Davidson County DEEDWARR
Recvd: 06/04/04 11:44 3pgs
Fees:18.00 Taxes:68080.00
20040604-0066371

This instrument prepared by & return to:
Farris Mathews Branan Bobango Hellen & Dunlap PLC
1100 Ridgeway Loop Rd., #400
Memphis, TN 38120

PICK-UP

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into as of this _____ day of June, 2004, by and between **C.B. Harbour, III** (hereinafter referred to as "Grantor"), and **Nashville-Vanderbilt Hotel Partners, L.P., a Tennessee limited partnership,** (hereinafter referred to as "Grantee").

WITNESSETH: That for and in consideration of Ten Dollars ($10.00) cash in hand paid and other good and valuable considerations, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and hereby bargains, sells, conveys and confirms 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

Being part of the same property as conveyed to HARCO Hospitality of Tennessee, LLC by General Warranty Deed of record at Book 9425, Page 110 in the Register's Office of Davidson County, Tennessee. HARCO Hospitality of Tennessee, LLC, a Tennessee limited liability company, entered into an Agreement and Plan of Merger with HARCO Hospitality Company, a Tennessee general partnership ("HARCO GP"). The Certificate of Merger was filed on December 28, 1999 with the Tennessee Secretary of State and HARCO GP was the surviving entity. C.B. Harbour, III and C.B. Harbour, IV were all the partners of HARCO GP. Pursuant to the Consent and Assignment of Membership Interest dated December 31, 2002, C.B. Harbour, III purchased all of C.B. Harbour, IV's partnership interest in HARCO GP. As a result of the Consent and Assignment of Membership Interest, HARCO GP terminated and all of its assets became those of its sole remaining partner, C.B. Harbour, III.

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

The Grantor does hereby covenant with the Grantee that it is lawfully seized in fee of the aforesaid real estate; that it has a good right to sell and convey the same; that the same is unencumbered except as set out hereinabove; and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons claiming by, through or under him, but not further or otherwise.

This conveyance and the Property are made subject to all recorded easements, servitudes, or rights of way, and restrictive covenants affecting the Property.

The ad valorem taxes due and payable upon the Property for the year 2004 were prorated as of the date hereof and are hereby assumed by the Grantee.

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

WITNESS the signature of party of the first part the day and year first above written.

C.B. Harbour, III

STATE OF ~~TENNESSEE~~ Alabama
COUNTY OF ~~DAVIDSON~~ BALDWIN

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared C.B. Harbour, III, with whom I am personally acquainted, and who, upon his oath, acknowledged himself to be the within named bargainor, and he executed the foregoing instrument for the purposes herein contained, by subscribing his name hereto.

WITNESS my hand and Notarial Seal at office this 3RD day of June, 2004.

Glenda Childress
Notary Public
My Commission Expires: 8-26-07

GLENDA CHILDRESS NOTARY PUBLIC ALABAMA STATE AT LARGE

STATE OF TENNESSEE
COUNTY OF SHELBY

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 $18,400,000.00 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this _____ day of June, 2004.

Notary Public
My Commission Expires:_____

New Property Owner:

Nashville – Vanderbilt Hotel Partners, L.P.
277 German Oak Drive
Cordova, Tennesse 38018

Mail Tax Bills To:

Nashville – Vanderbilt Hotel Partners, L.P.
277 German Oak Drive
Cordova, Tennesse 38018

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR TRUE VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 18,400,000.00
Ashley R Eubanks
AFFIANT
SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 4 DAY OF June 2004.
Brandi Weeks
Deputy Register

EXHIBIT A

Property Description
Nashville Marriott

A tract of land in the First Civil District of Nashville, Davidson County, Tennessee, at the Southeast corner of West End Avenue and Nineteenth Avenue South being more particularly described by Walter Davidson & Associates as follows:

Beginning at an iron rod; said iron rod being the intersection of the southeastern right of way of West End Avenue (90') and the southwestern right of way of Nineteenth Avenue South (50'); thence with said right of way of Nineteenth Avenue South 31 degrees 10 minutes 49 seconds East a distance of 305.32 feet to an iron rod; thence South 56 degrees 54 minutes 29 seconds West a distance of 150.13 feet to an iron rod in the northeastern right of way of Alley Number 384; thence with said Alley North 31 degrees 13 minutes 00 seconds West a distance of 159.71 feet to an iron rod in said right of way at the southeastern corner of the property Twentieth Avenue Co as of record in Book 5958 Page 539; thence with the common line with Twentieth Avenue Co. North 31 degrees 13 minutes 00 seconds West a distance of 150.16 feet to an iron rod in the right of way of West End Avenue thence with right of way of West End Avenue North 58 degrees 38 minutes 47 seconds East a distance of 150.24 feet to the Point of Beginning. Containing 46182.366 square feet or 1.060 acres more or less.

Being the property conveyed to HARCO Hospitality of Tennessee, LLC from Katherine G. Gorham et al as of record in Book 9425 Page 110 Register's Office of Davidson County Tennessee and by closure of Alley Number 383 according to Metropolitan Council Bill Number 095-1544.