-of-way line of Interstate 65 (controlled access), said point being in the fence along said west right-of-way line;

4. THENCE with the west right-of-way line of Interstate 65 (controlled access), leaving Mansker Creek, South 25 degrees 16 minutes 00 seconds East a distance of 50.35 feet to a set iron pin; said iron pin being the northeast corner of the land of Oscar Mayer Foods as of record in Book 4592, Page 376, R.O.D.C., Tennessee;

5. THENCE with the north line of said Oscar Mayer land, South 64 degrees 27 minutes 23 seconds West a distance of 650.11 feet to an existing iron pin on the east right-of-way line of said Old Stone Bridge Road;

6. THENCE with the east right-of-way line of Old Stone Bridge Road, North 25 degrees 42 minutes 00 seconds West a distance of 454.57 feet to the **POINT OF BEGINNING;**

Containing **236,660 square feet or 5.433 acres, more or less.**

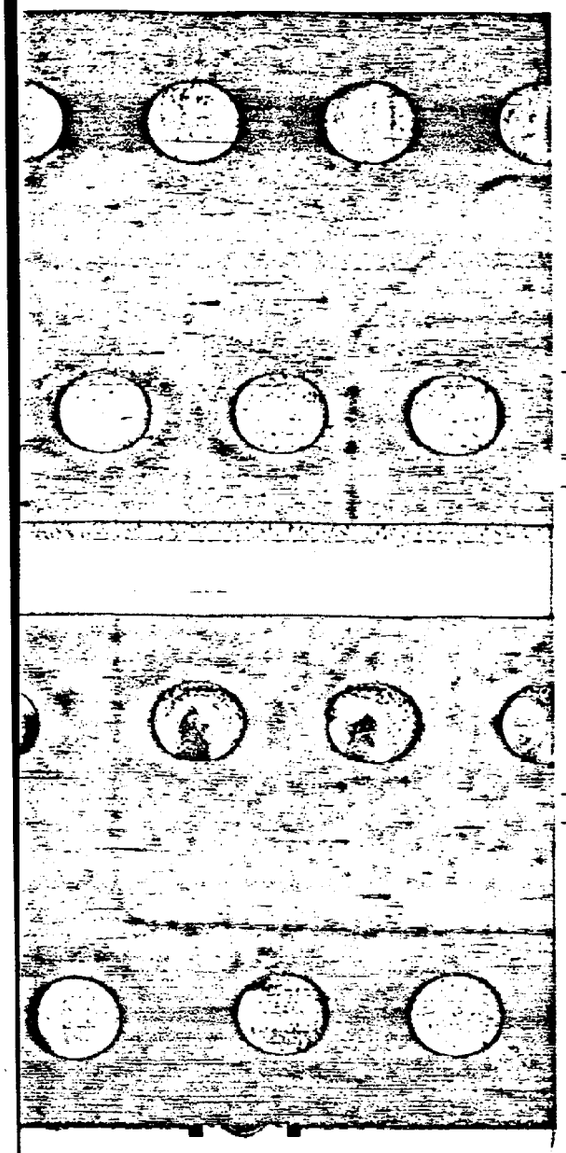
Being the same property conveyed to The Lincoln National Life Insurance Company as of record in Book 8717, Page 232, R.O.D.C., Tennessee and identified as Tract No. Three in the referenced deed and being all of Tract 3 on the Plan of Section One, Old Stone Bridge Subdivision, as of record in Plat Book 6250, Page 696, R.O.D.C., Tennessee

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 Section One, Old Stone Bridge Subdivision of record in Plat Book 6250, page 696, Register's Office for Davidson County, Tennessee. (As to Tracts 1, 2 and 3)
3. Easement for the flow of Mansker Creek and a large stream located along the northwesterly line of Tract No. 2.
4. Easement to Metropolitan Government of Nashville and Davidson County of record in Book 4580, page 299, Register's Office for Davidson County, Tennessee. (As to Tract 2)
5. Easement to Madison Suburban Utility District of record in Book 4419, page 472, Register's Office for Davidson County, Tennessee. (As to Tracts 1 and 3)
6. Easement for drainage to The State of Tennessee of record in Book 4185, page 983, Register's Office for Davidson County, Tennessee. (As to Tract 3)
7. Easement for sanitary sewers to The City of Goodlettsville, Tennessee of record in Book 4956, page 191, Register's Office for Davidson County, Tennessee. (As to Tract 1)
8. Fencing Contract of record in Book 2151, page 269, Register's Office for Davidson County, Tennessee. (As to Tract 2)
9. Matters shown on the survey of Ragan-Smith-Associates, Inc. dated June 26, 1992, last revised January 2, 1997.
10. Easements to the City of Goodlettsville for sanitary sewers and/or storm drainage, of record in Book 8676, page 222, Register's Office for Davidson County, Tennessee. (As to Tracts 1 and 3)
11. Rights of tenants, as tenants only, in possession under unrecorded leases.

1117 02/28 0101 03CHECK 20371-30



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10363 PG 854

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
5499000.00
CON TX 20346.30
PRFEE 1.00
WDEED 24.00
TOTAL 20371.30
CHECK 20371.30

02/28/97 01 13:41 0001 1117

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0277439
IDENTIF. ↑ REFERENCE

97 FEB 28 PM 1:37
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1122025