Bob 49

This instrument prepared by,
and after recording return to:

Martha Wach, Esq.
Jones, Day, Reavis & Pogue
2727 N. Harwood Street
Dallas, Texas 75201

Davidson County DEEDWARR
Recvd: 04/10/01 09:17 5pgs
Fees:23.00 Taxes:19100.70
20010410-0035081

SPECIAL WARRANTY DEED

STATE OF TENNESSEE)
) ss.
COUNTY OF DAVIDSON)

THIS SPECIAL WARRANTY DEED is made as of April 2, 2001, by and between FAIRFIELD COMMUNITIES, INC., a Delaware corporation ("Grantor"), whose address is 8669 Commodity Circle, Suite 300, Orlando, Florida 32819, and FFD DEVELOPMENT COMPANY, LLC, a Delaware limited liability company ("Grantee"), whose address is 8669 Commodity Circle, Orlando, Florida 32819.

WITNESSETH

That Grantor, in consideration of Ten Dollars ($10.00) and other good and valuable consideration to it paid by Grantee, the receipt of which is hereby acknowledged, has bargained and sold, and by these presents does grant, bargain, sell and convey, subject to the restrictions, easements and other conditions hereafter contained, unto the aforesaid Grantee, its heirs, devisees, successors, and assigns, the following described property located in the County of Davidson, Tennessee (the "Property"):

See Exhibit A attached hereto and made a part hereof.

TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

This conveyance is subject to and by accepting this Deed, Grantee does hereby agree to assume the following:

1. Taxes for the current year and subsequent years;
2. Conditions, restrictions, limitations, reservations, existing easements, and other matters of record;
3. Declarations affecting the Property and all amendments and supplements thereto;
4. Matters that may be shown by an accurate survey of the Property; and
5. Any liens created by Grantee's failure to pay fees, dues or assessments.

TO HAVE AND TO HOLD unto Grantee and Grantee's heirs, executors, administrators, successors and assigns forever; subject, however, to the restrictions, easements and other conditions hereinabove contained. Grantor covenants that Grantor is seised and possessed of the described property and has the right to convey it, and Grantor does hereby warrant the title of all of the Property hereby conveyed and will defend the same against the lawful claims of all persons claiming under Grantor.

IN WITNESS WHEREOF, Grantor has caused these presents to be executed in its corporate name by its duly authorized officer, to be effective on the day and year first above written.

FAIRFIELD COMMUNITIES, INC., a Delaware corporation

By: _____

James G. Berk
Chief Executive Officer

STATE OF Florida)
) ss.
COUNTY OF Orange)

Before me, the undersigned authority, a Notary Public in and for said State and County, personally appeared James G. Berk, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Chief Executive Officer of Fairfield Communities, Inc., the within named bargainor, a corporation, and that he as such officer, being authorized to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself or herself as such officer.

WITNESS my hand and seal of office on this 28th day of March, 2001.

_____
NOTARY PUBLIC, STATE OF Florida

My commission expires:
7/6/03

[seal]

KAREN RAFTER
COMMISSION # CC845268
EXPIRES JUL 06, 2003
BONDED THROUGH
ADVANTAGE NOTARY

STATE OF _____)
) ss.
COUNTY OF _____)

I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 5,162,352.

Amount Tax Paid: $ 19,100.70

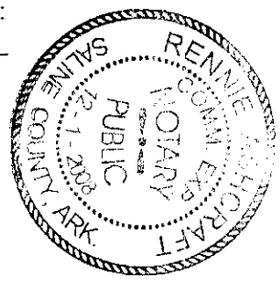
Affiant

Subscribed and sworn to before me this 2nd day of April, 2001.

My commission expires:
12-01-08

Rennie Ashcraft Notary Public

[seal]



STATE OF TENNESSEE, DAVIDSON COUNTY

The foregoing instrument and certificate were noted in Note Book _____, Page _____, at ____ o'clock __.m., _____, 2001, and recorded in Deed Book _____, Page _____, State Tax Paid $_____, Fee $_____, Recording Fee $_____, Total $_____.

Witness my hand.

