BOOK

0526417

IDENTIF. & REFERENCE

This instrument was prepared by:
Mike C. McWilliams
Winstead Sechrest & Minick P.C.
5400 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270

98 DEC 17 AM 9:53

REGISTER
DAVIDSON COUNTY, TN.

BOOK 11256 PAGE 706

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 15 day of December, 1998, by and between TBA ENTERTAINMENT CORPORATION, a Delaware corporation, Party of the First Part and BROADWAY HOTEL PARTNERS, L.L.C., a Tennessee limited liability company, Party of the Second Part.

WITNESSETH:

That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the said Party of the First Part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said Party of the Second Part the real estate, situated and being in the County of Davidson, City of Nashville, State of Tennessee, as more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.

The source of title of the Party of the First Part is the deed of record in Book 11256 Page 702, Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining, unto the said Party of the Second Part, its successors and assigns in fee simple forever.

The said Party of the First Part, does hereby covenant with the said Party of the Second Part, that it has a good right to sell and convey the real estate, that the same is unencumbered, except for those matters listed on Exhibit "B" attached hereto and incorporated herein for all purposes, to all of which encumbrances and exceptions this conveyance is made subject; and that the title and quiet possession thereto Party of the First Part will warrant and forever defend against the lawful claims of all persons claiming by, through or under the Party of the First Part.

The word "Party" as used herein shall mean "parties" whenever more than one person or entity be referred to and pronouns shall be construed according to their proper gender or number according to the context.

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

IN WITNESS WHEREOF, the Party of the First Part has signed this special warranty deed and has caused this instrument to be delivered the day and year first above written.

TBA ENTERTAINMENT CORPORATION,
a Delaware corporation

By: _____
Thomas Jackson Weaver, III
President

STATE OF TENNESSEE

COUNTY OF Davidson

Before, me the undersigned Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Thomas Jackson Weaver, III with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence),and who, upon oath, acknowledged that each of them executed the foregoing instrument on behalf of TBA Entertainment Corporation for the purpose therein contained as his free act and deed.

WITNESS my hand and seal, at office in Nashville, Tennessee, this the 15 day of December, 1998.

_____
NOTARY PUBLIC

My commission Expires: 3-24-01

JAMES C. LANE, III NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

Property Address:
1811 Broadway
Nashville and Davidson County, TN

Person or Entity Responsible for Property Taxes:

Broadway Hotel Partners, L.L.C.
6141 Walnut Grove Road
Suite 200
Memphis, TN 38120

Name and Address of Property Owner:

Broadway Hotel Partners, L.L.C.
6141 Walnut Grove Road
Suite 200
Memphis, TN 38120

State Tax ..... $ _____
Register's fee ..... _____
Recording fee ..... _____
Total ..... $ _____

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 2,717,000 00, which amount is equal to or greater than the amount which the property transfer would command at a fair and voluntary sale.

AFFIANT

JAMES S. LACKEY, III NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

Subscribed and sworn to before me, this 15 day of December, 1998.

Notary Public

My Commission Expires:

3-24-01

RETURN TO:

John S. Seabold
Gerrish & McCreary, P.C.
700 Colonial Road, Suite 200
Memphis, TN 38177

WARD, BLOCK AND PARCEL NO:

Tr 1 (Fee) Map 92-16, Parcel 203
Tr 2 (Leasehold) Map 92-16, Parcel 202

3098615.1
12/7/98
186/(8):9672-1

EXHIBIT A

Tract 1

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located East of Nineteenth Ave. and running between Division St. and Broadway, and being a part of Lot No. 143 as shown on the Plan of Boyd Home Tract as of record in Book 21, Page 39, R.O.D.C. and being more particularly described as follows:

Commencing at an iron pin on the southerly right of way of Broadway (formerly known as Broad Street), said pin being N46°02'06"E 98.17 ft. from an iron pin at the north west corner of the property of Robert J. Beckham and Ronald Chancey as of Record Book 8311, Page 523, R.O.D.C. located at the south west corner of the intersection of said Broadway and Nineteenth Ave. So. (Formerly known as Douglass Ave.).

