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 855

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 1:38
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
027740

TAX PARCEL NUMBER

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

QUITCLAIM DEED

THIS QUITCLAIM 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 Quitclaim Deed executed and delivered to Grantee a Limited Warranty Deed, wherein Grantor conveyed to Grantee land as described in Exhibit "A" attached thereto, which description was taken from a survey prepared by Ragan-Smith-Associates, Inc., dated August 20, 1992 and last revised on January 13, 1997. The description attached to this Quitclaim Deed was taken from a survey prepared by Ragan-Smith-Associates, Inc., dated June 26, 1992, last revised on August 20, 1992 and is the same description used in the deed of conveyance to Grantor which is of record in Book 8717, page 232, Register's Office for Davidson County, Tennessee ("Grantor's Deed"). The land described in Grantor's Deed consists of 5.438 acres, more or less, while the description of the land conveyed by Grantor to Grantee in the Limited Warranty Deed consists of 5.433 acres, more or less. Grantor and Grantee have agreed that the description in the Limited Warranty Deed is the correct description of the land owned by Grantor as of the date of this Quitclaim Deed and that the description in Grantor's Deed is in error as the result of a surveyor's error. Grantor executed and delivered this Quitclaim Deed to convey to Grantee the interest, if any, that Grantor has in the land described in Grantor's Deed.

FOR AND IN CONSIDERATION of no monetary consideration, The Lincoln National Life Insurance Company, an Indiana corporation ("Grantor"), by these presents does hereby quitclaim unto Stanton Hotel Corporation, a Delaware corporation ("Grantee"), its successors and assigns, its entire interest in and to the following described tract(s) of land:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

AND GRANTOR does hereby quitclaim unto GRANTEE, its successors and assigns, all its interest in the property described above to which reference is here made, and said property is conveyed subject to the same limitations, restrictions and encumbrances as may affect the premises.

WITNESS my hand, 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~~ 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~~ 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

STATE OF INDIANA)
COUNTY OF ALLEN)

The actual consideration or value, whichever is greater, for this transfer is $ -None-.

JoAnn 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

N VRS231927 V1

EXHIBIT A

Property Descriptions

PROPERTY DESCRIPTION - TRACT 1

A tract of land lying in the City of Goodlettsville, Davidson County, Tennessee, being part of Parcel 113 on Metropolitan Nashville, Davidson County, Tennessee Tax Map 13, 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 345.17 feet, and a chord of North 41 degrees 35 minutes 30 seconds West 189.576 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 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 154.683 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 iron pin set 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 180.419 feet, and arc distance of 189.60 feet to a set iron pin; said iron pin being the southeast property corner of a tract of land deeded to the City of Goodlettsville, as of record in Book 8698, 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.D.C., Tennessee;

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

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 54 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.

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 102;

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 100.245 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 curve to the right, having a delta angle of 31 degrees 47 minute 00 seconds, a radius of 286.17 feet, and a chord of South 41 degrees 35 minutes 30 seconds East 156.718 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 437.93 feet to an existing iron pin marking a northeast corner of the land of Oscar Mayer Foods as of record in Book 3991, page 467, 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 850.362 feet, an arc distance of 851.94 feet to an iron pin set 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;

BOOK 10363 PG 859

Containing 423,727 square feet or 9.727 acres, more or less.

PROPERTY DESCRIPTION - TRACT 3

A tract of land lying in the City of Goodlettsville, Davidson County, Tennessee, being Parcel 19 on Metropolitan Nashville, Davidson County, Tennessee Tax Map 59, 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 31 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 second 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 3391, page 467, R.O.D.C., Tennessee;

5. THENCE, with the north line of said Oscar Mayer land, South 64 degrees 24 minutes 00 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 455.21 feet to the POINT OF BEGINNING;

Containing 236,875 square feet or 5.438 acres, more or less.

Being the same property conveyed to The Lincoln National Life Insurance Company, by Special Warranty Deed from Space Park Properties, Ltd., a Tennessee limited partnership, of record in Book 8717, page 232, Register's Office for Davidson County, Tennessee.

1118 02/28 0101 03CHECK 20.00