THIS INSTRUMENT PREPARED BY:

TINA EISMAN
PAUL,HASTINGS, JANOFSKY & WALKER LLP
75 EAST 55th ST. NEW YORK,NEW YORK 10022-3205

**TENNESSEE SPECIAL WARRANTY DEED**

| **Address of new owner:** | **Send tax bills to:** |
|---|---|
| Athena Properties, LLC<br>1613 Knox Drive<br>Brentwood, Tennessee 37027 | SAME |
| **Map & Parcel Numbers:** 95-118 | |

**FOR AND IN CONSIDERATION** of the sum of Ten Dollars ($10.00) cash in hand paid by the hereinafter named Grantee, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, RSVP-BI OPCO, LLC, a Delaware limited liability company ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto ATHENA PROPERTIES, LLC, a Tennessee Limited Liability Company ("Grantee"), its successors and assigns, in fee simple, all Grantor's right, title and interest in and to a certain tract or parcel of land located in Nashville, Davidson County, Tennessee, which property is more particularly described as follows: See attached Exhibit A for legal description.

Together with all right, title and interest of the Grantor, if any, in and to any easements and rights-of-way adjoining or abutting the same and together with the appurtenances, hereditaments, estate, title and interest thereto appertaining (all of the foregoing being hereinafter collectively referred to as the "Property"), to have and to hold the Property to the Grantee, its successors and assigns, in fee simple forever; subject, however, to those exceptions which may be listed in a commitment to issue a title insurance policy to Grantee on the date hereof.

This property is known as Nashville Best Suites, Nashville, Tennessee, located at 2521 Elm Hill Pike, Nashville, Tn.

The Grantor covenants that it is lawfully seized and possessed of the Property; that it has full power and lawful authority to sell and convey the Property; that the Property is free from all encumbrances made or suffered by it, except to the extent otherwise set forth herein; and the Grantor will forever warrant and defend the title to the Property against all persons lawfully claiming the same from, through or under the Grantor, but not otherwise.

Whenever in this instrument the terms Grantor and grantee are used, such terms will be construed to include said parties, their respective heirs, legal representatives, successors and assigns, and such terms, or pronouns therefor, will be construed to include the masculine, feminine or neuter gender and the singular number will include the plural, all as the context may require.

Davidson County DEEDWARR
Recvd: 12/28/01 17:35 5pgs
Fees:28.00 Taxes:11100.00
20011228-0144190

**IN WITNESS WHEREOF**, the Grantor has caused this instrument to be executed on this 27th day of December, 2001.

RSVP-BI OPCO, LLC,
a Delaware limited liability company

By: OPCO Manager Inc.,
its managing member

By: _____
Name: Bruce M Greenwald
Title: CEO

("Grantor")

STATE OF NEW YORK )
) SS:
COUNTY OF NEW YORK )

The actual consideration or value, whichever is greater, for this transfer is $3,000,000.

Affiant

Subscribed and sworn to me before this 30th day of NOVEMBER, 2001.

Notary Public

My commission expires: 10/31/05

MERLE E. CHUNG
Notary Public, State of New York
No. 01CH4690250
Qualified in Kings County
Commission Expires October 31, 2005

STATE OF NEW YORK )
) SS:
COUNTY OF NEW YORK )

Before me, a Notary Public in and for said state and county, personally appeared Bruce Greenwald, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to the CEO of ORO Manager Inc, managing member of RSVP BIOPCO LLC, a Delaware limited liability company, the within named bargainor, and that he being authorized to do so, executed the foregoing Special Warranty Deed for the purposes contained on behalf of the corporation.

Witness my hand and seal this 30th day of NOVEMBER, 2001.

My Commission expires: 10/31/05.

Merle E. Chung
NOTARY PUBLIC

MERLE E. CHUNG
Notary Public, State of New York
No. 01CH4690250
Qualified in Kings County
Commission Expires October 31, 2005

Exhibit A

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of America's Best Inn Subdivision, as of record in Plat Book 7900, page 855, Register's Office for Davidson County, Tennessee, and described more particularly as follows:

Beginning at an existing iron rod in the southerly right-of –way line of Elm Hill Pike (82 feet in width) at a corner common with Studio Plus at Nashville Airport, Inc., as of record in Deed Book 8829, page 916, R.O.D.C.;

Thence, with the southerly right-of-way line of Elm Hill Pike, South 86 deg 13 min 34 sec East, 406.31 feet to an existing iron rod at the northwest corner of the property of ESA 0315, Inc. as of record in Deed Book 10064, Page 947, R.O.D.C.;

Thence, with the westerly line of ESA 0315, Inc., South 02 deg 54 min 41 sec West, 509.63 feet to an existing iron rod in the northerly line of Metropolitan Government, as of record in Deed Book 9601, Page 916, R.O.D.C.;

Thence, with the northerly line of Metropolitan Government , North 85 deg 26 min 44 sec West, 41.28 feet to an existing iron rod at the northeast corner of the property of The Martocci Family Ltd. partnership, as of record in Deed Book 10118, page 809, R.O.D.C.;

Thence, with the northerly line of The Martocci Family Ltd. Partnership, north 77 deg 31 min 00 sec West, 162.71 feet to an existing iron rod;

Thence, with the easterly line of The Martocci Family Ltd. Partnership and the easterly line of Studio Plus at Nashville Airport, Inc., North 00 deg 32 min 52 sec West, 274.64 feet to an existing iron rod;

Thence, with the easterly line of Studio Plus at Nashville Airport, North 45 deg 32 min 52 sec West, 252.09 feet to an existing iron rod;

Thence, North 03 deg 46 min 26 sec East, 46.20 feet to the point of beginning, containing 130,680 square feet (3.00 acres more or less), and being the property conveyed to Nashville Best Suites Joint Venture, as of record in Deed Book 10026, Page 415, R.O.D.C.

Being the same property conveyed to RSVP-BI OPCO, LLC, a Delaware limited liability company by deed from Nashville Best Suites Joint Venture, an Illinois Joint Venture Partnership, of record in Book 10921, page 229, Register's Office for Davidson County, Tennessee.