After Recording Return To:
Michael Towbes
21 East Victoria Street, Suite 200
Santa Barbara, California 93101

188

This Instrument Prepared By:
Roger J. Reith
Motel 6
14651 Dallas Pkwy, Suite 500
Dallas, TX 75240

BOOK 10467 PG 507

WARRANTY DEED

THIS INDENTURE, made as of the 14 day of May, 1997, between the following parties:

GRANTOR: **Motel 6 Operating L.P., a Delaware limited partnership**
By: Motel 6 G.P., Inc., managing general partner

GRANTEE: **Ohio Six Limited**

WITNESSETH: That the Grantor, for and in consideration of One and No/100 dollars ($1.00) and other good and valuable consideration, the receipt of which are hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto the Grantee the premises described on Exhibit A attached to this deed, and all of the estate, right, title, and interest of the Grantor therein, with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims to homestead and dower therein.

TO HAVE AND TO HOLD said premises to the Grantee, its successors and assigns forever. And the Grantor, for itself, and for its successors and assigns, hereby covenants with the Grantee, its successors and assigns, that the Grantor is lawfully seized in fee simple of the premises conveyed; that it has full power, authority, and right to sell the same; that said premises are free from all encumbrances except as noted on Exhibit B; and that the Grantor will forever warrant and defend the premises and the title thereto against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor hereunder has caused this deed to be executed on the day and year first above written.

Motel 6 Operating L.P., a Delaware limited partnership

By: Motel 6 G.P., Inc., managing general partner

By: _____
Michael A. Ferraro
Sr. Vice President, Real Estate & Development

0308884
IDENTIF. ↑ REFERENCE

97 MAY 27 PM 2:20
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

LEGAL DEPT.
APPROVED
AS TO FORM

BOOK 10467 PG 508

STATE OF TEXAS)
)
COUNTY OF DALLAS)

Personally appeared before me Michelle Brue a Notary Public in and for said County and State, Michael A. Ferraro with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be Sr. Vice President Real Estate & Development of Motel 6 Operating L.P. a Delaware limited partnership By: Motel 6 G.P. Inc., Managing general partner, the within named bargainor, a corporation, and that he as such Sr. Vice President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Sr. Vice President, Real Estate & Development.

WITNESS my hand and seal, at office in Dallas, Texas, this 14th day of May, 1997.

MICHELLE BRUE
NOTARY PUBLIC
State of Texas
Comm. Exp 02-18-2001

Michelle Brue
Notary Public

My commission expires: ______________

* *

I hereby swear or affirm that the actual consideration of true value of this transfer, whichever is greater is $2,050,000.00.

Michael A. Ferraro
Affiant Michaal A. Ferraro
Sr. Vice President, Real Estate & Development

Sworn to and subscribed before me, this the 14th day of May 1997.

MICHELLE BRUE
NOTARY PUBLIC
State of Texas
Comm. Exp. 02-18-2001

Michelle Brue
Notary Public

My commission Expires: ______________

* *

Responsible Taxpayer: Ohio Six, Ltd.
21 East Victoria St., Suite 200
Santa Barbara, CA 93101-2605

* *

THE PREPARER OF THIS DEED HAS NOT CONDUCTED A TITLE SEARCH, AND MAKES NO REPRESENTATION REGARDING THE VALIDITY OF TITLE OF THE PROPERTY CONVEYED HEREIN.

EXHIBIT A

LEGAL DESCRIPTION

BOOK 10467 PG 509

Land in Davidson County, Tennessee, being Lot 3.1 as shown on the Plan of Metroplex, Section 2, as of record in Book 5190, page 710, Register's Office for Davidson County, Tennessee, and being bounded on the West by Metroplex Drive; on the North by Lot 3, Metroplex, Section 2 and Wheeler Cemetery; on the East by Meades Chapel Church of Christ; on the South by Lonnie J. Williams and being more particularly described according to a survey performed by Michael V. Holmes and Associates, Inc., dated June 1, 1988 and updated July 5, 1988 and March 1, 1989:

Beginning at a concrete monument corner common wit Lonnie J. Williams in the East right-of-way line of Metroplex Drive, said monument being located northerly 450.73 feet, more or less, from the North right-of-way line of Harding Place;

Thence with the East right-of-way line of Metroplex Drive, North 15 deg. 51' 17" West 154.61 feet to an iron pin, corner common with Lot 3, Metroplex, Section 2;

Thence leaving Metroplex Drive and with Lot 3, North 74 deg. 56' 09" East 224.70 feet to an iron pin, corner common with Lot 3, Metroplex, Section 2, and Wheeler Cemetery;

Thence with Wheeler Cemetery, South 64 deg. 31' 54" East 172.51 feet to an iron pin, corner common with Meades Chapel Church of Christ in the South line of Wheeler Cemetery;

Thence with Meades Chapel Church of Christ, South 24 deg. 31' 24" West 125.01 feet to a concrete monument corner common with Meades Chapel Church of Christ in the North line of Lonnie J. Williams;

Thence with Lonnie J. Williams, South 85 deg. 58' 58" West 278.62 feet to the point of beginning.

Containing 1.27 acres, more or less.

Being the same property conveyed to M6, L.P., a Delaware limited partnership, by Warranty Deed from RHC Holding Corp., a Delaware corporation, of record in Book 8333, page 715, Register's Office for Davidson County, Tennessee.

EXHIBIT B

BOOK 10467 PG 510

All real property taxes for the year 1996 and all subsequent years although the same are not yet due and payable (MAP 134, PARCEL 247, 24555.6).

All matters set forth on the Plan of record in Book 5190, page 710, Register's Office for Davidson County, Tennessee, which plan shows a 10-foot easement for public utilities and drainage along the Northeast and Southeast lines of premises; a 10-foot easement for public utilities and drainage along the southerly line; a 5-foot easement for public utilities and drainage along the North line; a 5-foot X 25-foot anchor easement located at the southwest front corner; and an owner's certificate; and all matters as shown on the Survey of Michael V. Holmes and Associates, Inc., dated June 1, 1988, as revised July 5, 1988, March 1, 1989, March 5, 1991 and March 13, 1991.

Restrictive Covenants recorded in Deed Book 5653, Page 11, Register's Office for DAVIDSON County, Tennessee.

Restrictive Covenants recorded in Deed Book 6171, Page 692, Register's Office for DAVIDSON County, Tennessee.

5365 05/27 0101 03CHECK 7602.00

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

RECEIVED OF _____

FOR _____

BOOK 10467 PG 511

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	2050000.00
			CON TX	7585.00
			PRFEE	1.00
			WDEED	16.00
			TOTAL	7602.00
			CHECK	7602.00
05/27/97	01		14:21 0001	5365

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0308884
IDENTIF. # REFERENCE

97 MAY 27 PM 2:20
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1[illegible]