Receipt No. _____

_____
Register

Exhibit A

(Fairfield Nashville at Music City USA - Buildings 22-25)

That certain property in Davidson County, Tennessee more particularly described as follows:

Being a tract of land lying in Nashville, Davidson County, Tennessee and being part of the property of Fairfield Communities, Inc. as of record in deed book 9542, page 318, a part of Tract 1 on the Planned Unit Development Boundary Plat of record in Plat Book 9700, page 174, both in the Register's office of Davidson County, Tennessee, being bounded on the west by Pennington Bend Road, on the north, east, and south by lands of Fairfield Communities, Inc. and being more particularly described as follows:

Commencing at a point located at the intersection of the north right-of-way line of McGavock Pike (60' right-of-way) and the east right-of-way line of Pennington Bend Road (50' right-of-way) and being the southwest corner of said Fairfield Communities, Inc.;

Thence with the east right-of-way line of Pennington Bend Road and west line of said Fairfield Communities, Inc. North 14 degrees 46 minutes 21 seconds West 152.42 feet to the Point of Beginning;

Thence continuing with the east right-of-way line of Pennington Bend Road and west line of said Fairfield Communities, Inc. the following,
Thence North 14 degrees 46 minutes 21 seconds West 397.46 feet to a point,
Thence on a curve to the right with a radius of 6237.14 feet, a central angle of 03 degrees 42 minutes 34 seconds, a chord of North 12 degrees 55 minutes 04 seconds West 403.72 feet along the total curve distance of 403.79 feet to a point at the southwest corner of Fairfield Nashville Condominium Plat Building 15 in Phase 4, of record in Instrument 200102070011977, Register's office said county;

Thence leaving the east right-of-way line of Pennington Bend Road and on a severance line across said Fairfield Communities, Inc., following south lines of said Fairfield Nashville Condominium Plat Building 15 in Phase 4 the following,
Thence North 83 degrees 01 minutes 13 seconds East 88.39 feet to a point,
Thence South 56 degrees 31 minutes 14 seconds East 18.66 feet to a point,

Thence leaving said Fairfield Nashville Condominium Plat Building 15 in Phase 4, and continuing across said Fairfield Communities, Inc. the following,
Thence South 15 degrees 21 minutes 38 seconds East 222.90 feet to a point,
Thence North 77 degrees 10 minutes 24 seconds East 8.52 feet to a point,
Thence North 87 degrees 36 minutes 15 seconds East 66.91 feet to a point at the northwest corner of Fairfield Nashville Condominium Plat Building 11 in Phase 1, of record in Plat Book 9700, page 427, Register's Office for said county;

Thence with said Fairfield Communities, Inc., the west line of said Fairfield Nashville Condominium Plat Building 11 in Phase 1, the following,
Thence South 16 degrees 00 minutes 00 seconds East 351.04 feet to a point at the southwest corner of said Fairfield Nashville Condominium Plat Building 11 in Phase 1, being a northwest corner of Fairfield Nashville Condominium Plat Phase 1, of record in Plat Book 9700, page 175, Register's office for said county;

Thence with said Fairfield Communities, Inc., the west lines of said Fairfield Nashville Condominium Plat Phase 1, the following,

Thence South 16 degrees 00 minutes 00 seconds East 144.00 feet to a point
Thence South 74 degrees 00 minutes 00 seconds West 11.54 feet to a point,
Thence South 16 degrees 00 minutes 00 seconds East 13.35 feet to a point,
Thence North 74 degrees 00 minutes 00 seconds East 11.54 feet to a point,
Thence South 16 degrees 00 minutes 00 seconds East 25.67 feet to a point at the southwest corner of said Fairfield Nashville Condominium Plat Phase 1;

Thence leaving said Fairfield Nashville Condominium Plat Phase 1 and continuing across said Fairfield Communities, Inc. South 74 degrees 11 minutes 48 seconds West 200.69 feet to the Point of Beginning.

Containing 132, 441 square feet, or 3.04 acres, more or less.

END OF LEGAL DESCRIPTION

Map 62, Parcel 37
Source of Title - Book 9542, page 318
Source of Title - Book 10020, page 509