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This instrument prepared by:
Bass, Berry & Sims PLC (CDT)
100 Peabody Place, Suite 900
Memphis, Tennessee 38103

Davidson County DEEDWARR
Recvd: 01/09/04 14:52 4pgs
Fees:23.00 Taxes:90650.00
20040109-0004119

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 30th day of December, 2003, by and between DAVIDSON HOTEL PARTNERS, L.P., a Delaware limited partnership ("Grantor"); and DHG NASHVILLE LLC, a Delaware limited liability company ("Grantee");

WITNESSETH: That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto Grantee the following described real estate, situated and being in the County of Davidson, State of Tennessee, to-wit:

See Exhibit "A" attached hereto and made a part hereof.

This being all of the same property conveyed to Grantor herein by deed of record in Book 9006, Page 750, in the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto Grantee, its heirs, successors and assigns, in fee simple forever.

Grantor does hereby covenant with Grantee that it is lawfully seized in fee of the aforesaid real estate; that it has good right to sell and convey the same; that the same is unencumbered, except for those items shown on Exhibit "B" attached hereto and made a part hereof, and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons claiming the same by, through or under it, but not further or otherwise.

The word "party" as used herein shall mean "parties" if more than one person be referred to, and pronouns shall be construed according to their proper gender and number according to the context hereof.

WITNESS the signature of the Grantor the day and year first above written.

DAVIDSON HOTEL PARTNERS, L.P.,
a Delaware limited partnership

By: BLACKSMITH, L.L.C., a Delaware limited liability company, its sole general partner

By: DIAMOND HOTELS, INC., a Delaware corporation, its manager

By: _____
Wilton D. Hill
President

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Wilton D. Hill, with whom I am personally acquainted (or proved to me to be on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of Diamond Hotels, Inc., a Delaware corporation, the manager of Blacksmith, L.L.C., a Delaware limited liability company, the sole general partner of Davidson Hotel Partners, L.P., a Delaware limited partnership, the within named bargainor, and that he as such President, being authorized so to do, executed the within instrument for the purposes therein contained, by signing the name of the corporation as manager of the limited liability company, as sole general partner of the limited partnership by himself as President.

WITNESS my hand and Official Seal at office, this 23rd day of December, 2003.

NOTARY PUBLIC AT LARGE, TENN. SHELBY COUNTY

_____
Notary Public

My Commission Expires 11/29/04.

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I, or we, hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 24,500,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

DHG Nashville LLC
By: _____, Secretary
AFFIANT

NOTARY PUBLIC AT LARGE, TENN.

Subscribed and sworn to before me this 23rd day of December, 2003.

_____
Notary Public

My Commission Expires 11/29/04.

Tax Parcel Number:

Map 93-05-02
Parcel 016.00

Property Address:

623 Union Street
Nashville, Tennessee

Tax Notices to:

DHG Nashville LLC
C/O Davidson Hotel Company
1755 Lynnfield Rd.
Building D, Suite 142
Memphis, TN 38119

Name and Address of Property Owner:
DHG Nashville LLC
1755 Lynnfield Road
Suite 142, Building D
Memphis, Tennessee 38119

EXHIBIT A

LEGAL DESCRIPTION

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the southerly side of Union Street, between Capitol Boulevard and Seventh Avenue North, being part of Lot Nos. 124 and 125 on the plan of the original town of Nashville, not of record and including Lot Nos. 2 and 3 on the plan of Laura E. Fite property as of record in Book 161, Page 115, R.O.D.C. and being more particularly described as follows:

BEGINNING at the point of intersection of the southerly margin of Union Street and the westerly margin of Capitol Boulevard;

THENCE, with said westerly margin S 27 degrees 18'06" E, 356.10 feet to a point;

THENCE, leaving said margin S 62 degrees 41' 54" W, 138.82 feet to a point in the easterly margin of Seventh Avenue North;

THENCE, with said margin N 27 degrees 18'06" W, 355.21 feet to the point of intersection with the southerly margin of Union Street;

THENCE, with said southerly margin N 62 degrees 20' 54" E, 138.82 feet to the point of beginning;

Containing 49,369 square feet or 1.13 acres, more or less.

The above described property was conveyed to Davidson Hotel Partners, L.P., a Delaware limited partnership, by Deed from Wilton D. Hill of record in Book 9006, Page 750, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes for the year 2004, and thereafter, a lien not yet due and payable.

2. The following matters shown on the current survey of the subject property:

   a. Overhangs of 3.62' and 3.56' on easterly side of the premises; and

   b. Pedestrian walkway and driveway on lower level with parking above, on southerly side of premises.