Book 35

BOOK 10952 PG 318

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers:
c/o U.S. Realty Advisors, LLC 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

0443638

RECEIVED & RECORDED
98 MAY 29 PM 4:19
REGISTER
DAVIDSON COUNTY, TN.

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
(Remainder Interest)

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 to ACREM 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"), in fee, 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 (the "Premises"); EXCEPTING, HOWEVER, that the conveyance made herein does not include and is subject to the interests described in (i) through (ii) below:

(i) an estate for years in the Premises commencing on the date hereof, through and including midnight on April 30, 2019, which is conveyed by Grantor to M-SIX LIMITED PARTNERSHIP, a Delaware limited partnership, by separate deed of even date herewith; and

(ii) 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 are conveyed to Estate for Years Owner by the deed described in paragraph (i) above.

The Premises, excepting the interests described in (i) through (ii) above, conveyed hereby, are hereinafter called the "Remainder Interest".

Grantee by its acceptance of this deed, for itself and its successors in title to the Remainder Interest, agrees to the foregoing exception and reservation, and acknowledges that it is acquiring a remainder interest in the Premises and further acknowledges that it is acquiring no right, title or interest whatsoever in the Improvements.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Remainder Interest 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 Remainder Interest and all privileges and appurtenances, including, without limitation, all easements, thereto belonging 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.

STATE OF New York
COUNTY OF New York

The actual consideration or value, whichever is greater, for this transfer is $94,903.—.

Affiant

BOOK 10952 PG 320

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 27, 1998.

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

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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, 199 9

TN

4355/61131-001 NYLIB1/834799 v1

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 Lucky
Title: President

BOOK 10952 PG 324

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. 03BA5000132
Qualified in New York County
Commission Expires Feb. 13, 1999

TN

EXHIBIT A

[ATTACHED]

BOOK 10952 PG 325

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

BOOK 10952 PG 326

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,

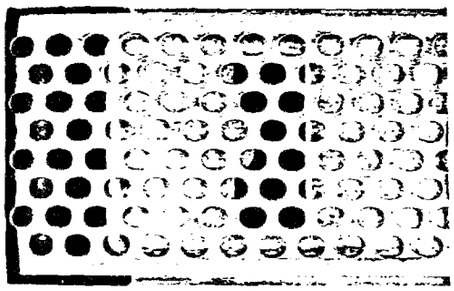
1.) WITH THE WESTERLY RIGHT-OF-WAY OF NORTH CARTWRIGHT STREET WITH A CURVE TO THE RIGHT (RADIUS 25 FEET) SOUTHEASTERLY, A DISTANCE OF 43.64 FEET, HAVING A CHORD BEARING AND DISTANCE OF S 68°06'30" E, 38.31 FEET, TO AN IRON PIN; THENCE,
2.) CONTINUING WITH THE WESTERLY RIGHT-OF-WAY LINE OF NORTH CARTWRIGHT 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°08'57" 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 458.00-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.

3358 05/29 0101 03CHECK 129.14

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

Approved 4/24/98



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

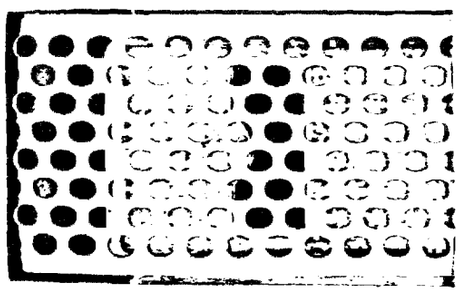
FOR _____

BOOK 10952 PG 327

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	24903.00
			CON TX	92.14
			PRFEE	1.00
			WDEED	36.00
			TOTAL	129.14
			CHECK	129.14
05/29/98	01		16:22 0001	3358

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0443638

IDENTIF. # REFERENCE

98 MAY 29 PM 4:20

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1299303