Box 35
Y.R

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers:
c/o Berkshire Hathaway Credit Corporation 3024 Harney Street Omaha, NE 68131	Red Roof Inns, Inc. 14651 Dallas Parkway Suite 500 Dallas, Texas 75240	Map 132-15 Parcel 60

Instr:200001100003372 Page: 1 OF 7
REC'D FOR REC 01/10/2000 2:47:50PM
RECORD FEE: $31.00
M. TAX: $0.00 T. TAX: $11844.41

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-SOUTH, 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 $3,201,193.00
Subscribed and sworn to before me this the 10
day of January 2000

Affiant

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

Notary Public Julie E. DeWitt

NOTARY PUBLIC AT LARGE

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 Gen Counsel and Secretary

STATE OF New York

COUNTY OF New York) ss.

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]

4579/74924-031 NYLIB1/1114385 v1

EXHIBIT A

[ATTACHED]

Revised 12-17-99 p.m.

SITE NO. 161
4271 SIDCO DRIVE
NASHVILLE-SOUTH, TN

EXHIBIT "A"

PARCEL 1

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 3 ON THE PLAN OF REVISION OF LOT 3, SOUTH PLAZA II OF RECORD IN BOOK 6250. PAGE 584, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY MARGIN OF SIDCO DRIVE, AS DEDICATED BY PLAT OF RECORD IN BOOK 5200, PAGE 289, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE SAID POINT BEING NORTH 07 DEG. 56' WEST 329.01 FEET FROM THE NORTH END OF A RADIUS RETURN TO ELYSIAN FIELDS ROAD; THENCE, LEAVING SAID MARGIN AT RIGHT ANGLES, SOUTH 82 DEG. 04' WEST 207.44 FEET TO THE EASTERLY MARGIN OF INTERSTATE 65. BEING NORTH 07 DEG. 10' EAST 380.66 FEET FROM THE NORTHERLY MARGIN OF ELYSIAN FIELDS ROAD; THENCE, WITH SAID MARGIN OF INTERSTATE 65, NORTH 07 DEG. 10' EAST 580.40 FEET TO A POINT, THENCE, LEAVING SAID MARGIN, NORTH 87 DEG. 21' EAST 86.70 FEET TO THE WESTERLY MARGIN OF SIDCO DRIVE; THENCE WITH THE MARGIN OF SIDCO DRIVE, WITH A CURVE TO THE LEFT, 55.01 FEET TO A POINT, SAID CURVE HAVING A RADIUS OF 6,237.57 FEET, A CENTRAL ANGLE OF 0 DEG. 30' 19", A TANGENT DISTANCE OF 27.50 FEET AND A CHORD OF SOUTH 02 DEG. 54' EAST 55.01 FEET; THENCE, CONTINUING WITH SAID MARGIN, WITH A CURVE TO THE LEFT, 295.17 FEET TO A POINT, SAID CURVE HAVING A RADIUS OF 12,683.93 FEET, A CENTRAL ANGLE OF 01 DEG. 20' 00", A TANGENT DISTANCE OF 147.59 FEET, AND A CHORD OF SOUTH 03 DEG. 50' EAST 295.16 FEET; THENSE, WITH A CURVE TO THE LEFT, 117.26 FEET TO A POINT, SAID CURVE HAVING A RADIUS OF 2,341.84 FEET, A CENTRAL ANGLE OF 02 DEG. 52' 08", A TANGENT DISTANCE OF 58.64 FEET, AND A CHORD OF SOUTH 05 DEG. 56' EAST 117.25 FEET; THENCE, CONTINUING WITH SAID MARGIN, SOUTH 07 DEG. 56' SOUTH 86.03 FEET TO THE POINT OF BEGINNING, CONTAINING 79,632 SQUARE FEET, OR 1.83 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO RED ROOF INNS, INC. BY DEED FROM SOUTH PLAZA ASSOCIATES, A TENNESSEE JOINT VENTURE OF RECORD IN BOOK 6908, PAGE 649, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXCEPTING FROM THE HEREIN DESCRIBED PROPERTY IS THAT PORTION OF THE PROPERTY CONVEYED TO THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, OF RECORD IN BOOK 7997, PAGE 14, REGISTER'S OFFICE FOR DAVIDSON COUNTY, AND DESCRIBED AS FOLLOWS:

LAND LYING IN THE 1ST CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, SAID LAND BEING A PORTION OF 2ND REVISION OF LOT NO. 3 OF SOUTH PLAZA II AS REVISED IN BOOK 6900, PAGE 19, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, BEING FURTHER DESCRIBED ACCORDING TO A SURVEY BY MCCONNELL ENGINEERING CONSULTANTS, INC., AND MORE PARTICULARLY AS FOLLOWS:

BEGINNING AT AN IRON ROD ON THE EXISTING WESTERLY MARGIN OF SIDCO DR., AS DEDICATED BY PLAT OF RECORD IN BOOK 5200, PAGE 289, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, SAID IRON ROD BEING N 07 DEG. 58 MIN. 00 SEC. W 329.01 FEET FROM THE NORTH END OF A RADIUS RETURN TO ELYSIAN FIELDS ROAD;

