(1)

Box 36

BOOK 10950 PG 311

SPECIAL WARRANTY DEED

From

HOTEL PROPERTIES L.P.

To

NASHVILLE AIRPORT HOTEL, LLC

Dated: May 29, 1998

Premises located at: The Nashville Marriott Hotel
One Marriott Drive
City of Nashville
County of Davidson
State of Tennessee

PROPERTY OWNER:

Hotel Properties L.P.
c/o EHP/GP Inc.
3 World Financial Center, 29th Floor
New York, NY 10285-2900

This instrument prepared by:

Hunton & Williams
1900 K Street, N.W.
Washington, D.C. 20006

TAX ID NO.:_____

PARCEL IDENTIFICATION NUMBER: Map/Parcel 107-113.00

RECEIVED AND RECORDED
DAVIDSON COUNTY, TN.
98 MAY 29 AM 9:28

IDENTIF. + REFERENCE
044326 1

THIS DEED, dated as of the 29th day of May, 1998, between HOTEL PROPERTIES L.P., a Delaware limited partnership (the "Grantor"), and NASHVILLE AIRPORT HOTEL, LLC, a Delaware limited liability company ("Grantee"), provides:

THAT for and in consideration of the conveyance made hereby, the consideration therefor received by the Grantor and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantor, subject to the matters described herein, hereby grants and conveys to the Grantee, with Special Warranty, all of Grantor's right, title and interest in the real estate described on Exhibit A attached hereto, subject to the exceptions set forth on Exhibit B attached hereto (the "Real Estate") and all the estate, right, title and interest of the Grantor therein, with the hereditaments and appurtenances thereto appertaining. This conveyance is made subject to all applicable restrictions, easements and building setback lines as shown of record in the Register's Office of Davidson County, Tennessee, or as may lawfully apply to the Real Estate or any part thereof.

Grantor, for itself and its successors and assigns, does hereby covenant with Grantee, its successors and assigns, that it has fully power, authority and right to convey such Real Estate, and that Grantor will forever warrant and defend said Real Estate and the title thereto against lawful claims of all persons claiming by or through Grantor, but no further or otherwise.

Any and all real estate taxes for the 1998 tax year shall be prorated as of the date hereof.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed on its behalf by its duly authorized representative.

[Signature Page Follows]

[Remainder of Page Intentionally Left Blank]

Signature Page to Special Warranty Deed
(The Nashville Marriott Hotel)

HOTEL PROPERTIES L.P., a Delaware limited partnership

By: EHP/GP Inc., a Delaware corporation, General Partner

By: _____
Jeffrey C. Carter
President

BOOK 10950 PG 314

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $ 28,559,900.00.

Carolyn D. Bullion
Affiant

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Sworn to and subscribed before me this 28th day of May, 1998.

B K Bankhead Wilson
Notary Public

My commission expires:
11-25-2000

AFFIANT:

HOTEL PROPERTIES L.P., a Delaware limited partnership

By: EHP/GP Inc., a Delaware corporation, General Partner

By: Jeffrey C. Carter
President

State of New York

County of New York

Before me, a notary public of the state and county mentioned, personally appeared Jeffrey C. Carter, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be president of EHP/GP Inc., a Delaware corporation, general partner of Hotel Properties L.P., a Delaware limited partnership (the "Partnership"), the within named bargainor, and that such president of such corporation executed the foregoing instrument for the purpose therein contained, by personally signing the name of the partnership as an officer of said corporation, general partner of the Partnership, the within named bargainor.

Witness my hand and seal, at office in _____, this 19th day of May, 1998.

New York
Notary
County

My Commission Expires: May 2000

EXHIBIT A

Property Description

A tract of land in the first, formerly the Third, Civil District of Metropolitan Nashville-Davidson County, Tennessee lying north of Interstate 40, east of Briley Parkway and south of New Elm Hill Pike being Lot No. One of the plan of the Marriott Hotel and Office Park, Section One, recorded in Book 5200, page 375, Register's Office for Davidson County, Tennessee.

