0435064

IDENTIF. & REFERENCE

MAIL ENV.

98 MAY -7 AM 9:21

REGISTER
DAVIDSON COUNTY, TN

4228 05/07 0101 03CHECK 20051.94

BOOK 10921 PG 229

THIS INSTRUMENT PREPARED BY:

Ronald E. Osman & Associates, Ltd.
Ronald E. Osman #7319288
Sara L. Fike #6189257
Michael W. Maurizio #6186837
John Timothy Keller #6225309
1602 West Kimmel Street, P.O. Box 939
Marion, Illinois 62959 618/997-5151
Facsimile No. 618/997-4983
E-Mail osman@quitamlaw.com

ADDRESS NEW OWNER AS FOLLOWS:
RSVP-BI OPCO, LLC
1285 Avenue of the Americas
21st Floor
New York, NY 10019

SEND TAX BILLS TO:
Same

MAP-PARCEL NOS.
95-118

STATE OF New York)
COUNTY OF Nassau)

The actual consideration or value, whichever is greater, for this transfer is $5,415,931.00

Robert N. Brauer
Affiant

Subscribed and sworn to before me this 27th day of April, 1998.

Kelly A. Moir
Notary Public

KELLY A. MOIR
Notary Public, State of New York
No. 01MO5086575
Qualified in Nassau County
Commission Expires Oct. 20, 1999

My Commission expires:

T-7061 File & Return to:
Title First Corporation
7550 East Brainerd Road
Suite 103
Chattanooga, TN 37421

WARRANTY DEED

For and in consideration of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged, the undersigned **NASHVILLE BEST SUITES JOINT VENTURE**, an Illinois Joint Venture Partnership, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto **RSVP-BI OPCO, LLC**, a Delaware limited liability company, hereinafter called the Grantee, whose tax-mailing address is 1285 Avenue of the Americas, 21st Floor, New York, New York 10019, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows: to-wit:

Being a tract of land in Nashville, Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron rod in the southerly right-of-way line of Elm Hill Pike (82 feet in width) at a corner common with Studio Plus at Nashville Airport, Inc., as of record in Deed Book 8829, page 916, R.O.D.C.;

Thence, with the southerly right-of-way line of Elm Hill Pike, South 86 deg 13 min 34 sec East, 406.31 feet to an existing iron rod at the northwest corner of the property of ESA 0315, Inc., as of record in Deed Book 10064, Page 947, R.O.D.C.;

Thence, with a westerly line of ESA 0315, Inc., South 02 deg 54 min 41 sec West, 509.63 feet to an existing iron rod in the northerly line of Metropolitan Government, as of record in Deed Book 9601, Page 916, R.O.D.C.;

Thence, with the northerly line of Metropolitan Government, North 85 deg 26 min 44 sec West, 41.28 feet to an existing iron rod

at the northeast corner of the property of The Martocci Family Ltd. Partnership, as of record in Deed Book 10118, Page 809, R.O.D.C.;

Thence, with the northerly line of The Martocci Family Ltd. Partnership, North 77 deg 31 min 00 sec West, 162.71 feet to an existing iron rod;

Thence, with the easterly line of The Martocci Family Ltd. Partnership and the easterly line of Studio Plus at Nashville Airport, Inc., North 00 deg 32 min 52 sec West, 274.64 feet to an existing iron rod;

Thence, with the easterly line of Studio Plus at Nashville Airport, Inc., North 45 deg 32 min 52 sec West, 252.09 feet to an existing iron rod;

Thence, North 03 deg 46 min 26 sec East, 46.20 feet to the point of beginning, containing 130,680 square feet (3.00 acres more or less), and being the property conveyed to Nashville Best Suites Joint Venture as of record in Deed Book 10026, Page 415, R.O.D.C.

This is improved property known as 2521 Elm Hill Pike, Nashville, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever; and the undersigned Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said Real Estate in fee simple; that it has full power and lawful authority to sell and convey the Real Estate; that the Real Estate is free from all encumbrances made or suffered by it; and the Grantor will forever warrant and defend the title to the Real Estate against all persons lawfully claiming the same from, through or under the Grantor, but not otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, this instrument has been executed this __ day of April 27, 1998.

NASHVILLE BEST SUITES JOINT VENTURE,
an Illinois Joint Venture,

BY: Robert N. Brewer

AMERICA'S BEST INNS, INC.
MANAGING VENTURER
ROBERT N. BREWER, PRESIDENT

STATE OF New York)
) SS.
COUNTY OF Nassau)

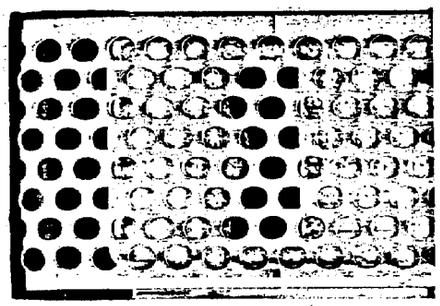
I, Kelly A. Moir, a notary public in and for the said county in the State aforesaid, do hereby certify that, personally appeared before me this day, ROBERT N. BREWER, with whom I am personally acquainted (or who proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the PRESIDENT of AMERICA'S BEST INNS, INC., a Delaware corporation, the MANAGING VENTURER OF NASHVILLE BEST SUITES JOINT VENTURE, an Illinois Joint Venture, the within named bargainor, and that he, as such President of the MANAGING VENTURER, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Given under my hand and seal this 27th day of April, 1998.

(SEAL)

Kelly A. Moir
Notary Public

KELLY A. MOIR
Notary Public, State of New York
No. 01MO5086575
Qualified in Nassau County
Commission Expires Oct. 20, 1999



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

RECEIVED OF _____

FOR _____

BK 10921 Pg 231-A

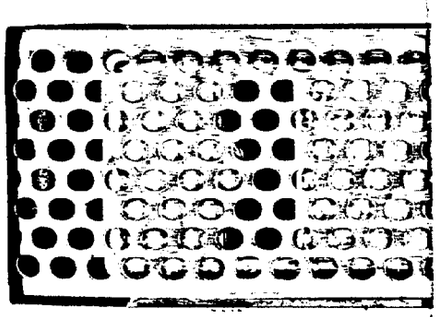
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 5415931.00
CON TX 20038.94
PRFEE 1.00
WDEED 12.00
TOTAL 20051.94
CHECK 20051.94

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

05/07/98 01 09:24 0001 4228



0435064
IDENTIFICATION REFERENCE

98 MAY -7 AM 9:21

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

No. 1290277