File Box 35
(JBP)

SPECIAL WARRANTY DEED BOOK 10557 PG 291

Address New Owner(s)	Mortgagee	Map-Parcel Number(s)
Wyndham Hotel Corporation 2001 Bryan, Ste. 2300 Dallas, Texas 75201	Bankers Trust Company, as Agent	95-7-148

Send tax bills to Owner at Wyndham Hotel Corporation, 2001 Bryan, Suite 2300, Dallas, Texas 75201.

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, C.I. NASHVILLE, INC., a Kansas corporation ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto WYNDHAM HOTEL CORPORATION, a Delaware corporation ("Grantee"), certain real property and the improvements thereon in Davidson County, Tennessee, described as follows:

> Lot No. 10 on the Revised Plan of Lot 10 of the Atrium, Phase Two, Part Two, of record in Book 6200, page 669, Register's Office for Davidson County, Tennessee, to which Plan reference is herein made for a more particular description of said Lot, being the same real property conveyed to Grantor by deed dated October 14, 1987 from Rust-Harris Nashville, Ltd., of record in Book 7380, page 466, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

GRANTOR covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor (other than claims arising out of the matters set forth on Exhibit A), but not further or otherwise.

IN WITNESS WHEREOF, Grantor executed this instrument on this 29 day of July, 1997.

3199 08/05 0101 03CHECK 17858-63

C.I. NASHVILLE, INC.

By: Robert C. Aliento
Printed Name: Robert C. Aliento
Title: Secretary + Vice President

033184

IDENTIFICATION

97 AUG -5 AM 10:47

FELIX Z. REGISTER
DAVIDSON COUNTY, TN.

Instrument prepared by:

Daniel E. Fausz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

BOOK 10557 PG 292

STATE OF Ohio §
§
COUNTY OF Hamilton §

Personally appeared before me Maria L. Hinkel, a Notary Public, Robert C. Amento, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purpose therein contained, and who further acknowledged that he is the Vice President of C.I. NASHVILLE, INC., a Kansas corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 29th day of July, 1997.

Maria L. Hinkel
NOTARY PUBLIC, in and for the State of Ohio
Print Name: Maria L Hinkel

My Commission Expires:
MARIA L HINKEL
Notary Public, State of Ohio
My Commission Expires Nov 3, 20[illegible]

State Tax $_____
Register's fee _____
Recording fee _____
Total $_____

STATE OF TEXAS §
§
COUNTY OF DALLAS §

The actual consideration or value (whichever is greater) for this transfer is $4,823,141.00.

Affiant

Subscribed and sworn to before me, this 30th day of July, 1997.

Kelli Cooper
NOTARY PUBLIC, In and For the State of Texas
Print Name: Kelli Cooper

My Commission Expires:
August 12, 1999

KELLI COOPER
Notary Public, State of Texas
My Comm. Expires 8-12-99

DEF:CINASH.DE2

EXHIBIT A

(i) Real estate taxes and installments of assessments not yet delinquent;

(ii) The Revised Plan of record in Book 6200, Page 669, Register's Office for Davidson County, Tennessee, which shows, among other things, an Owner's Certificate, a 20-foot setback line from Atrium Way, a 5-foot drainage easement along the north line, a 10-foot drainage easement along the south and west lines, a 10-foot public utility easement along the east line, a 15-foot by 40-foot public utility easement along the southerly portion of the east line, and certain notes.

(iii) Declaration of Covenants, Conditions, Restrictions and Easements for the Atrium, of record in Book 6306, Page 80, Register's Office for Davidson County, Tennessee, as amended by First Amendment of record in Book 6363, Page 442, Register's Office for Davidson County, Tennessee.

(iv) By-Laws of the Atrium Property Owner's Association, of record in Book 6306, Page 108, Register's Office for Davidson County, Tennessee.

(v) The rights of the public in public ways;

(vi) Zoning matters and similar governmental regulations and ordinances;

(vii) Encroachments and other matters which would be disclosed by an accurate survey and inspection of the property; and

(viii) Covenants, easements, restrictions and other matters of record as of the date hereof.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10557 PG 294

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 4823141.00	
			CON TX 17845.63	
			PRFEE 1.00	
			WDEED 12.00	
			TOTAL 17858.63	
			CHECK 17858.63	
08/05/97	01	10:48 0001	3199	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

033104

IDENTIFICATION REFERENCE

97 AUG -5 AM 10:47

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1182808