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AD

Prepared by William T. Cheek, III, Lassiter, Tidwell & Hildebrand, PLLC, 213 Fifth Avenue, North, Nashville, Tennessee 37219.

NEW OWNER ADDRESS:

Pavilion Partners
SFX Entertainment
2000 W. Loop So.
Ste 1300
Houston, Tx 77027

SEND TAX NOTICES:

Same

MAP-PARCEL NOS.:

Map 164
Parcels 41 & 173

QUITCLAIM DEED

BOOK 11444 PG. 635

For and in consideration of $10.00, Starwood Amphitheater Operating Company, a Tennessee general partnership comprised of Belz-Starwood, Inc. (a Tennessee Corporation) and Pace Music Group, Inc., formerly known as Pace Productions, Inc. (a Texas Corporation) (collectively the "Grantor"), has sold and by these presents does hereby quitclaim and release unto Pavilion Partners a Delaware general partnership (the "Grantee"), its successors and assigns, all of the Grantor's right, title and interest in and to the tracts or parcels of land in Davidson County, State of Tennessee, described on the attached Exhibit A.

The property is conveyed subject to all limitations, restrictions and encumbrances as may affect the premises. The Grantor makes no warranties of title or of any other kind. This deed has been prepared based upon information supplied by the Grantor and no independent title search or other investigation has been conducted.

Effective as of June 30, 1998.

GRANTOR:

STARWOOD AMPHITHEATER OPERATING COMPANY

By Belz-Starwood, Inc., Its General Partner

By: _____
Name: Jerome H. Hanover
Title: Sr. V.P.

STATE OF Tennessee)
COUNTY OF Shelby)

I, Louise J. Adcock, a Notary Public in and for said County and State, do hereby certify that Jerome H. Hanover, personally known to me to be the Sr. Vice President of Belz-Starwood, Inc., and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that the statements set forth in the foregoing instrument are true and correct, and that he/she signed and delivered this document on behalf of the corporation.

WITNESS my hand and official seal at Memphis, TN, this 22 of April, 1999.

Louise J. Adcock
NOTARY PUBLIC

My Commission Expires: 6-8-99

LOUISE T. ADCOCK NOTARY PUBLIC AT LARGE COMM. EXP. 6-8-99 SHELBY CO., TN

PICK-UP

APR 23 AM 11:04

05778832

By Pace Music Group, Inc., Its General Partner

BOOK 11444 PG. 636

By: _____
Name: Jeffry B. Lewis
Title: Secretary

STATE OF Texas)
COUNTY OF Harris)

I, L. Ann Simpson, a Notary Public in and for said County and State, do hereby certify that Jeffry B. Lewis, personally known to me to be the Secretary of Pace Music Group, Inc., and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged and swore that the statements set forth in the foregoing instrument are true and correct, and that he/she signed and delivered this document on behalf of the corporation.

WITNESS my hand and official seal at Houston, Texas, this 21 of April, 1999.

_____
NOTARY PUBLIC

My Commission Expires:

L. ANN SIMPSON
MY COMMISSION EXPIRES
July 28, 2001

AFFIDAVIT OF VALUE

STATE OF Texas)
COUNTY OF Harris)

The actual consideration or value, whichever is greater, for this transfer is $10.00.

By: _____
Affiant

Sworn to and subscribed before me this 21 day of April, 1999.

_____
NOTARY PUBLIC

My Commission Expires:

L. ANN SIMPSON
MY COMMISSION EXPIRES
July 28, 2001

EXHIBIT A TO QUIT CLAIM DEED - PAGE 1

PARCEL 41
PROPERTY MAP 164

A TRACT OF LAND IN THE 2ND CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, BEING PARCEL NO. 41, PROPERTY MAP 164, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BOOK 11444 PG. 637