Beginning at a concrete monument on the easterly right-of-way line of Briley Parkway, said monument also being on the westerly right-of-way line of Marriott Drive and at the common northerly corner of Tract II and Tract X as described in a deed to Marriott Corporation recorded in Deed Book 5538, page 1, R.O.D.C., Tennessee and proceeding as follows: with the westerly right-of-way Marriott Drive, southwardly with a 532.10 foot radius curve to the left 404.98 feet to a concrete monument, said curve has a chord bearing and distance of S 18°48'20" W 395.277 feet; thence, S 2°59'54" E 170.86 feet to a concrete monument; thence, with a 499.44 foot radius curve to the left 193.22 feet, said curve has a chord bearing and distance of S 14°04'54" E 192.021 feet' thence, with a 370.45 foot radius curve to the right 151.29 feet to a concrete monument, said curve has a chord bearing and distance of S 13°27'54" E 150.245 feet; thence, S 1°45'54" E 205.00 feet to a concrete monument; thence, with a 300.00 foot radius curve to the left 20.00 feet to an iron pin, said curve has a chord bearing and distance of S 3°40'29" E 19.996 feet; thence, S 1°44'20" E 418.40 feet to an iron pin on the north right-of-way line of Interstate 40; thence, with said line N 79°17'21" W 390.00 feet to a concrete monument; thence, N 63°07'21" W 309.63 feet to a concrete monument; thence N 27°21'19" W 183.93 feet to a concrete monument; thence, N 3°39'24" E 208.63 feet to a concrete monument; thence, N 34°02'42" E 353.51 feet to a concrete monument; thence, N 44°52'43" W 73.68 feet to an iron pin that is 100 feet from the center line of Briley Parkway; thence, with the easterly right of way line of Briley Parkway, N 45°05'12" E 48.75 feet to a concrete monument; thence, N 52°52'32" E 151.05 feet to a concrete monument; thence, N 45°04'11" E 449.11 feet to a concrete monument; thence, N 34°11'00" E 50.64 feet to an iron pin; thence N 44°40'24" E 36.43 feet to a concrete monument; thence, with a 1,543.59 foot radius curve to the left 109.49

feet to the point of beginning, said curve has a chord bearing and distance of N 42°38'29" E 109.461 feet, and containing 15.01 acres, more or less.

Being parts of Tracts I, III, X and II as described in deed to Marriott Corporation recorded in Book 5538, page 1 and part of Ermac Drive, abandoned, as deeded to Marriott Corporation and recorded in Book 5758, page 269, R.O.D.C., Tennessee.

Being the same property conveyed to EQ/Shearson Hotel Properties, L.P., by Quitclaim Deed from The Equitable Life Assurance Society of the United States, of record in Book 7563, page 812, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

EXHIBIT B

Permitted Exceptions
(Nashville)

BOOK 10950 PG 317

[Text Deliberately Omitted]

8. Restrictive Covenants of record in Book 5762, page 691, Register's Office for Davidson County, Tennessee.

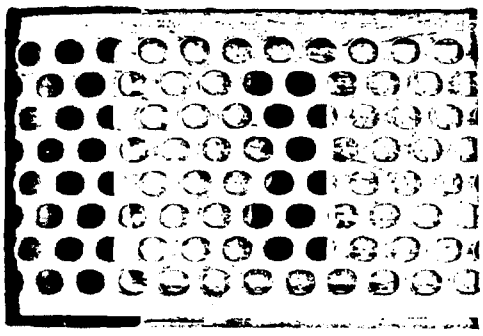
9. Matters shown on Plan of record in Book 5200, page 375, in said Register's Office.

10. Restrictive covenant denying ingress/egress to premises described herein from Ermac Drive contained in Agreement executed by Parkway Properties of record in Book 4890, page 358, in said Register's Office.

11. Deeds of Conveyance to Metropolitan Government of Nashville and Davidson County, Water and Sewerage Services, of record in Book 5813, page 651, Book 5813, page 654, and Book 5813, page 657, Register's Office for Davidson County, Tennessee.

12. Tennessee Valley Authority easement contained in instrument of record in Book 1298, page 301, in said Register's office.

3774 05/29 0101 03CHECK 105700.63



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10950 PG 318

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

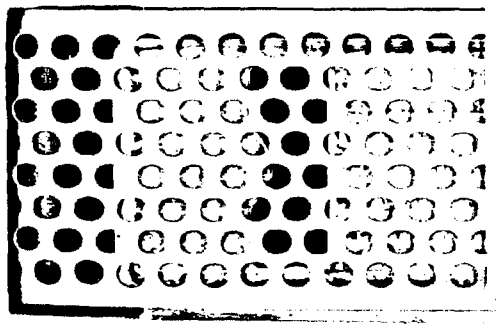
DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

Consid amt 28,559,900.00

DON TX 105671.63
PRFEE 1.00
MREED 28.00
TOTAL 105700.63
CHECK

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 5700.63

05/29/98 01 09:31 0.01 2974



0443261

IDENTIF. # REFERENCE

98 MAY 29 AM 9:28

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

No. 1299921