PREPARED BY:
COMMONWEALTH TITLE AGENCY OF NASHVILLE, INC.
333 GALLATIN ROAD SOUTH
MADISON, TN 37115

WARRANTY DEED

THIS INDENTURE is made and entered into this **14th** day of **November, 2002, by and between MAHESH ZAVERI and REKHA ZAVERI, HUSBAND AND WIFE, hereinafter called Grantors, and MRS, INC., A TENNESSEE CORPORATION, hereinafter called Grantee.**

W I T N E S S E T H: That for and in consideration of Ten Dollars ($10.00) and other good and valuable considerations, the receipt of which are hereby acknowledged, MAHESH ZAVERI and REKHA ZAVERI, HUSBAND AND WIFE, Grantors, do hereby bargain, sell, transfer and convey unto MRS, INC., A TENNESSEE CORPORATION, hereinafter referred to as Grantee, its successors and assigns, all of that certain real estate located in DAVIDSON County, Tennessee, being more particularly described in Exhibit "A", which is attached hereto and incorporated herein by reference, together with all right, title and interest of Grantors in and to all buildings and fixtures located on said real estate, and any easements and rights-of-way adjoining or abutting said real estate and any covenants and other rights appurtenant thereto (collectively, the "Property"). This conveyance of the "Property" and all covenants and warranties contained herein, are made expressly subject to the exceptions and other matters set forth in Exhibit "B", which is attached hereto and incorporated herein by reference.

This is improved property known as 3414 PERCY PRIEST DRIVE, NASHVILLE, TN 37214.

TO HAVE AND TO HOLD said land with the appurtenances, hereditaments, estate, title and interest unto Grantees, its successors and assigns forever. The Grantors covenant and agree with the said Grantee that Grantors are lawfully seized and possessed of the said real estate and that Grantors have a good and lawful right to sell the same. The Grantors further covenant that the same is unencumbered except as otherwise set forth in Exhibit "B".

Grantors further covenant and bind themselves and their successors, heirs and assigns, to warrant and forever defend the title to said Grantee, its successors and assigns, against the lawful claims of all person whomsoever.

WITNESS the hands and seals of Grantors on the day and year first above written.

Davidson County DEEDWARR
Recvd: 11/21/02 14:28 4pgs
Fees:23.00 Taxes:7030.00
20021121-0145002

MAVERI
MAHESH ZAVERI
Signature of Seller

R. M. ZAVERI
REKHA ZAVERI BY HER ATTY IN FACT
Signature of Seller MAVERI

ATTORNEY IN FACT
STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

On this **14th** day of **November, 2002** before me personally appeared MAHESH ZAVERI , to me known, (or proved to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument on behalf of REKHA ZAVERI , and acknowledged that he/she executed the same as the free act and deed of said REKHA ZAVERI , per Limited Power of Attorney of record in INSTRUMENT _____, recorded immediately prior hereto.

Witness my hand, at office, this **14th** day of **November, 2002.**

Notary Public

My Commission Expires: 5/30/2004

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

Name and Address of Property Owner:

MRS, INC., A TENNESSEE CORPORATION

3414 PERCY PRIEST DRIVE
NASHVILLE, TN 37214

Property Address:

3414 PERCY PRIEST DRIVE
NASHVILLE, TN 37214

Person Responsible for Taxes:

SAME

Map & Parcel #: MAP 97, P/0 PARCEL 36

AFFIDAVIT OF VALUE

STATE OF TENNESSEE
COUNTY OF DAVIDSON

I hereby swear or affirm that the actual consideration for this transfer, or value of the property or interest in property transferred, whichever is greater is **$1,900,000.00** which amount is equal to, or greater than, the amount which the property, or interest in property transferred, would command at a fair and voluntary sale.

KANTA B. PATEL.
Affiant

Sworn to and subscribed before me, a Notary Public, this **14th** day of **November, 2002.**

Notary Public

My Commission Expires: 5/30/2004

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

RETURN TO:

COMMONWEALTH TITLE AGENCY OF NASHVILLE, INC.
333 GALLATIN ROAD SOUTH
MADISON, TN 37115

INDIVIDUAL
STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, a Notary Public of said County and State, MAHESH ZAVERI, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this **14th** day of November, 2002.