BEGINNING AT A POINT IN THE SOUTH RIGHT OF WAY LINE (100 FOOT RIGHT OF WAY) OF MURFREESBORO PIKE (S.R.1), SAID POINT BEING 1,436.5 FEET ± SOUTH OF THE CENTERLINE OF OLD HICKORY BOULEVARD (HOBSON PIKE) (S.R. 171) AS MEASURED ALONG THE CENTERLINE OF MURFREESBORO PIKE, SAID POINT ALSO BEING THE NORTHWEST CORNER OF THE PROPERTY OWNED BY WILLIAM A. STEWART AS RECORDED IN BOOK 1360, PAGE 21 IN THE SAID REGISTER'S OFFICE; THENCE S41°07'09"W, 266.36 FEET ALONG THE WEST LINE OF THE SAID STEWART PROPERTY, TO A CORNER; THENCE CONTINUING ALONG THE WEST LINE OF THE SAID STEWART PROPERTY S46°15'12"E, 88.00 FEET TO A CORNER; THENCE CONTINUING ALONG THE WEST LINE OF THE SAID STEWART PROPERTY AND ALONG THE WEST LINE OF THE PROPERTY OWNED BY BRENDA LEMLEY, AS RECORDED IN WILL BOOK 106, PAGE 635, COUNTY COURT FOR DAVIDSON COUNTY, S12°55'28"W, 532.92 FEET TO A POINT IN THE NORTH LINE OF THE PROPERTY OWNED BY LAYTON J. ADKINS, JR., AS RECORDED IN BOOK 5441, PAGE 512 IN THE SAID REGISTER'S OFFICE, SAID POINT BEING THE SOUTHWEST CORNER OF THE SAID LEMLEY PROPERTY; THENCE N77°26'45"W, 159.67 FEET ALONG THE NORTH LINE OF THE SAID ADKINS PROPERTY TO THE NORTHWEST CORNER OF THE SAID ADKINS PROPERTY; THENCE ALONG THE WEST LINE OF THE SAID ADKINS PROPERTY AND ALONG THE WEST LINE OF THE PROPERTY OWNED BY DAVID H. MASON ET UX AS RECORDED IN BOOK 4509, PAGE 278 IN SAID REGISTER'S OFFICE AND ALONG THE WEST LINE OF THE PROPERTY OWNED BY WALTER LEE VAUGHN ET UX AS RECORDED IN BOOK 1586, PAGE 339 IN SAID REGISTER'S OFFICE THE FOLLOWING COURSES AND DISTANCES: S14°50'42"W, 414.67 FEET; S08°22'35"W, 106.13 FEET TO THE SOUTHWEST CORNER OF THE SAID VAUGHN PROPERTY; THENCE S62°04'45"E, 186.55 FEET ALONG THE SOUTH LINE OF THE SAID VAUGHN PROPERTY TO A POINT, SAID POINT BEING THE NORTHWEST CORNER OF THE PROPERTY OWNED BY JOHNNY AND EMMA BASKIN AS RECORDED IN BOOK 5398, PAGE 749 IN SAID REGISTER'S OFFICE; THENCE S08°22'35"W, 339.74 FEET ALONG THE WEST LINE OF THE SAID BASKIN PROPERTY AND ALONG THE WEST LINE OF THE PROPERTY OWNED BY S.E. KINBRO ET UX AS RECORDED IN BOOK 2197, PAGE 259 IN SAID REGISTER'S OFFICE TO A POINT ON THE NORTH LINE OF THE PROPERTY OWNED BY RANDY YEARGIN RECORDED AS LOT 2, CLIFTON ACRES SUBDIVISION IN BOOK 5281, PAGE 744 IN SAID REGISTER'S OFFICE, SAID POINT BEING THE SOUTHWEST CORNER OF THE SAID KINBRO PROPERTY; THENCE ALONG THE NORTH LINE OF THE SAID YEARGIN PROPERTY AND ALONG THE NORTH LINE OF THE PROPERTY OWNED BY BILLY SPAULDING RECORDED AS LOT 1, CLIFTON ACRES SUBDIVISION IN BOOK 5281, PAGE 746 IN SAID REGISTER' OFFICE, AND ALONG THE NORTH LINE OF THE PROPERTY OWNED BY WILLIAM D. YEARGIN, JR. ET UX AS RECORDED IN BOOK 5014, PAGE 290 IN SAID REGISTER'S OFFICE, AND ALONG THE NORTH LINE OF THE PROPERTY OWNED BY JAMES R. OGLESBY ET UX AS RECORDED IN BOOK 3508, PAGE 505 IN SAID REGISTER'S OFFICE THE FOLLOWING COURSES AND DISTANCES: N81°08'11"W, 71.53 FEET; N33°33'15"W, 54.86 FEET; N64°04'10"W, 854.45 FEET; N56°36'49"W, 150.69 FEET; N52°56'30"W, 139.10 FEET; N50°28'43"W, 91.68 FEET; N86°19'21"W, 469.63 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF OLD HICKORY BOULEVARD (HOBSON PIKE)(S.R.171), SAID POINT BEING THE NORTHWEST CORNER OF THE SAID OGLESBY PROPERTY; THENCE ALONG THE SAID EAST RIGHT OF WAY LINE THE FOLLOWING COURSES AND DISTANCES: N07°03'17"E, 280.00 FEET; N12°45'55"E, 100.50 FEET; N07°03'17"E, 441.03 FEET TO A POINT OF CURVATURE; THENCE NORTHERLY CONTINUING WITH THE SAID EAST RIGHT OF WAY LINE ALONG A 1,085.92 FOOT RADIUS CURVE TO THE RIGHT AN ARC DISTANCE OF 151.01 FEET TO A POINT; THENCE CONTINUING WITH THE SAID EAST RIGHT OF WAY LINE N23°36'59"E, 93.62 FEET TO A POINT; THENCE NORTHERLY CONTINUING WITH THE SAID EAST RIGHT OF WAY LINE ALONG A 1,075.92' RADIUS CURVE TO THE RIGHT AN ARC DISTANCE OF 140.84 FEET TO A POINT; THENCE CONTINUING WITH THE SAID EAST RIGHT OF WAY LINE N18°40'42"E, 101.12 FEET TO A POINT; THENCE NORTHERLY CONTINUING WITH THE SAID EAST RIGHT OF WAY LINE ALONG A 1,095.92 FOOT RADIUS CURVE TO THE RIGHT AN ARC DISTANCE OF 37.53 FEET TO A POINT, SAID POINT BEING THE SOUTHWEST CORNER OF THE PROPERTY OWNED BY BELZ-MCDOWELL PROPERTIES AS RECORDED IN BOOK 4713, PAGE 303 IN SAID REGISTER'S OFFICE; THENCE ALONG THE SOUTH LINE OF THE SAID BELZ-MCDOWELL PROPERTY THE FOLLOWING COURSES AND DISTANCES: S85°53'29"E, 494.55 FEET; N57°57'56"E, 685.86 FEET TO A POINT ON THE SOUTH RIGHT OF WAY LINE OF MURFREESBORO PIKE (S.R.1.), SAID POINT BEING THE SOUTHEAST CORNER OF THE SAID BELZ-MCDOWELL PROPERTY; THENCE SOUTHEASTERLY CONTINUING ALONG THE SAID SOUTH RIGHT OF WAY LINE ALONG A 3,884.72 FOOT RADIUS CURVE TO THE LEFT AN ARC DISTANCE OF 230.55 FEET TO A POINT; THENCE CONTINUING WITH THE SAID SOUTH RIGHT OF WAY LINE THE FOLLOWING COURSES AND DISTANCES: S54°23'17"E, 101.97 FEET; S46°21'05"E, 601.64 FEET TO THE POINT OF BEGINNING AND CONTAINING 65.10 ACRES MORE OR LESS.

