PICK-UP

After Recording Return to:

Heidi Eick Tallaferro, Esq.
Allen Matkins Leck Gamble & Mallory LLP
515 South Figueroa, 7th Floor
Los Angeles, California 90071

This instrument prepared by:

Garrett Delehanty, Esq.
Kroll, McNamara, Evans & Delehanty, LLP
29 South Main Street
West Hartford, CT 060107

Address of New Owner:

Sun Rockpoint Nashville Hotel, LLC
903 Calle Amanecer, Suite 100
San Clemente, CA 92673-6212
Attention: Thomas Naughton

Send Tax Bills to: Map-Parcel No: 93-2-3-189

Sun Rockpoint Nashville Hotel, LLC
903 Calle Amanecer, Suite 100
San Clemente, CA 92673-6212
Attention: Thomas Naughton

State of Connecticut §
County of Hartford §

The actual consideration or value, whichever is greater, for this transfer is Twenty Four Million Two Hundred Twenty Five Thousand and No/100 Dollars ($24,225,000.00).

(Affiant) Grantor

Subscribed and sworn to before me, this 24th day of March, 2004.

[official seal]

Notary Public

My Commission Expires: _____

SPECIAL WARRANTY DEED

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY, a Massachusetts corporation ("**Grantor**"), for and in consideration for the sum of TEN AND NO/100 DOLLARS ($10.00) paid to Grantor and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, SOLD and CONVEYED and does hereby GRANT, SELL, and CONVEY unto to **SUN ROCKPOINT NASHVILLE HOTEL, LLC**, a Delaware limited liability company ("**Grantee**"), its successors and assigns, in fee simple, certain land located in Davidson County, Tennessee, and being more particularly described in

Davidson County DEEDWARR
Recvd: 04/05/04 11:16 4pgs
Fees:23.00 Taxes:89632.50
20040405-0038034

Exhibit A attached hereto and incorporated herein by reference, together with all improvements located on such land (such land and improvements being collectively referred to as the **"Property"**).

TO HAVE AND TO HOLD the Property, together with all rights and appurtenances pertaining thereto, including all of Grantor's right, title and interest in and to adjoining streets, alleys and rights-of-way, unto Grantee and Grantee's successors, heirs, and assigns forever; and Grantor does hereby bind itself and its successors and heirs to warrant and forever defend the Property unto Grantee and Grantee's successors, heirs, and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through, or under Grantor, but not otherwise.

However, this conveyance is made subject to the lien of nondelinquent real property taxes and assessments and all covenants, conditions, restrictions, easements, rights of way, liens, encumbrances and other title matters of record, matters of title which are apparent or ascertainable by an inspection or survey of the Property, and all matters affecting the condition of title to the Property suffered or created by or with the consent of Grantee or otherwise known to Grantee, and any and all encumbrances.

(remainder of page blank – signature page to follow)

IN WITNESS WHEREOF, Grantor has caused this Deed to be executed by its representative thereunto duly authorized as of the day and year first above written.

Witness:

Barbara Zeller
Printed Name BARBARA ZELLER

Andrea B. Oddi
Printed Name Andrea B. Oddi

GRANTOR:

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY, a Massachusetts corporation

By: Cornerstone Real Estate Advisers, Inc., a Massachusetts corporation, its authorized agent

By: _____
[Printed Name and Title]

BEN E. MATANGA
Vice President

State of Connecticut §
County of Hartford §

Before me, a notary public in and for said county, personally appeared Ben E. Matanga, known to me to be the person who, as Vice President of Cornerstone Real Estate Advisers, Inc., the corporation which executed the foregoing instrument on behalf of Massachusetts Mutual Life Insurance Company, signed the same, and acknowledged to me that he did so sign said instrument in the name and upon behalf of said corporation as such Vice President; that the same is his free act and deed as such Vice President and the free and corporate act and deed of said corporation; and that he was duly authorized thereunto by its board of directors.

In testimony whereof, I have hereunto subscribed my name, and affixed my official seal, at Hartford, Connecticut, this 24th day of March, 2004.

Andrea B. Oddi
Name:
Notary Public
My Commission Expires:

[NOTARY SEAL]
ANDREA B. ODDI
NOTARY PUBLIC
CONNECTICUT

EXHIBIT "A"
LEGAL DESCRIPTION

EXHIBIT A

LEGAL DESCRIPTION OF THE LAND

TRACT I

ALL THAT TRACT OR PARCEL OF LAND lying and being in the City of Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, being Lot No. E-2 as shown on the plan of Commerce Place as of record in Book 4885, Page 78, R.O.D.C., and containing 42,264 square feet or 0.97 acres, more or less, as shown on that certain plat of survey entitled "As Built Survey, Doubletree Inn", dated April 11, 1991, last revised February 21, 1997, prepared by Barge Waggoner Sumner and Cannon, bearing the seal and certification of Wendell H. Talley, Sr., Tennessee Registered Land Surveyor No. 784, to which survey reference is hereby made for a complete and accurate legal description and being more particularly described as follows:

BEGIN at a lead plug found at the intersection of the southeast right-of-way line of Deaderick Street (a 112.00 foot right-of-way) and the southwest right-of-way line of Fourth Avenue North (a 65.00 foot right-of-way) (said lead plug being Coordinates North 646,513.43, East 1,769,655.88, Tennessee State Plane Coordinate System); run thence along said southwest right-of-way line of Fourth Avenue North South 27 degrees 37 minutes 02 seconds East a distance of 227.22 feet to a point at the intersection of said southwest right-of-way line of Fourth Avenue North and the northwest right-of-way line of Union Street (a 55.00 foot right-of-way at this point) (said point being Coordinates North 646,312.11, East 1,769,761.21, Tennessee State Plane Coordinate System); run thence along said northwest right-of-way line of Union Street South 62 degrees 19 minutes 38 seconds West a distance of 81.82 feet to a point; leaving said northwest right-of-way line of Union Street, run thence North 27 degrees 37 minutes 02 seconds West a distance of 8.90 feet to a point; run thence North 72 degrees 11 minutes 25 seconds West a distance of 284.61 feet to a point; run thence North 27 degrees 11 minutes 25 seconds West a distance of 17.75 feet to a point located on the southeast right-of-way line of Deaderick Street; run thence along the southeast right-of-way line of Deaderick Street North 62 degrees 48 minutes 35 seconds East a distance of 281.43 feet to a lead plug located at the intersection of the southeast right-of-way line of Deaderick Street and the southwest right-of-way line of Fourth Avenue North and THE POINT OF BEGINNING.

TRACT II

The non-exclusive easement rights referred to as: (i) Access Routes Easements, (ii) Parking Easements; (iii) Plaza Easements; (iv) Service Easements and (v) Support Easements; all as described in and created pursuant to that certain Reciprocal Easements and Common Area Operating Agreement of record in Book 5253, page 786, said Register's Office, as amended by instruments of record in Book 5522, page 84 and Book 9172, page 280, said Register's Office.

Being the same property conveyed to Massachusetts Mutual Life Insurance Company by deed of record in Instrument No. 200003270030438, Register's Office for Davidson County, Tennessee.