Box 35

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers:
c/o U.S. Realty Advisors, L.P. 1370 Avenue of the Americas 29th Floor New York, New York 10019	Motel 6 Operating L.P. 14651 Dallas Parkway Suite 500 Dallas, Texas 75240	19-13/1.06

10952 309

98 MAY 29 PM 4:19

DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE

0443637

THIS INSTRUMENT PREPARED BY AND UPON
RECORDATION RETURN TO:

Perry A. Cacace, Esq.
Proskauer Rose LLP
1585 Broadway
New York, New York 10036

Pool III
NASHVILLE GDL, TN

LIMITED WARRANTY DEED
(Estate for Years and Improvements)

MOTEL 6 OPERATING L.P., a Delaware limited partnership, with an address of 14651 Dallas Parkway, Suite 500, Dallas, Texas 75240 ("Grantor"), in consideration of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD, TRANSFERRED, ALIENATED, CONVEYED AND CONFIRMED and by these presents does hereby GRANT, BARGAIN, SELL, ALIENATE, CONVEY and CONFIRM and by these presents does convey and warrant to M-SIX LIMITED PARTNERSHIP, a Delaware limited partnership, having an address of c/o U.S. Realty Advisors, LLC, 1370 Avenue of the Americas, 29th Floor, New York, New York 10019, Attention: David M. Ledy ("Grantee"), an estate for years (the "Estate for Years") commencing on the date hereof through and including midnight on April 30, 2019, in all that certain parcel or parcels of land in the state indicated above, more particularly described in Exhibit A attached hereto and made a part hereof for all purposes together with all of Grantor's right, title and interest, if any, in and to all streets and roads abutting the said parcel or parcels ("Premises").

TOGETHER WITH all right, title and interest of Grantor as the fee owner of, and in and to all buildings and improvements now located on the Premises and hereafter located or erected thereon, whether below or above grade level, as well as all the fixtures and systems located therein and thereon, (all such buildings, improvements, fixtures and systems being collectively referred to as the "Improvements"), which are intended to be and remain real property and to be and remain the sole and exclusive property of Grantee and its successors and assigns. The foregoing

conveyance shall include any possibility of reverter to Grantor during the term of the Estate for Years.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Estate for Years and the Improvements unto Grantee, its successors and assigns, against the claims of all persons owning, holding or claiming by, through or under Grantor.

TO HAVE AND TO HOLD said Estate for Years, and all privileges and appurtenances including, without limitation, all easements thereto belonging, unto Grantee and its successors and assigns through and including midnight on April 30, 2019, and to have and to hold the Improvements unto Grantee and its successors and assigns forever.

The designation Grantor and Grantee as used herein shall include said parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine or neuter as required by context.

Bar. 10952 310

STATE OF New York
COUNTY OF New York

The actual consideration or value, whichever is greater, for this transfer is $2,137,847.

Affiant

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

Notary Public
My Commission Expires:

TIMOTHY B. ETTUS
Notary Public, State of New York
No. 01ET5085630
Qualified in New York County
Commission Expires August 29, 1999

This is improved property, known as 323 CARTWRIGHT, GOODLETTSVILLE TN.

IN WITNESS WHEREOF, the Grantor has caused this deed to be executed as of April __, 1998.

Liber 10952 Page 311

MOTEL 6 OPERATING L.P., a Delaware limited partnership

By: Motel 6 G.P., Inc., managing general partner

By: _____
Name: Alan Rabinowitz
Title: Sr. Vice President

BOOK 10952 PG 312

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

Personally appeared before me, David Rosario, Notary Public Alan Rabinowitz, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained and further acknowledged that he is the Senior Vice President of Motel 6 G.P., Inc., a Delaware corporation and the Managing General Partner of Motel 6 Operating L.P., a Delaware limited partnership, and is authorized by said corporation, said corporation being authorized by its Board of Directors to execute this instrument on behalf of said limited partnership.

WITNESS my hand, at office, this 27th day of April, 1998.

David Rosario
Notary Public

My Commission Expires: November 6, 1999

DAVID ROSARIO
Notary Public, State of New York
No. 01RO5051331
Qualified in Bronx County
Commission Expires Nov. 6, 1999

TN

IN WITNESS WHEREOF, the foregoing instrument has been executed by the undersigned as of the date above written.

M-SIX LIMITED PARTNERSHIP,
a Delaware limited partnership

By: M-Six GP Corp., its general partner

By: _____
Name: David Leahy
Title: President

TN

BOOK 10952 PG 314

STATE OF New York)
) ss.
COUNTY OF New York)

Personally appeared before me, Jacqueline Taylor Basker Notary Public New York, with whom I am personally acquainted and who acknowledged that DAVID LEDY executed the within instrument for the purposes therein contained and further acknowledged that DAVID LEDY is the President of M-Six GP Corp., a Delaware corporation and the General Partner of M-Six Limited Partnership, a Delaware limited partnership, and is authorized by said corporation, said corporation being authorized by DAVID LEDY to execute this instrument on behalf of said limited partnership.

WITNESS my hand, at office, this 29 day of April, 1998.

Jacqueline Taylor Basker
Notary Public

My Commission Expires: February 13, 1999.