Being a part of that property acquired by the Grantor from Pace Productions, Inc., by quitclaim deed of record in Book 6941, Page 971, in the Davidson County Register's Office.

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

PARCEL 173
PROPERTY MAP 164

A TRACT OF LAND IN THE 2ND CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, BEING PARCEL NO. 173, PROPERTY MAP 164, BEING MORE PARTICULARY DESCRIBED AS FOLLOWS:

BOOK 11444 PG. 638

BEGINNING AT A POINT IN THE SOUTH RIGHT OF WAY LINE (65 FEET FROM THE CENTERLINE) OF MURFREESBORO PIKE (S.R.1), SAID POINT BEING 508.5 FEET ± SOUTH OF THE CENTERLINE OF OLD HICKORY BOULEVARD (HOBSON PIKE) (S.R. 171) AS MEASURED ALONG THE CENTERLINE OF MURFREESBORO PIKE, SAID POINT ALSO BEING THE NORTHWEST CORNER OF THE PROPERTY OWNED BY BELZ-MCDOWELL PROPERTIES AS RECORDED IN BOOK 4699, PAGE 101 IN SAID REGISTER'S OFFICE; THENCE ALONG THE NORTH LINE OF THE SAID BELZ-MCDOWELL PROPERTY THE FOLLOWING COURSES AND DISTANCES: S57°57'56"W, 685.86 FEET; N85°53'29"W, 494.55 FEET TO A POINT IN THE EAST RIGHT OF WAY LINE (100 FOOT RIGHT OF WAY) OF OLD HICKORY BOULEVARD (HOBSON PIKE)(S.R. 171); THENCE NORTHEASTERLY WITH THE SAID EAST RIGHT OF WAY LINE ALONG A 1,095.92 FOOT RADIUS CURVE TO THE RIGHT AN ARC DISTANCE OF 316.88 FEET TO A POINT OF TANGENCY; THENCE CONTINUING WITH THE SAID EAST RIGHT OF WAY LINE THE FOLLOWING COURSES AND DISTANCES: N51°16'49"E, 327.34 FEET; N57°02'41"E, 97.91 FEET, N51°41'21"E, 175.05 FEET; S81°14'54"E, 169.58 FEET TO A POINT IN THE SOUTH RIGHT OF WAY LINE OF MURFREESBORO PIKE (S.R.1); THENCE ALONG THE SAID SOUTH RIGHT OF WAY LINE S44°58'51"E, 104.74 FEET TO A POINT OF CURVATURE; THENCE CONTINUING WITH THE SAID SOUTH RIGHT OF WAY LINE SOUTHEASTERLY ALONG A 3,884.72 FOOT RADIUS CURVE TO THE LEFT AN ARC DISTANCE OF 222.05 FEET TO THE POINT OF BEGINNING AND CONTAINING 7.93 ACRES MORE OR LESS.

Being a part of that property acquired by the Grantor from Pace Productions, Inc., by quitclaim deed of record in Book 6941, Page 971, in the Davidson County Register's Office.

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