THENCE, LEAVING SAID MARGIN S 82 DEG. 04 MIN. 00 SEC. W 8.71 FEET TO THE SOUTHWEST CORNER OF THE HEREIN DESCRIBED TRACT; THENCE, ALONG A LINE BEING A CURVE TO THE RIGHT 554.04 FEET TO A POINT, SAID CURVE HAVING A RADIUS OF 5,147.49 FEET, A CENTRAL ANGLE OF 06 DEG. 10 MIN. 01 SEC.; THENCE N 87 DEG. 21 MIN. 00 SEC. E 1.46 FEET TO AN EXISTING IRON ROD ON THE AFOREMENTIONED EXISTING WESTERLY MARGIN OF SIDCO DRIVE; THENCE ALONG SAID MARGIN WITH A CURVE TO THE LEFT 55.01 FEET TO AN EXISTING IRON ROD, SAID CURVE HAVING A RADIUS OF 6,237.57 FEET, A CENTRAL ANGLE OF 00 DEG. 30 MIN. 19 SEC.; THENCE, CONTINUING WITH SAID MARGIN, WITH A CURVE TO THE LEFT, 295.17 FEET TO AN EXISTING IRON ROD, SAID CURVE HAVING A RADIUS OF 12,683.93 FEET, A CENTRAL ANGLE OF 01 DEG. 20 MIN. 00 SEC.: THENCE, CONTINUE WITH SAID MARGIN, WITH A CURVE TO THE LEFT 117.26 FEET TO AN EXISTING IRON ROD, SAID CURVE HAVING A RADIUS OF 2,341.84 FEET, A CENTRAL ANGLE OF 02 DEG. 52 MIN. 08 SEC.; THENCE, CONTINUING ALONG SAID MARGIN S 07 DEG. 56 MIN. 00 SEC. E 86.03 FEET TO THE POINT OF BEGINNING, AND CONTAINING 0.07 ACRES OR 3,100 SQUARE FEET.

BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL 1

LAND LYING IN THE 1ST CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, SAID LAND BEING A PORTION OF 2ND REVISION OF LOT NO. 3 OF SOUTH PLAZA II AS REVISED IN BOOK 6900, PAGE 19, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WEST RIGHT-OF-WAY MARGIN OF SIDCO DRIVE, SAID POINT BEING N 07'58'00' W A DISTANCE OF 329.01 FEET FROM THE NORTH END OF A RADIUS RETURN TO ELYSIAN FIELDS ROAD, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF SAID 2ND REVISION OF LOT 3 OF SOUTH PLAZA II; THENCE RUN S 82'04'00" W ALONG THE SAID SOUTH BOUNDARY LINE OF SAID 2ND REVISION OF LOT 3 FOR A DISTANCE OF 8.71 FEET TO A POINT ON THE NEW WEST RIGHT-OF-WAY MARGIN OF SIDCO DRIVE, SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE CONTINUE S 82'04'00" W ALONG THE SAID SOUTH BOUNDARY LINE FOR A DISTANCE OF 198.73 FEET TO THE SOUTHWEST CORNER OF SAID 2ND REVISION OF LOT 3, SAID POINT ALSO BEING ON THE EAST RIGHT-OF-WAY MARGIN OF INTERSTATE 65; THENCE RUN N 07'10'00" E ALONG THE WEST BOUNDARY LINE OF SAID 2ND REVISION OF LOT 3 AND ALONG SAID EAST RIGHT-OF-WAY MARGIN FOR A DISTANCE OF 580.40 FEET TO THE NORTHWEST CORNER OF SAID 2ND REVISION OF LOT 3; THENCE RUN N 87° 21'00" E ALONG THE NORTH BOUNDARY LINE OF SAID 2ND REVISION OF LOT 3 FOR A DISTANCE OF 86.24 FEET TO A POINT ON THE NEW WEST RIGHT-OF-WAY MARGIN OF SAID SIDCO DRIVE; THENCE RUN ALONG SAID NEW WEST RIGHT-OF-WAY MARGIN, A CURVE TO THE LEFT HAVING A RADIUS OF 5147.49 FEET AND AN ARC LENGTH OF 554.04 FEET, A CHORD BEARING S 04°04'00" E FOR A CHORD DISTANCE OF 653.77 FEET TO A POINT AND BACK TO THE TRUE POINT OF BEGINNING, SAID TRACT CONTAINING 1.76 ACRES, MORE OR LESS.

PARCEL 2

TOGETHER WITH THE RIGHTS OVER AND UPON LOT NOS. 1 AND 2 ON THE PLAN OF SOUTH PLAZA II, OF RECORD IN BOOK 5200, PAGE 441, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AS ESTABLISHED UNDER DECLARATION OF RECIPROCAL RIGHTS AND EASEMENTS AND RESTRICTIVE COVENANTS OF RECORD IN BOOK 5937, PAGE 774, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.