BOOK 10483 PG 358

BOY 37
LL

STATE OF TENNESSEE §
§
COUNTY OF DAVIDSON §

The actual consideration or value, whichever is greater, for this transfer is $9,312,000.

By: _____
Affiant

Subscribed and sworn to before me, this 9th day of June, 1997.

This instrument was prepared by:

Mr. Robert G. McCormick
Bracewell & Patterson, L.L.P.
4000 Lincoln Plaza,
500 N. Akard
Dallas, TX 75201

_____
Notary Public

My commission expires: 5/23/98

Address New Owner as Follows:	**Send Tax Bills to:**	**Map-Parcel Numbers**
FelCor Suites Limited Partnership 545 E. John Carpenter Frwy. Suite 1300 Dallas, TX 75062-3933	FelCor Suites Limited Partnership 545 E. John Carpenter Frwy. Suite 1300 Dallas, TX 75062-3933	Map 95-7, Parcel 155

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten and No/100 ($10.00) Dollars, cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, PC Development Limited Partnership, an Ohio limited partnership, hereinafter called the Grantor, has bargained and sold, and by these presents does hereby transfer and convey unto FelCor Suites Limited Partnership, a Delaware limited partnership, hereinafter called the Grantee, its successors and assigns, a certain parcel of land in Davidson County, Tennessee, described on Exhibit A attached hereto and made a part hereof for all purposes.

This conveyance is subject to the matters listed on Exhibit B attached hereto and made a part hereof for all purposes. This is improved property known as 2424 Atrium Way, Nashville, Tennessee 37214.

TO HAVE AND TO HOLD said parcel of land, with the appurtenances, estate, title and interest thereto belonging to said Grantee, its successors and assigns, forever; and Grantor does covenant with 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 as herein set out; and Grantor does further covenant and bind itself, its successors and representatives, to warrant and forever defend the title to said land to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under said Grantor, but not otherwise.

WITNESS may have this 4 day of June, 1997.

PC DEVELOPMENT LIMITED PARTNERSHIP,
an Ohio limited partnership

By: PH Management Company, an Ohio corporation, its general partner

By: _____
James V. Pickett, President

STATE OF OHIO §
§
COUNTY OF FRANKLIN §

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared James V. Pickett, 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 President of PH Management Company, an Ohio corporation, the general partner of PC Development Limited Partnership, an Ohio limited partnership, the within named bargainor, and that he executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation, in its capacity as general partner of said limited partnership, by himself as President of said corporation.

Witness my hand and official seal on June 4, 1997.

Elizabeth A. Berry Durgo
Notary Public

My Commission Expires: 3-25-98

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DALLAS\69554.1

NASHVILLE, TN

EXHIBIT A

BEING a parcel of land in the First (1st) Civil District of Nashville, Davidson County, Tennessee, located east of Briley Parkway and east of Atrium Way and the property conveyed to PC Development Limited Partnership, as of record in Deed Book 7134, page 443, Register's Office for Davidson County, Tennessee, also being Lot No. 2, as shown on the Plan of Reflections Executive Office Park, of record in Plat Book 6900, page 21, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the easterly margin of Atrium Way, 3,000 feet, more or less, from Elm Hill Pike, being the most southwesterly corner of the property known as Pickett Inn, said point also being the most northwesterly common corner with Cloverdale Subdivision as of record in Book 2133, page 9, Register's Office for Davidson County, Tennessee; thence with said easterly margin of Atrium Way with a curve to the left having a central angle of 12° 17' 37", a radius of 2,430.00 feet for a distance of 521.39 feet to a point; thence leaving said easterly margin S 69° 20' 19" E, 299.46 feet to a point in the westerly line of Merry Oaks Subdivision of record in Book 1835, page 68, Register's Office for Davidson County, Tennessee; thence with said westerly line S 05° 36' 55" W, 420.00 feet to a point in the northerly boundary of Cloverdale Subdivision as of record in Book 2133, Page 9, Register's Office for Davidson County, Tennessee; thence with said northerly boundary the following calls: S 48° 24' 55" W, 18.71 feet to a point; S 85° 17' 55" W, 71.81 feet to a point; S 40° 49' 55" W, 113.40 feet to a point; thence S 72° 13' 09" W, 68.17 feet to a point; thence N 82° 24' 34" W, 55.17 feet to a point; thence N 41° 33' 54" W, 183.34 feet to a point; thence N 76° 34' 17" W, 37.80 feet to a point; N 19° 37' 47" W, 17.90 feet to the point of beginning. Containing 201,338 square feet, or 4.62 acres, more or less.

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DALLAS/0069772.01

NASHVILLE, TN

EXHIBIT B

1. Real estate taxes and assessments not yet due and payable;

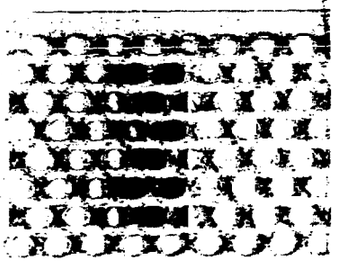
2. Zoning and building laws, ordinances and regulations;

3. All matters shown on Plat recorded in Book 6900, page 21;

4. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 6306, page 80, as amended in Book 6363, page 442, and in any allied instrument(s) referred to in said restrictions; and

5. Easement(s) for sanitary sewers and/or storm drainage to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 5261, page 824.

03114673
IDENTIF. & REFERENCE
97 JUN 10 PM 4:18
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.



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

RECEIVED OF _____

FOR _____

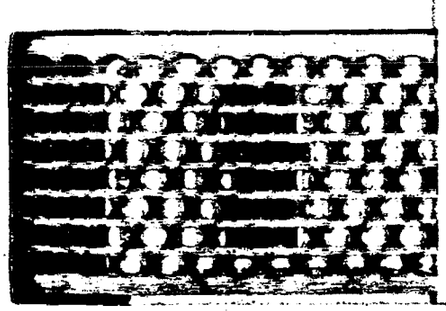
BOOK 10488 PG 362

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
9312000.00
CON TX 34454.40
PRFEE 1.00
WDEED 16.00
TOTAL 34471.40
CHECK 34471.40
06/10/97 01 16:14 0001 1674

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



03146 73
IDENTIF. # REFERENCE

97 JUN 10 PM 4:18
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No.1161582