FILE BOX 24

BOOK 10508 PG 237 Brentwood, TN

This instrument prepared by:
William W. Post, Esquire
Post & Heymann, LLP
100 Jericho Quadrangle, Suite 214
Jericho, New York 11753

Return to:
Phillip McNeill, Sr.
Equity Inns Partnership, L.P.
4735 Spottswood Avenue, Suite 102
Memphis, Tennessee 38117

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 24th day of June, 1997 by and between GROWTH HOTEL INVESTORS, a California limited partnership, party of the first part, and EQUITY INNS PARTNERSHIP, L.P., a Tennessee limited partnership, party of the second part.

WITNESSETH: That for the consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part the real estate, situated and being in the County of Davidson, State of Tennessee described on Exhibit "A" attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining unto the said party of the second part, its successors and assigns in fee simple forever.

The said party of the first part does hereby covenant with the said party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is subject only to any and all validly existing encumbrances, easements, conditions and restrictions as now reflected by the land records of the County of Davidson, Tennessee, and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all parties claiming by, through or under the said party of the first part, but not further or otherwise, subject to matters of record.

The word "party" as used herein shall mean "parties" if it refers to more than one person or entity, and pronouns shall be construed according to their property gender and number according to the context hereof.

97 JUN 27 PM 2:31
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

0320546
IDENTIF. # REFERENCE

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[SIGNATURES ON NEXT PAGE]

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FILE BOX 30

WITNESS the signature of the said party of the first part the day and year first above written.

GROWTH HOTEL INVESTORS,
a California limited partnership,

By: Montgomery Realty Company-85,
a California general partnership,
its general partner

By: NPI Realty Management Corp.,
a Florida corporation,
its managing general partner

By: _____
Name: William A. Jordan, Jr.
Title: President

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[ACKNOWLEDGMENT ON NEXT PAGE]

Brentwood, TN

STATE OF New York)
) SS. BOOK 10508 PG 239
COUNTY OF Nassau)

Before me, a Notary Public, in and for said State and County, duly commissioned and qualified, personally appeared William H Terrard, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged him/herself to be the President of NPI Realty Management Corp., a Florida corporation (the "Corporation"), as managing general partner of Montgomery Realty Company-85, a California general partnership, as general partner of Growth Hotel Investors, a California limited partnership, the within named bargainor (the "Grantor"), and that Mr. Terrard as such President of said Corporation, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing on behalf of the Grantor by the said Corporation as duly authorized.

WITNESS my hand and seal at office this 24th day of June, 1997.

Notary Public

My Commission Expires:

DAVID J. HEYMANN
Notary Public, State of New York
No. 02HE5039009
Qualified in Nassau County
Commission Expires February 13, 1999

<96-4079/ghi/btwd/swd>

Brentwood, TN

We hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 7,173,877, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

Affiant

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

Notary Public
My Commission Expires:

DAVID J. HEYMANN
Notary Public, State of New York
No. 02HE5039009
Qualified in Nassau County
Commission Expires February 13, 1997

Property address: 5630 Franklin Pike Circle
Nashville, Tennessee

Tax Parcel No.: Map 160-184

Mail Tax Bills to: c/o Equity Inns Partnership, L.P.
4735 Spottswood Avenue, Suite 102
Memphis, Tennessee 38117

State tax	$_____
Register's Fee	$_____
Recording Fee	$_____
Total	$_____

8225 06/27 0101 03CHECK 26568-35

<96-4079/ghi/brwd/swd>

Nashville (Brentwood), TN

Exhibit "A"

Being a parcel of land in Nashville, First Civil District, Thirty-Second Councilmanic District, Davidson County, Tennessee, lying between Interstate 65 and Franklin Pike Circle, north of Old Hickory Boulevard, being Lots 1 and 2 shown on plan of McArthur Subdivision, of record in Book 5200, Page 363, Register's Office, Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron pin in the easterly right-of-way of Franklin Pike Circle, being 393-feet more or less northeasterly from the northerly right-of-way of Old Hickory Boulevard, said pin further described as being the southwest corner of the herein described parcel and being the common front corner of Lots 2 and 3 shown on said McArthur Subdivision;

THENCE, with said right-of-way of Franklin Pike Circle, N 27° 03' 38" E, 93.40 feet to a concrete monument;

THENCE, with a curve to the right, 148.66 feet to an iron pin in concrete, said curve having a central angle 20° 01' 22", a radius of 425.41 feet, a tangent distance of 75.10 feet and a chord of N 37° 01' 48" E, 147.91 feet;

THENCE, continuing with said right-of-way N 47° 10' 28" E, 188.67 feet to an iron pin;

THENCE, leaving said Franklin Pike Circle, with the southerly boundary to James B. Martin of record in Book 6093, Page 54, R.O.D.C., S 67° 47' 06" E, 137.37 feet to an iron pin in the westerly right-of-way of Interstate 65 (controlled access right-of-way);

THENCE, with said right-of-way, S 25° 45' 01" W, 370.27 feet to a concrete R.O.W. monument;

THENCE, continuing with said right-of-way S 42° 02' 48" W, 59.80 feet to an iron pin;

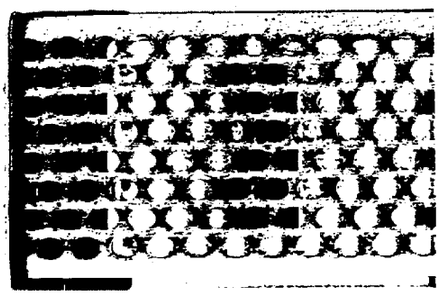
THENCE, leaving said Interstate 65, with the common line between said Lots 2 and 3, same being the northerly boundary to FFCA Acquisition Corporation, of record in Book 9869, Page 401, R.O.D.C., N 62° 55' 00" W, 220.36 feet to an iron pin in the easterly right-of-way of Franklin Pike Circle, the point of beginning.

Containing 85.539 square feet or 1.96 acres, more or less. This being the same property as shown in Book 8186, Page 573, R.O.D.C.

TOGETHER WITH, all right, title and interest in and to the Cross Easement for Ingress and Egress and for Parking recorded September 17, 1981, in Book 5796, Page 67, Register of Deeds of Davidson County, Tennessee.

Being the same property depicted on that certain survey of Hampton Inn, prepared by Barge,

Waggoner, Sumner and Cannon, Inc., Wendell H. Talley, Sr., T.R.L.S. No. 785, dated April 10, 1997, last revised June 6, 1997.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

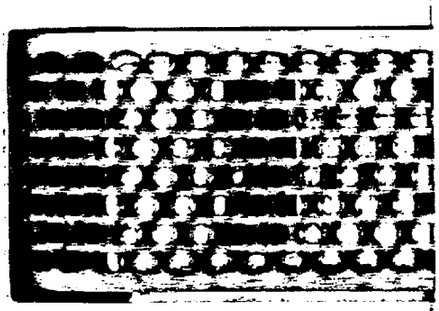
FOR _____

BOOK 10508 PG 243

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 7173877.00
				CON TX 26543.35
				PRFEE 1.00
				WDEED 24.00
				TOTAL 26568.35
				CHECK 26568.35
			06/27/97 01	14:35 0001 8225

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0320546

IDENTIF. ↑ REFERENCE

97 JUN 27 PM 2:31

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1168030