[1100 Airport Center Drive]
[Nashville, TN 37214]

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

Jane S. Kerpon, Esq.
Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02109

Instr:200007070067757 Page: 1 OF 7
REC'D FOR REC 07/07/2000 3:22:09PM
RECORD FEE: $31.00
T. TAX: $0.00 T. TAX: $44492.50

SPECIAL WARRANTY DEED

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

KNOW ALL MEN BY THESE PRESENTS THAT:

SPRINGHILL SMC CORPORATION, a Delaware corporation ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration paid to Grantor by **HPTMI II PROPERTIES TRUST**, a Maryland real estate investment trust ("Grantee"), the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD, ALIENED, DEMISED, RELEASED, CONVEYED and CONFIRMED, and does hereby GRANT, BARGAIN, SELL, ALIEN, DEMISE, RELEASE, CONVEY, and CONFIRM to Grantee, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, and all tenements, hereditaments, and appurtenances, including, without limitation, (a) any strips or gores between the real property described in Exhibit A and abutting properties, whether owned or claimed by deed, limitations or otherwise, and whether or not located inside or outside the property described on Exhibit A and (b) any land lying in or under the bed of any highway, avenue, street, road, alley, easement or right-of-way, open or proposed, in, on, across, abutting, or adjacent to the property described in Exhibit A, and all rights, titles and interest of Grantor if any, in and to any awards made or to be made in lieu thereof, for damage by reason of change in grade of any such highway, avenue, street, road or alley, with every privilege, rights, title, interest and estate, reversion, remainder, and easement thereto belonging or in otherwise appertaining, subject to the encumbrances described in Exhibit B attached hereto and made part hereof (the "Permitted Encumbrances").

TO HAVE AND TO HOLD the same in fee simple forever, unto the said Grantee, its legal representatives, successors and assigns, and Grantor does hereby warrant title to the above described property, rights and interests and binds itself and its legal representatives, successors and assigns to warrant and forever defend all and singular the above described property, rights and interest unto the said Grantee, its successors, legal representatives and assigns, against the claims of all persons claiming by, through or under Grantor but not otherwise, subject, however, to the Permitted Encumbrances.

IN WITNESS WHEREOF, this Deed is executed by Grantor to be effective as of the 15th day of June, 2000.

SPRINGHILL SMC CORPORATION,
a Delaware corporation

By: _____
Name: Mark W. Brugger
Title: Vice President

Commonwealth
~~STATE~~ OF Massachusetts
COUNTY OF Suffolk

Before me, a Notary Public in and for the State and County aforesaid, personally appeared Mark W. Brugger, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Vice President of SPRINGHILL SMC CORPORATION, the within-named bargainor, a Delaware corporation, and that he as such Vice President, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such Vice President.

WITNESS my hand and seal at office, on the 15th day of June, 2000.

_____
Notary Public
Pamela B. Fleming

My Commission Expires:

8/19/05

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PROPERTY ADDRESS:
1100 Airport Center Drive
Nashville, TN 37214
Tax Parcel I.D. 108-1/68

PROPERTY OWNER'S ADDRESS:
400 Centre Street
Newton, MA 02460
Tax Parcel I.D. 108-1/68

MAIL BILLS TO:
HPTMI II Properties Trust
400 Centre Street
Newton, MA 02458

State Tax $ 44,492.50

Register's fee	$ 1.00
Recording fee	
Total	$

SURVEYOR NAME: Hayes & Matthews

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 $ 12,025,000., which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

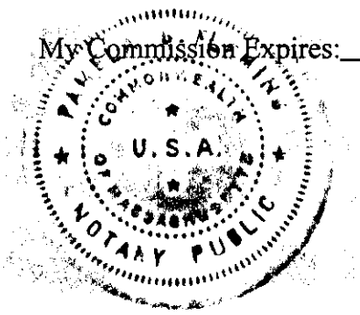
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME this 5th day of June, 2000

Pamela B. Fleming

Notary Public Pamela B Fleming

My Commission Expires: 8/19/05



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EXHIBIT A

LEGAL DESCRIPTION

Being the same property acquired by Grantor by Special Warranty Deed of record under Book 11319, Page 5, in Register's Office of Davidson County, Tennessee.

Being a parcel of land lying in the Fourteenth Councilmanic District, Nashville, Davidson County, Tennessee, and being all of Lot No. 11 of the Metro Airport Center, Section 4, Phase 6 Plat, of record in Plat Book 6900, page 682, Register's Office for Davidson County, Tennessee, being more particularly described as follows: **

Beginning at an existing concrete monument at the southerly return curve at the southwest comer of the intersection of Airport Center Drive and Royal Parkway; thence,

1. Along the westerly right-of-way line of Airport Center Drive, South 10° 46' 08" West, 231.09 feet to an existing concrete monument; thence,

2. With a curve to the right, said curve having a radius of 476.96 feet, a Central angle of 35° 27' 06", an arc length of 295.12 feet to in iron pin (set), said curve also having a chord bearing and distance of South 28° 54' 27" West, 290.43 feet; thence,

3. South 47° 00' 31" West, 26.67 feet to an existing iron pin in the northeast corner of property conveyed to HPTWN Corporation of record in Book 10043, page 30, R.O.D.C., said point also being the southeast corner of the property herein described; thence,

4. With the northerly line of the HPTWN Corporation property, North 56° 31' 46" West, 286.02 feet to an existing iron pin in the southeast corner of property conveyed to Motels of America of record in Book 9311, page 54, R.O.D.C., said point also being the southwest comer of the property herein described; thence

5. With the easterly line of the Motels of America property, North 10° 46' 12" East, 443.42 feet to an existing iron pin located in the southerly right-of-way line of Royal Parkway, said point also being the northeast corner of the property herein described; thence,

6. Continuing in an easterly direction along the southerly right-of-way line of Royal Parkway, South 79° 13' 51" East, 345.05 feet to an existing concrete monument; thence,

7. With a curve to the right, said curve having a radius of 25.00 feet, a central angle of 90°. 27' 01", an arc length of 39.47 feet and a chord bearing and distance of South 33° 59' 34" East. 35.49 feet to the Point of Beginning, containing 180,049 square feet, or 4.13 acres, more or less.

** as taken from a survey, with a last revision date of January 27, 1999, by RAGAN-SMITH-ASSOCIATES, INC., RLS Tenn. No. 1796.

Together with common areas and sign located on common area pursuant to the Declaration of Covenants, Conditions, and Restrictions for the Metropolitan Airport Center recorded in Book 6477, Page 870.

EXHIBIT B

PERMITTED ENCUMBRANCES

[See attached copy.]

1. Taxes for the year 2000, a lien, which are not yet due and payable. Tax Parcel No. 108-1/68.

2. If improvements are completed after January I of any year, the Law requires supplemental assessment for the year in which improvements are completed as defined by Statute.

3. Restrictive Covenants of record in Book 4339, page 881, Register's Office for Davidson County, Tennessee.

4. Declaration of Covenants, Conditions and Restrictions for the Metropolitan Airport Center of record in Book 6477, page 870, in said Register's Office.

5. Declaration of Restrictions of record in Book 6973, page 359, in said Register's Office.

6. By-Laws of The Metropolitan Airport Center Property Owners' Association of record in Book 6477, page 890, in said Register's Office.

7. The Plan of record in Book 6900, page 682, indicates the following.
   (a) 10' Public Utility Easement as shown.
   (b) Public Utility and Drainage Easement as shown.