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[Marriott Drive, Nashville TN]

This Instrument Prepared by and after
Recording return to:

Elizabeth S. Wigon, Esq.
Sullivan & Worcester LLP
One Post Office Square
Boston, MA 02109

Davidson County DEEDQC
Recvd: 03/01/01 11:24 5pgs
Fees:22.00 Taxes:0.00
20010301-0019075

QUITCLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that HPTMI III PROPERTIES TRUST, a Maryland real estate investment trust whose address is 400 Centre Street, Newton, MA 02458 ("Grantor"), for and in consideration of Five Dollars ($5.00) cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, does hereby bargain, sell, remise, release, quit claim and convey unto HH HPTMI III PROPERTIES LLC, a Delaware limited liability company whose address is 400 Centre Street, Newton, MA 02458 ("Grantee"), all of Grantor's right, title and interest in and to the following described real estate situated and being in the City of Nashville, County of Davidson, State of Tennessee, to-wit:

All that certain real estate described in Exhibit A attached hereto and incorporated herein by reference.

This being the same real estate conveyed to Grantor by Special Warranty Deed of record in Book 11277, Page 165 in the Register's Office of Davidson County, Tennessee. The foregoing legal description was taken from the previous deed of record, no new boundary survey having been prepared in connection with this conveyance.

(additional deed reference - Book 10950, Page 311)

Property Address:

One Marriott Drive
Nashville, TN 37027

Mail Tax Bills to:

HPTMI III Properties Trust
400 Centre Street
Newton, MA 02458
ATTN: John G. Murray
Tax Parcel No. 107 13.00

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THE DECLARATION OF TRUST ESTABLISHING GRANTOR, A COPY OF WHICH, TOGETHER WITH ALL AMENDMENTS THERETO (THE "**DECLARATION**"), IS DULY FILED WITH THE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, PROVIDES THAT THE NAME "HPTMI III PROPERTIES TRUST" REFERS TO THE TRUSTEES UNDER THE DECLARATION COLLECTIVELY AS TRUSTEES, BUT NOT INDIVIDUALLY OR PERSONALLY, AND THAT NO TRUSTEE, OFFICER, SHAREHOLDER, EMPLOYEE OR AGENT OF GRANTOR SHALL BE HELD TO ANY PERSONAL LIABILITY, JOINTLY OR SEVERALLY FOR ANY OBLIGATION OF, OR CLAIM AGAINST GRANTOR. ALL PERSONS DEALING WITH GRANTOR, IN ANY WAY, SHALL LOOK ONLY TO THE ASSETS OF GRANTOR FOR THE PAYMENT OF ANY SUM OR THE PERFORMANCE OF ANY OBLIGATION.

IN WITNESS WHEREOF, the said Grantor has caused this instrument to be executed and its name to be assigned hereto by its authorized officer as of the 29th day of December, 2000 the day and year first written above.

GRANTOR:

HPTMI III PROPERTIES TRUST

By: _____
Name: Thomas M. O'Brien
Title: Treasurer

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF Middlesex

Before me, the undersigned authority, a Notary Public in and for said county and state, personally appeared the within named bargainor, Thomas M. O'Brien, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself/~~herself~~ to be the Treasurer of HPTMI III PROPERTIES TRUST, the within named bargainor, a real estate investment trust, and that he/she as such officer being authorized so to do, executed the within instrument for the purposes therein contained by signing the name of said corporation by himself/~~herself~~ as such Treasurer.

Witness my hand and official seal of office in the aforesaid county, this 29 day of December, 2000.

My commission expires:
July 14, 2006

_____
Notary Public
Rushmie A. Kaike



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COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

I hereby swear or affirm that to the best of affiant's knowledge, information and belief that the actual consideration for this transfer, or the value of the property transferred, whichever is greater, is ~~$0.00~~ no consideration, ~~which amount is equal to or greater than the amount the property transferred would command at a fair voluntary sale~~.

Affiant Thomas M. O'Brien

Sworn to and subscribed before me
this 29 day of December, 2000.

Notary Public
My commission expires: July 14, 2002

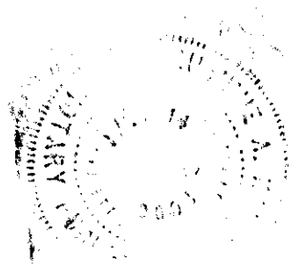


Exhibit A

The Premises

[See attached copy.]

THE PREPARER OF THIS INSTRUMENT MAKES NO WARRANTIES OR REPRESENTATIONS CONCERNING THE STATUS OF THE TITLE TO THE ABOVE PREMISES OR THE DESCRIPTION OF THE PROPERTY HEREIN OR THE ACCURACY THEREOF, SINCE THE DESCRIPTION HAS BEEN PREPARED FROM INFORMATION FURNISHED TO THE PREPARER BY OTHER PARTIES.

# EXHIBIT A

A tract of land in the first, formerly the Third, Civil District of Metropolitan Nashville-Davidson County, Tennessee lying north of Interstate 40, east of Briley Parkway and south of New Elm Hill Pike being Lot No. One of the plan of the Marriott Hotel and Office Park, Section One, recorded in Book 5200, page 375, Register's Office for Davidson County, Tennessee.

Beginning at a concrete monument on the easterly right-of-way line of Briley Parkway, said monument also being on the westerly right-of-way line of Marriott Drive and at the common northerly corner of Tract II and Tract X as described in a deed to Marriott Corporation recorded in Deed Book 5538, page 1, R.O.D.C., Tennessee and proceeding as follows: with the westerly right-of-way Marriott Drive, southwardly with a 532.10 foot radius curve to the left 404.98 feet to a concrete monument, said curve has a chord bearing and distance of S 18°48'20" W 395.277 feet; thence, S 2°59'54" E 170.86 feet to a concrete monument; thence, with a 499.44 foot radius curve to the left 193.22 feet, said curve has a chord bearing and distance of S 14°04'54" E 192.021 feet' thence, with a 370.45 foot radius curve to the right 151.29 feet to a concrete monument, said curve has a chord bearing and distance of S 13°27'54" E 150.245 feet; thence, S 1°45'54" E 205.00 feet to a concrete monument; thence, with a 300.00 foot radius curve to the left 20.00 feet to an iron pin, said curve has a chord bearing and distance of S 3°40'29" E 19.996 feet; thence, S 1°44'20" E 418.40 feet to an iron pin on the north right-of-way line of Interstate 40; thence, with said line N 79°17'21" W 390.00 feet to a concrete monument; thence, N 63°07'21" W 309.63 feet to a concrete monument; thence N 27°21'19" W 183.93 feet to a concrete monument; thence, N 3°39'24" E 208.63 feet to a concrete monument; thence, N 34°02'42" E 353.51 feet to a concrete monument; thence, N 44°52'43" W 73.68 feet to an iron pin that is 100 feet from the center line of Briley Parkway; thence, with the easterly right of way line of Briley Parkway, N 45°05'12" E 48.75 feet to a concrete monument; thence, N 52°52'32" E 151.05 feet to a concrete monument; thence, N 45°04'11" E 449.11 feet to a concrete monument; thence, N 34°11'00" E 50.64 feet to an iron pin; thence N 44°40'24" E 36.43 feet to a concrete monument; thence, with a 1,543.59 foot radius curve to the left 109.49

feet to the point of beginning, said curve has a chord bearing and distance of N 42°38'29" E 109.461 feet, and containing 15.01 acres, more or less.

Subject to all matters of record including rights of the tenant in the lease referred to in the Notice of Lease.