JACQUELINE TAYLOR BASKER
Notary Public, State of New York
No. 04TA5008132
Qualified in New York County
Commission Expires Feb. 13, 1999

TN

EXHIBIT A

[ATTACHED]

FILED 10952 PG 315

3357 05/29 0101 03CHECK 7943-03

Site No. 699
Nashville, Tennessee
323 Cartwright St.
Tracking No. 93A

BOOK 10952 PG 316

EXHIBIT "A"

A TRACT OF LAND IN THE CITY OF GOODLETTSVILLE AND THE SECOND CIVIL DISTRICT OF METROPOLITAN NASHVILLE - DAVIDSON COUNTY, TENNESSEE, AND ALSO BEING LOT NO. ONE AS SHOWN ON THE RECORDED PLAT ENTITLED MOTEL 6, INC., SITE NO. 699 SUBDIVISION, AS OF RECORD IN BOOK 6200, PAGE 592, R.O.D.C., TENNESSEE AND BEING MORE FULLY DESCRIBED AS FOLLOWS:

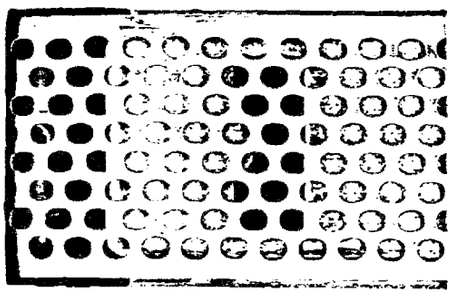
BEGINNING AT AN IRON PIN ON THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST CEDAR STREET, SAID PIN BEING 25 FEET SOUTH OF THE CENTERLINE OF EAST CEDAR STREET AND BEING ON THE DEDICATED RIGHT-OF-WAY LINE, AS OF RECORD IN PLAT BOOK 6200, PAGE 592, R.O.D.C., TENNESSEE AND SAID PIN ALSO BEING AT THE WESTERLY END OF THE SOUTHWEST RETURN CURVE AT THE INTERSECTION OF EAST CEDAR STREET AND NORTH CARTWRIGHT STREET; THENCE,

1.) WITH THE WESTERLY RIGHT-OF-WAY OF NORTH CARTWRIGHT STREET WITH A CURVE TO THE RIGHT (RADIUS 25 FEET) SOUTHEASTERLY, A DISTANCE OF 43.64 FEET, HAVING A CHORD BEARING AND DISTANCE OF S 68° 06' 30" E, 38.31 FEET, TO AN IRON PIN; THENCE,
2.) CONTINUING WITH THE WESTERLY RIGHT-OF-WAY LINE OF NORTH CARTWRIGHT STREET, S 18° 06' 30" E, 2.48 FEET TO AN IRON PIN AT THE BEGINNING OF A CURVE; THENCE,
3.) CONTINUING WITH THE WESTERLY RIGHT-OF-WAY LINE OF NORTH CARTWRIGHT STREET WITH SAID CURVE TO THE RIGHT (RADIUS 278.31 FEET) SOUTHWESTERLY, A DISTANCE OF 232.07 FEET TO AN IRON PIN AT THE END OF SAID CURVE HAVING A CHORD BEARING AND DISTANCE OF S 05° 47' 25" W, 225.40 FEET; THENCE,
4.) CONTINUING WITH THE WESTERLY RIGHT-OF-WAY LINE OF NORTH CARTWRIGHT STREET, S 29° 40' 41" W, 178.98 FEET TO AN IRON PIN AT THE SOUTHWESTERLY CORNER OF THE OVERALL TRACT DESCRIBED HEREIN AND SOUTHEASTERLY CORNER OF LOT NO. TWO OF THE AZTEX ENERGY COMP. SUBDIVISION, AS OF RECORD IN BOOK 6900, PAGE 283, R.O.D.C., TENNESSEE; THENCE,
5.) WITH THE EASTERLY LINE OF LOT TWO, N 44° 55' 35" W, 140.76 FEET TO AN IRON PIN; THENCE,
6.) CONTINUING WITH LOT TWO, S 47° 06' 57" W, 49.60 FEET TO AN IRON PIN; THENCE,
7.) CONTINUING WITH LOT TWO, N 45° 45' 21" W, 180.00 FEET TO AN IRON PIN ON THE DEDICATED SOUTHERLY RIGHT-OF-WAY LINE OF EAST CEDAR STREET AND BEING THE NORTHWESTERLY CORNER OF THE HEREIN DESCRIBED TRACT; THENCE,
8.) WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST CEDAR STREET AND A 456.00-FOOT RADIUS CURVE TO THE RIGHT, EASTERLY A DISTANCE OF 137.60 FEET TO AN IRON PIN; SAID CURVE HAS A CHORD BEARING AND DISTANCE OF N 53° 14' 10" E, 137.08 FEET; THENCE,
9.) CONTINUING WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST CEDAR STREET, N 61° 52' 51" E, 260.67 FEET TO THE POINT OF BEGINNING AND CONTAINING 83472.227 SQUARE FEET OR 1.916 ACRES.

Being the same property conveyed to Motel 6 Operating L.P., a Limited Partnership, by Quitclaim Deed from William D. Harbin et ux, Stella L. Harbin, Hazel B. Jones et ux, Faye Marie Jones and Morris E. Freeman et ux, Myrtle H. Freeman, of record in Book 7089, page 812, Register's Office for Davidson County, Tennessee.

Approved 4/24/98

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



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

RECEIVED OF _____

FOR _____

BOOK 10952 PG 317

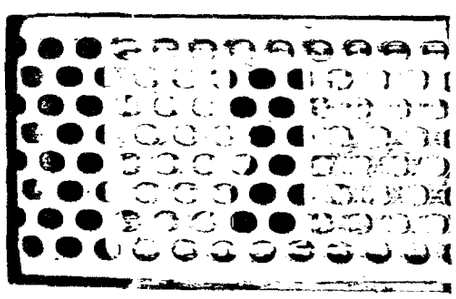
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 2137847.00
CON TX 7910.03
PRFEE 1.00
WDEED 32.00
TOTAL 7943.03
CHECK 7943.03

05/29/98 01 16:21 0001 3357

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0443637
IDENTIF. # REFERENCE
98 MAY 29 PM 4:19
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1299302