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SPECIAL WARRANTY DEED

FROM: MetroCenter Holdings, Inc., Grantor

TO: Brothers O'Krepki Accommocation Reality of Nashville Metro Center Springhill Suites, L.P., a Louisiana limited partnership, Grantee

This instrument was prepared by:
Robert N. Buchanan III
Farris, Warfield & Kanaday, PLC
Suite 1800, SunTrust Center
Nashville, Tennessee 37219

Address New Owner as Follows:

113 East 23rd Street
Covington, Louisiana 70433

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:

Map-Parcel Numbers:

Part of 70-16-1

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Five Hundred Thirty-Two Thousand Three Hundred and Three and 20/100 Dollars ($532,303.20).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 8th day of December, 1998.

Notary Public

My Commission Expires: at death

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, MetroCenter Holdings, Inc., Grantor, a Tennessee corporation, has bargained and sold, and by these presents does transfer and convey unto the said Brothers O'Krepki Accommodation Reality Of Nashville Metro Center Springhill Suites, L.P., a Louisiana limited partnership, herein the Grantee, its successors, and assigns, a certain tract or parcel of land (the "Property") in Davidson County, State of Tennessee, described as follows, to wit:

> Being Lot No. 9 D, on the Resubdivision of MetroCenter Lot 9 "C", as shown on plat of record in Book 9700 page 787, in the Register's Office for Davidson County, Tennessee (the "Plat").
>
> BEING part of the property conveyed to MetroCenter Holdings, Inc. by deed from MetroCenter Properties, Inc., of record in Book 8321, page 668, Register's Office for Davidson County, Tennessee.

This is unimproved property at MetroCenter Blvd. and Athens Way, Nashville, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto.

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.

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Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it, and the same is unencumbered and unrestricted by any matters arising by, through or under Grantor, except as to those matters set forth above to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors, and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors, and/or assigns against the lawful claims of all persons from matters arising by, through or under Grantor, except as to those matters set forth above to which this conveyance is expressly made subject.

Witness my hand this 3rd day of December, 1998.

METROCENTER HOLDINGS, INC.

By: _____
Randall W. Parham, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Allison Greer, a Notary Public of said County and State, personally appeared Randall W. Parham, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President (or other officer authorized to execute the instrument) of METROCENTER HOLDINGS, INC., the within named bargainor, a Tennessee corporation, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal, at Office in Nashville, this 3rd day of December, 1998.

_____
Notary Public

My Commission Expires: 5/27/01

ALLISON GREER NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN.

98 DEC -9 PM 2:28
BILL GARNETT REGISTER
DAVIDSON COUNTY, TN.

0523106
IDENTIF. # REFERENCE

8204 12/09 0101 03CHECK 198

1. A lien for 1998 real estate taxes which are being and will be prorated between Grantor and Grantee.

2. Restrictive Covenants in favor of Mat-Nel Company, recorded in Book 4784, page 659, as amended in Book 5792, page 787; Book 7012, page 61 and made applicable in Book 7012, page 62, said Register's Office.

3. Restrictive Covenants in favor of MetroCenter Properties, recorded in Book 5242, page 389, as amended in Book 5792, page 787, and Book 7012, page 61, said Register's Office. Article VI is no longer applicable, the same being terminated by instrument of record in Book 9932, page 28, said Register's Office.

4. Restrictive Covenants in favor of Arby's Inc., recorded in Book 9382, page 56, said Register's office.

5. Restrictive Covenants in favor of Taco Bell Corp., recorded in Book 9420, page 176, said Register's Office.

6. Terms, conditions, easements, rights and liens as set forth in The Declaration of Covenants, Conditions and Restrictions recorded in Book 7487, page 952 in favor of MetroCenter Improvements Association as amended in Book 10602, page 499.

7. All matters shown on plan of record in Book 9700, page 787.

8. Sanitary Sewer easement as shown on the plan of record in Book 9700, page 787 said Register's Office.

9. Rights of others in and to the Common elements.

10. Subject to any liens of any unpaid assessments and/or special assessments.

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

RECEIVED OF BOOK 11245 PAGE 180

FOR

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 532303.20
CON TX 1969.51
PRFEE 1.00
WDEED 12.00
CFEE 2.00
TOTAL 1984.51
CHECK 1984.51

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 12/08/98 01 14:29 0001 8204

0523106
IDENTIF. ↑ REFERENCE

98 DEC -9 PM 2:28
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

No. 1383187