Notary Public

My Commission Expires: 5/30/2004

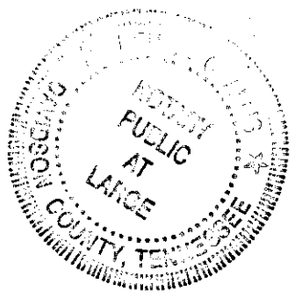


EXHIBIT 'A'

Land located in the 13th Councilmanic District of Davidson County, Tennessee, being shown as Lot No. 2 on the Plan of the Re-Sub of Lot 1 on the Plan of Motel at Percy Priest Drive, of record in Instrument No. 20021025-0130968, Register's Office for Davidson County, Tennessee and being more particularly described as per the survey of J. Bruce Rainey, Tn R.L.S. No. 823, dated January 18, 2002, and known as Job No. 01-0273, as follows:

BEGINNING at an iron pin set in the northerly right-of-way of Percy Priest Drive, said pin being the Southwest corner of the herein-described tract and the Southwest corner of the Music City Motels LTD. property of record in Book 5905, page 1, Register's Office for Davidson County, Tennessee, said pin being located 942 feet +/- in a westerly direction from the centerline of Stewarts Ferry Pike; thence from said POINT OF BEGINNING with said right-of-way, 30 feet from the centerline, and a curve right having a radius of 1370.00 feet, a chord length of 229.56 feet, said chord having a bearing of S 89 deg. 22' 47" W and an arc length along said curve of 229.83 feet to an iron pin set at the Southeast corner of Lot 1 of same survey; thence leaving Percy Priest Drive with the easterly line of Lot 1, N 05 deg. 16' 06" W, 92.00 feet to an iron pin; thence N 01 deg. 44' 45" W, 190.52 feet to an iron pin set in the southerly right-of-way of Interstate 40; thence with said right-of-way N 88 deg. 11' 00" E, 272.09 feet to an existing highway monument at the northwest corner of the aforesaid Music City Motels Ltd. property; thence leaving Interstate 40 with the westerly line of the Music City Motels LTD property S 05 deg. 34' 45" W, 289.55 feet to the POINT OF BEGINNING, containing 72,728 square feet or 1.67 acres.

BEING a portion of the same property conveyed unto MAHESH ZAVERI and RAKHA ZAVERI, HUSBAND AND WIFE, by Deed from SAI INCORPORATED, A TENNESSEE CORPO, of record in Instrument No. 20000515-0048911, Register's Office for DAVIDSON County, Tennessee.

EXHIBIT 'B'

1. All REAL PROPERTY taxes for the year 2003 and subsequent years, A LIEN, not yet due and payable.

2. Deed of Conveyance of Sewer lines to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 5569, page 99, said Register's Office.

3. Sewer easement as referenced in deed of record in Book 7360, page 923, said Register's Office.

4. Lack of access, ingress or egress to and from Interstate Highway 40 per deed of record in Book 7360, page 923, said Register's Office.

5. Declaration of Franchise Agreement with Howard Johnson Franchise Systems, Inc., of record in Book 10194, page 308, said Register's Office.

6. Non-Disturbance Agreement between BellSouth Mobility, Inc. and SAI, Inc., of record in Book 10194, page 308, said Register's Office.

7. Declaration of License Agreement between Howard Johnson International, Inc. and Mahesh Zaveri, of record in Instrument No. 20010117-0004855, said Register's Office.

8. All matters as set forth on the Plan of Re-Sub of Lot 1 on the Plan of Motel at Percy Priest Drive, of record in Instrument No. 20021025-0130968, said Register's Office.

9. Memorandum of Lease between SAI, Incorporated and BellSouth Mobility, of record in Book 10330, page 204, said Register's Office and an Assignment of Lessor's interest in said lease was assigned to Mahesh Zaveri and wife, Rekha Zaveri, of record in Instrument No. 20020528-0064052, said Register's Office.

10. 20-foot Public Utility and Drainage Easement to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 5531, page 279, said Register's Office.

11. The survey of J. Bruce Rainey, TN R.L.S., No. 823, dated October 23, 2002, shows curbs extending onto the right of way for Percy Priest Drive.