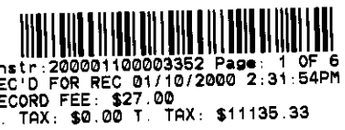
24

Box 35
Y.R.

| Address New Owner: | Send Tax Bills to: | Map-Parcel Numbers: |
|---|---|---|
| c/o Berkshire Hathaway Credit Corporation<br>3024 Harney Street<br>Omaha, NE 68131 | Red Roof Inns, Inc.<br>14651 Dallas Parkway<br>Suite 500<br>Dallas, Texas 75240 | Map 26-2<br>Parcel 2 |




THIS INSTRUMENT PREPARED BY AND UPON RECORDATION RETURN TO:

Joshua Mermelstein, Esq.
Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, New York 10004

BH POOL 1
NASHVILLE-NORTH, TN

LIMITED WARRANTY DEED

RED ROOF INNS, INC, a Delaware corporation, 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, as of this 23 day of November, 1999, has GRANTED, BARGAINED, SOLD, ALIENATED, CONVEYED AND CONFIRMED and by these presents does hereby GRANT, BARGAIN, SELL, ALIENATE, CONVEY and CONFIRM and by these presents does convey and warrant to SECOND BERKSHIRE PROPERTIES, LLC, a Nebraska limited liability company, having an address of c/o Berkshire Hathaway Credit Corporation, 3024 Harney Street, Omaha, NE 68131, Attention: President ("Grantee"), fee simple title in and to all that certain parcel or parcels of land in the County and 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 (collectively, the "Premises").

TOGETHER WITH all buildings and improvements now located on the Premises, 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 to be and remain the sole and exclusive property of Grantee and its successors and assigns.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Premises and the Improvements unto Grantee, its successors and assigns, against the claims of all persons owning, holding or claiming by, through or under Grantor, but not otherwise.

TO HAVE AND TO HOLD said Premises and the Improvements, 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* Tennessee
*COUNTY OF* Davidson

*The actual consideration or value whichever is greater, for this transfer is* $3,009,549.00

*Subscribed and sworn to before me this the* 10th *day of* January *19* 2000

*Affiant*

*My commission expires:* 7-26-2003 *(Affix Seal)*

Julie E. DeWitt
*Notary Public*

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENNESSEE

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed as of the date and year above written.

RED ROOF INNS, INC., a Delaware corporation

By: _____
Name: Alan J. Rabinowitz
Title: Sr. VP

STATE OF New York )
) ss.
COUNTY OF New York

Personally appeared before me, Martin H. Clarke Notary Public _____, with whom I am personally acquainted and who acknowledged that _____ executed the within instrument for the purposes therein contained and further acknowledged that Alan J. Rabinowitz is the Sr. VP of Red Roof Inns, Inc., a Delaware corporation, and is authorized by said corporation, said corporation being authorized by _____ to execute this instrument on behalf of said corporation.

WITNESS my hand, at office, this 13th day of November, 1999.

_____
Notary Public

MARTIN H. CLARKE
Notary Public, State of New York
No. 02CL5041912
Qualified in Nassau County
Commission Expires April 10, 2001

My Commission Expires: _____

[TN - Red Roof]

EXHIBIT A

[ATTACHED]

SITE NO. 115
110 NORTHGATE DRIVE
NASHVILLE-NORTH, TN

**EXHIBIT "A"**

**A TRACT OF LAND IN THE CITY OF GOODLETTSVILLE, SECOND CIVIL DISTRICT OF METROPOLITAN NASHVILLE, DAVIDSON COUNTY, TENNESSEE KNOWN AS LOT #6 OF NORTHGATE PARK, SECTION NINE AS OF RECORD IN PLAT BOOK 5200, PAGE 533, REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:**

**BEGINNING AT AN IRON PIN SET IN THE WESTERLY RIGHT-OF-WAY LINE OF NORTHGATE DRIVE (A 50 FOOT WIDE STREET) WHICH IS 302.80 FEET AS MEASURED ALONG SAID RIGHT-OF-WAY LINE FROM THE INTERSECTION OF THE SOUTH RIGHT-OF-WAY LINE OF LONG HOLLOW PIKE AND THE WEST RIGHT-OF-WAY LINE OF NORTHGATE DRIVE. SAID POINT IS ALSO THE SOUTHEAST CORNER OF NORTHGATE PARK, SECTION NINE, LOT #3, OWNED BY CRACKER BARREL OLD COUNTRY STORE AS OF RECORD IN DEED BOOK 6066, PAGE 965, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND THE NORTHEAST CORNER OF THE HERE-ON DESCRIBED TRACT. 1. FROM THE POINT OF BEGINNING ALONG THE WEST RIGHT-OF-WAY LINE OF NORTHGATE DRIVE WITH A CURVE TO THE RIGHT A RADIUS OF 240.85 FEET A DISTANCE OF 87.47 FEET TO AN IRON PIN SET. SAID CURVE HAVING A CHORD BEARING AND DISTANCE OF S 11°50'45.5" W 86.989 FEET; THENCE, 2. CONTINUING WITH THE WEST RIGHT-OF-WAY LINE OF NORTHGATE DRIVE S 22°15'00" W 224.73 FEET TO AN IRON PIN SET. SAID POINT IS THE SOUTHEAST CORNER OF THIS TRACT AND A POINT IN THE NORTHERLY LINE OF NASHVILLE OUTLET PARTNERS PROPERTY AS OF RECORD IN DEED BOOK 6203, PAGE 803, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND ALSO BEING THE END OF NORTHGATE DRIVE RIGHT-OF-WAY; THENCE, 3. LEAVING THE SAID RIGHT-OF-WAY OF NORTHGATE DRIVE AND WITH THE COMMON LINE OF NASHVILLE OUTLET PARTNERS PROPERTY S 89°35'11" W 345.99 FEET TO AN IRON PIN SET AT THE EAST RIGHT-OF-WAY LINE OF INTERSTATE 65 AND THE NORTHWEST CORNER OF NASHVILLE OUTLET PARTNERS PROPERTY ALSO BEING THE SOUTHWEST CORNER OF THIS TRACT; THENCE, 4. WITH THE EAST RIGHT-OF-WAY LINE OF INTERSTATE 65 N 00°24'49" W 74.63 FEET TO AN EXISTING HIGHWAY MONUMENT; THENCE, 5. N 3°48'24" W 172.36 FEET TO AN EXISTING HIGHWAY MONUMENT; THENCE, 6. N 5°26'49" E 30.12 FEET TO AN IRON PIN SET IN THE NORTHWEST CORNER OF THIS TRACT AND THE SOUTHWEST CORNER OF THE CRACKER BARREL OLD COUNTRY STORE PROPERTY; THENCE, 7. WITH THE COMMON LINE OF CRACKER BARREL AND THIS TRACT N 87°37'08" E 458.45 FEET TO THE POINT**

**OF BEGINNING AND CONTAINING 116,163 SQUARE FEET OR 2.67 ACRES, MORE OR LESS.**

**BEING THE SAME PROPERTY CONVEYED TO RED ROOF INNS, INC., A DELAWARE CORPORATION, BY DEED FROM HERITAGE LAND COMPANY OF RECORD IN BOOK 9547, PAGE 355, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.**