THENCE, continuing N46°02'06"E 141.84 ft. along said right-of-way to a point and the true point of beginning;

THENCE, continuing N46°02'06"E 108.43 ft. along said right-of-way to a point;

THENCE, S27°00'48"E 175.51 ft. along the face of an existing building and an existing block wall to a point being the southeast corner of said building;

THENCE, S56°16'51"E 104.00 ft. along southerly face of said building to a railroad spike in the top of a concrete wall, said spike being 5.80+/- ft. northeasterly of the end of said wall.

THENCE, N27°10'11"E 156.04 ft. to the true point of beginning at said iron pin.

Tract 2

The leasehold estate of the Party of the First Part (the successor by merger of Nashville Country Club, Inc.) pursuant to that certain Lease by and between Nashville Country Club, Inc. and William Madison Smith, dated September 30, 1993, which Lease is referenced in that Short Form Lease and Option to Purchase, dated September 30, 1993, between William Madison Smith, as Lessor, and Nashville Country Club, Inc., Lessee, of record in Book 9105, Page 783, Register's Office of Davidson County, Tennessee, which relates to the following described property:

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located East of Nineteenth Avenue and running between Division Street and Broadway; and being a part of Lot Nos. 143 and 144 as shown on the Plan of Boyd Home Tract as of record in Book 21, Page 39, R.O.D.C. and being more particularly described as follows:

Beginning at a point in the northerly right-of-way line of Division Street, said point being N56°38'27"E, 91.24 feet from the easterly right-of-way line of Nineteenth Avenue South;

THENCE, leaving said right-of-way line with the easterly line of property conveyed to Charles P. Stevens by Deed of Record in Book 3872, Page 75, R.O.D.C. N26°17'45"W, 264.57 feet to a point in the southerly right-of-way line of Broadway;

THENCE, with said right-of-way line N46°02'06"E, 141.84 feet to an iron pin;

THENCE, leaving said line with the westerly line of property conveyed to Lineberry Properties, Inc. & J.D. Eatherly by Deed of Record in Book 9099, Page 180, R.O.D.C., S27°10'11"E, 156.04 feet to a railroad spike on the northerly line of property conveyed to Trio Entertainment Deed of Record in Book 7276, Page 301, R.O.D.C.;

THENCE, with said line S56°13'14"W, 5.80 feet to a point,

THENCE, with the westerly line of Trio Entertainment property S27°15'28"E, 134.25 feet to an iron pin in the northerly right-of-way line of Division Street;

THENCE, with said line S56°38'27"W, 135.06 feet to the point of beginning.

3098054.3
12/4/98
186(8):9672-1

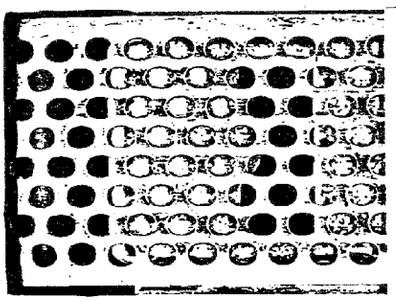
BOOK 11256 PAGE 711

EXHIBIT B

1. Parking Lot Lease by and between TBA Entertainment Corporation, as Landlord, and Lineberry Properties, Inc., as Tenant, dated December 15, 1998. (Affects Tract 1)

3098794.2
12/10/1998
186/(8):9672-1

1801 12/17 0101 03CHECK 10079.90



OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

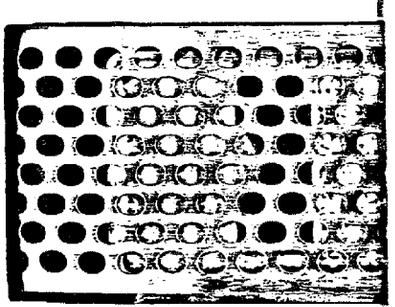
FOR _____

BOOK 11256 PAGE 712

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

CAMT	
	2717000.00
CON TX	10052.90
PRFEE	1.00
WDEED	24.00
CFEE	2.00
TOTAL	10079.90
CHECK	10079.90

12/17/98 01 09:53 0001 1801



05264117
IDENTIF. # REFERENCE

98 DEC 17 AM 9:53
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1401253