WARRANTY DEED

THIS INSTRUMENT PREPARED BY:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
JOHN S. SEABOLD GERRISH & McCREARY, P.C. 700 Colonial, Suite 200 Memphis, Tennessee 38117 (901) 767-0900	Music City Hotel, L.P. 6141 Walnut Grove Road, Suite 200 Memphis, TN 38120	10W00745 92-16 203 – Tract I 10W00755 92-16 202 – Tract II

Parcel Nos.: Field Book 10W00745, Map 92-16, Parcel 203-Tract I
Field Book 10W00755, Map 92-16, Parcel 202-Tract II

BOOK 11627 PAGE 90

THIS INDENTURE, made and entered into as of this 18th day of August, 1999, by and between Broadway Hotel Partners, LLC, party of the first part, and Music City Hotel, L.P., 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 considerations, the receipt of all of which is hereby acknowledged, the 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 following described real estate, situated and being in City of Nashville, County of Davidson, State of Tennessee, to-wit:

See Exhibit "A"

Being the same property conveyed to Broadway Hotel Partners, LLC by deed of record in Book 11256, Page 706 and Book 11256, Page 713, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforedescribed real estate together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, their heirs, successors and assigns in fee simple forever.

And the said party of the first part does hereby covenant with the said party of the second part that he is lawfully seized in fee of the aforedescribed real estate; that he has a good right to sell and convey the same; that the same is unencumbered,

EXCEPT THAT:

This conveyance is made subject to the encumbrances listed in Exhibit "B" as attached hereto,

and that the title and quiet possession thereto he will warrant and forever defend against the lawful claims of all persons.

The words "party" as used herein shall mean "parties" if more than one person or entity be referred to, and pronouns shall be construed according to their proper gender and number according to the context hereof.

WITNESS the signature of the party of the first part as of the day and year first above written.

Broadway Hotel Partners, LLC

By: _____
Gary J. Prosterman, Chief Manager

STATE OF TENNESSEE
COUNTY OF SHELBY

8383 08/19 0101 03CHECK 14947.83

Before me, John S. Seabold, of the state and county aforesaid, personally appeared Gary J. Prosterman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager of Broadway Hotel Partners, LLC, the within named bargainor, a limited liability company, and that he as such Chief Manager executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as Chief Manager.

WITNESS my hand and seal at office on this 16th day of August, 1999.

_____
Notary Public

JOHN S. SEABOLD NOTARY PUBLIC AT LARGE SHELBY COUNTY, TENN.

My Commission Expires: 12/12/2001

STATE OF TENNESSEE
COUNTY OF SHELBY

I, or we, hereby swear or affirm that, to the best of the affiant's knowledge information and belief, the actual consideration for this transfer or value of the property transferred whichever is greater, is $4,034,818.15 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

_____
Affiant

Subscribed and sworn to before me this 18th day of August, 1999.

_____
Notary Public

JOHN S. SEABOLD NOTARY PUBLIC AT LARGE SHELBY COUNTY, TENN.

My Commission Expires: 12/12/2001

[P16434\031\JSS\Warranty Deed]

Property Address:
1811 Broadway
Nashville, TN

Name and Address of Owner and
Send Tax Bills To:
Music City Hotel, L.P.
6141 Walnut Grove Road, Suite 200
Memphis, Tennessee 38120
Memphis, Tennessee 38117

99 AUG 19 PM 3:26
REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

0626466
IDENTIF. & REFERENCE

EXHIBIT "A"

Property Description

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TRACT I:

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"W 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"W 156.04 ft. to the true point of beginning at said iron pin.

TRACT II:

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.

The above tracts are also described as follows:

TOTAL PROPERTY:

Being a parcel of land in Nashville, first civil district, nineteenth councilmanic district, Davidson County, Tennessee. The property is located east of Nineteenth Ave. and running between Division St. and Broadway, and having a street address of 1811 Broadway. Said property being a part of lots 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 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 & 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 250.27 Ft. along said right-of-way of Broadway to a point;

Thence, S27°00'48"E 175.51 Ft. along the face of an existing building, also being the westerly face of a concrete block wall, to a point, also being the southeast corner of said building;

Thence, S56°16'51"W 104.0 Ft. along the northerly line of the Property belonging to Marizona Robinson, Esprit Sound, Inc., as recorded in Book 6546, Page 915, R.O.D.C. and the northerly line of the property of Trio Entertainment as recorded in Book 7276, Page 301, R.O.D.C., a total of 104.00 Ft. to a Railroad Spike in the top of a concrete block wall.

Thence, continuing S56°13'14"W 5.80 Ft. to a point

Thence, S27°15'28"E 134.25 Ft. along the westerly line of the property of said Trio Entertainment, to a point in the northerly right-of-way line of Division St.;

Thence, with said right-of-way line S56°38'27"W, 135.06 Ft. to an iron pin;

Thence, N26°17'45"W 264.57 Ft. along the easterly line of the property conveyed to Charles P. Stevens and W. B. Stevens by deed of record in Book 3872, Page 75, R.O.D.C. to the point of beginning.

Containing 54547 Sq. Ft. or 1.25 acres more or less.

EXHIBIT "B"

Encumbrances

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1. Taxes for 1999 and subsequent years: Not yet due or payable.

2. Survey of Barge, Waggoner, Sumner & Cannon, Inc., File No. 13756-01, dated August 5, 1998, last revised August 6, 1999, shows location of gas, sewer, electric, and telephone lines, 10' public alley abutting property on westerly line, and existing improvements along property lines on portions of westerly, easterly, and southerly boundary of premises.

3. Rights of claims of tenants under unrecorded parking lot lease by and between TBA Entertainment Corporation (Landlord) and Lineberry Properties, Inc. (Tenant), which according to its terms, terminates 270 days from December 15, 1998.

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11627 PAGE 94

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

0626466
IDENTIF. ↑ REFERENCE

99 AUG 19 PM 3:26

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

CAMT
4034818.15
CON TX 14928.83
PRFEE 1.00
WDEED 16.00
CFEE 2.00
TOTAL 14947.83
CHECK 14947.83

08/19/99 01 15:26 0001 8383

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1504412