Box 35

BOOK 10952 PG 345

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	134- 179

98 MAY 29 PM 4:22

REGISTER
DAVIDSON COUNTY, TN.

0443641

IDENTIF. & REFERENCE

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 (S), 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 $ 37,562.00.

Affiant

BOOK 10952 PG 347

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 55 WALLACE RD. NASHVILLE, TN.

BOOK 10952 PG 348

IN WITNESS WHEREOF, the Grantor has caused this deed to be executed as of April 30, 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

Book 10952 Pg 349

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

NOTARY PUBLIC STATE OF NEW YORK

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 Lady
Title: President

TN

Book 10952 Page 351

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. 01BA5000122
Qualified in New York County
Commission Expires Feb. 13, 1999

TN

EXHIBIT A

FOR 10952 PG 352

[ATTACHED]

Site No. 156
Nashville (S), Tennessee
95 Wallace Road
Tracking No. 93

BOOK 10952 PG 353

EXHIBIT "A"

LAND IN THE 5TH CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, DESCRIBED ACCORDING TO A COPY OF A SURVEY MADE BY RESOURCE DEVELOPMENT, CORP., DATED AUGUST 30, 1972, AS FOLLOWS:

BEGINNING AT A POINT WHERE THE EAST MARGIN OF WALLACE ROAD INTERSECTS THE SOUTH MARGIN OF HARDING PLACE; THENCE, WITH THE SOUTH MARGIN OF THE ACCESS CONTROL FENCE AND RIGHT OF WAY OF THE SOUTHWEST RAMP FROM HARDING PLACE ONTO INTERSTATE 24, NORTH 73°58'00" EAST, A DISTANCE OF 4.20 FEET TO AN IRON PIN IN THE FENCE; THENCE, WITH SAID FENCE AND RIGHT-OF-WAY, NORTH 84°56'00" EAST, A DISTANCE OF 104.40 FEET TO A GALVANIZED PIPE; THENCE, WITH SAID FENCE, SOUTH 69°42'39" EAST, A DISTANCE OF 497.18 FEET TO AN IRON PIN WHERE THE ACCESS CONTROL FENCE AND RIGHT-OF-WAY OF THE SOUTHWEST RAMP INTERSECTS THE WEST RIGHT-OF-WAY OF INTERSTATE 24; THENCE, WITH THE WEST RIGHT-OF-WAY OF INTERSTATE 24, ALONG A CURVE HAVING A CHORD DESCRIBED AS SOUTH 26°47'00" EAST, A DISTANCE OF 22.03 FEET TO A POINT; THENCE, LEAVING SAID RIGHT-OF-WAY, NORTH 69°42'39" WEST, A DISTANCE OF 59.43 FEET TO AN IRON PIN; THENCE, SOUTH 52°33'46" WEST, A DISTANCE OF 208.75 FEET TO AN IRON PIN; THENCE, NORTH 69°42'39" WEST, A DISTANCE OF 287.00 FEET TO A GALVANIZED PIPE; THENCE, SOUTH 71°03'50" WEST, A DISTANCE OF 120.43 FEET TO AN IRON PIN IN THE EAST MARGIN OF WALLACE ROAD; THENCE, WITH THE EAST MARGIN OF WALLACE ROAD, NORTH 05°05'55" EAST, A DISTANCE OF 228.47 FEET TO THE POINT OF BEGINNING, CONTAINING 95,832.948 SQUARE FEET OR 2.200 ACRES.

Being the same property conveyed to grantor in Book 9145, page 338, ROD Ctn.

3361 05/29 0101 03CHECK 175.98

Approved 4/24/98

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____ BOOK 10952 PG 354

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 37562.00
CON TX 138.98
PRFEE 1.00
MDEED 36.00
TOTAL 175.98
CHECK 175.98

05/29/98 01 16:23 0001 3361

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

044364
IDENTIF. A REFERENCE

98 MAY 29 PM 4:22

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

No. 1299306