This instrument prepared by and return to:
Andrea S. Bienstock, Esq.
Belz Investco GP
100 Peabody Place, Suite 1400
Memphis, Tennessee 38103

Davidson County DEEDQC
Recvd: 02/07/03 16:23 3pgs
Fees:17.00 Taxes:0.00
20030207-0017629

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS THAT **PAVILLION PARTNERS**, a Delaware general partnership ("Grantor") for and in consideration of the sum of Ten and No/100 Dollars, does hereby bargain, sell, remise, release, quitclaim and convey unto **STARWOOD AMPHITHEATER OPERATING COMPANY**, a Tennessee general partnership comprised of Belz-Starwood, Inc. (a Tennessee corporation) and Pace Music Group, Inc., formerly known as Pace Productions, Inc. (a Texas corporation) (collectively, "Grantee"), its successors and assigns, all of its right, title and interest in and to the following real estate tracts or parcels of land located in Davidson County, State of Tennessee, to-wit:

Beginning at a point in the south right of way line (65 feet from the centerline) of Murfreesboro Pike (S.R.1), said point being 508.5 feet +/- south of the centerline of Old Hickory Boulevard (Hobson Pike) (S.R.171) as measured along the centerline of Murfreesboro Pike, said point also being the northwest corner of the property owned by Belz-McDowell Properties as recorded in Book 4699, Page 101, in said Register's Office; thence along the north line of the said Belz-McDowell Property the following courses and distances: S57°57'56"W, 685.86 feet, N85°53'29"W, 494.55 feet to a point in the east right of way line (100 foot right of way) of Old Hickory Boulevard (Hobson Pike) (S.R.171), thence northeasterly with the said east right of way line along a 1,095.92 foot radius curve to the right an arc distance of 316.88 feet to a point of tangency; thence continuing with the said east right of way line the following courses and distances: N51°16'49"E, 327.34 feet; N57°02'41"E 97.91 feet, N51°41'21"E, 175.05 feet; S81°14'54"E; 169.58 feet to a point in the south right of way line of Murfreesboro Pike (S.R.1); thence along the said south right of way line S44°58'51"E, 104.74 feet to a point of curvature; thence continuing with the said south right of way line southeasterly along a 3,884.72 foot radius curve to the left an arc distance of 222.05 feet to the point of beginning and containing 7.93 acres more or less.

Subject, however, to each of the following:

(a) zoning laws, rules regulations, codes and ordinances;
(b) any and all documents and instruments of record as of the date hereof, including without limitation, easements, rights-of-way and other rights of third parties in and to such premises as a result of any such document or instrument;
(c) the rights of utility companies to lay lines, pipes and conduits or otherwise come upon and construct upon the premises;
(d) any state of facts an accurate survey or inspection of such premises would show;
(e) the right of Grantor under written lease dated January 28, 1998, affecting all such premises as the same shall be amended contemporaneously herewith;
(f) the lien of real estate taxes and assessments not yet due and payable; and
(g) such other state of facts which are not known by Grantee or of which Grantee has received notice.

This is part of the same property conveyed to the Grantor by Quitclaim Deed recorded at Book 11444, Page 635 in the Register's Office of Davidson County, Tennessee.

Notwithstanding anything to the contrary contained herein or implied by law, this is a quitclaim and by its execution and delivery of this deed, Grantor makes no representations, warranties or covenants of any kind as to the premises, their physical condition nor the state of title of such premises, and all of the same are

accepted by Grantor in their "as is" condition, without the right in Grantee to bring a claim as to the premises, their physical condition and the state of title of such premises.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed this 8th day of January, 2003.

GRANTOR:

PAVILION PARTNERS
By: [illegible], its general partner

By: [signature]
Name: PETER A. STRAUSS
Title: SENIOR VICE PRESIDENT

STATE OF ~~TENNESSEE~~ NEW YORK
COUNTY OF NEW YORK

Before me, a Notary Public of the Sate and County aforesaid, personally appeared Peter Strauss, SVP of Sun/Place, [redacted] Inc. The general partner of PAVILION PARTNERS, a Delaware general partnership, with whom I am personally acquainted, and who, upon oath acknowledged that he is the SVP of Sun/Place, [redacted] Inc. The general partner of PAVILION PARTNERS and that he as such SVP executed the foregoing instrument for the purpose therein contained by signing the name of such partnership, as SVP of the GP of such partnership.

WITNESS my hand and Notarial seal, at office in Memphis, Tennessee, this, the 8th day of ~~December, 2002~~ January, 2003

Notary Public

My Commission Expires: 7-27-2005

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer is $10.00.

Affiant

SUBSCRIBED AND SWORN to me this 5th day of December, 2002.

Notary Public

My commission expires: 7-27-2005

CHRISTINA V. LYNGE
Notary Public, State of New York
No. 4902102
Qualified in New York County
Commission Expires July 27, 2005

Property Address:
Vacant Land, Davidson County, Tennessee

Property Tax ID Number: Assessor's Parcel No. 16400017300
Tax Parcel Map 164, Parcel 173

Mail tax notices to:
Belz/Becker-Lewis-Shlenker Properties Joint Venture
100 Peabody Place, Suite 1400
Memphis, Tennessee 38103

State Tax: $ -0-
Register's Fee $_____
Recording Fee $_____
TOTAL $_____