Davidson County DEEDWARR
Recvd: 06/28/04 13:21 4pgs
Fees:23.00 Taxes:3220.08
20040628-0076439

This instrument prepared by:
GE Capital Franchise Finance Corporation
17207 N. Perimeter Drive
Scottsdale, Arizona 85255
Tax parcel identification number(s):
108-1-64
K04.29586
When recorded mail to:
LandAmerica Financial Group, Inc.
Attn: Kelli Voa
1850 N. Central Ave., #300
Phoenix, AZ 85004
Escrow No. K04.29586

Name and Address of Owner and Taxpayer:
ULB Properties of Tennessee, LLC
1903 Stanley Gault Parkway
Louisville, KY 40223

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 24th day of June, 2004, by and between GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation, the party of the first part, whose address is 17207 N. Perimeter Drive, Scottsdale, Arizona 85255 and ULB PROPERTIES OF TENNESSEE, LLC, a Tennessee limited liability company, the party of the second part, whose address is 1903 Stanley Gault Parkway, Louisville, KY 40223.

WITNESSETH:

That for and in consideration of Ten Dollars, cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second party that certain real property legally described on the attached Exhibit A (the "Property"). SUBJECT TO all taxes, assessments, liens, encumbrances, easements and restrictions of record and all matters which an accurate survey or physical inspection of the Property would disclose (the "Permitted Exceptions").

TO HAVE AND TO HOLD, the Property together will all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its heirs, or successors and assigns in fee simple forever.

The party of the first part hereby binds itself, its successors and assigns, to warrant and forever defend all and singular the Property unto the party of the second part, its successors and assigns, against any person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under the party of the first party, but not otherwise, and subject to the Permitted Exceptions.

Whenever the word "party" is used herein, it shall mean "parties" if there are more than one person referred to and whenever pronouns occur herein, they shall be construed according to their proper gender and number according to teh context of this instrument.

Executed this 21st day of June, 2004.

GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation

By _____
Printed Name Mary E. Lorenz
Its Vice President, Collateral Management

ATTEST
By _____
Printed Name TODD J. WEISS
Title Associate General Counsel and Assistant Secretary [SEAL]

STATE OF]
] SS.
COUNTY OF]

Before me, the undersigned, a notary public in and for said state and county, duly commissioned and qualified, personally appeared Mary E. Lorenz and Todd J. Weiss, with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to the V.P. and Assist Secretary respectively, of GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation, the within named bargainor, and that they as such officers of the within named bargainor, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the [entity type] as such officers of the corporation.

Witness my hand and seal in the aforementioned county and state this 21 day of June, 2004.

3/25/07
Commission Expiration Date

Notary Public

OFFICIAL SEAL
LARI E. CLARK
NOTARY PUBLIC - State of Arizona
MARICOPA COUNTY
My Comm. Expires Feb. 25, 2007

Nashville, TN
8000-4030

Mail Tax Bills to: ULB Properties of Tennessee, LLC

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 $870,292.00, 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 21 day of June, 2004.

Notary Public

LINDA J. SACCUCI
NOTARY PUBLIC - ARIZONA
MARICOPA COUNTY
My Commission Expires
October 01, 2007

After recording return to:
ULB Properties of Tennessee, LLC
1903 Stanley Gault Parkway
Louisville, KY 40223

Nashville, TN
8000-4030

Exhibit "A"

551 Donelson Pike, Nashville, Davidson Co., TN. known as Tax Parcel # 108-1-64 being more particularly described as follows:

Being Lot 3 of Re-Subdivision of a Part of Revised Lot No. 2 DONELSON VILLAGE, according to the plat thereof as recorded in Plat Book 5190 at Page 582 in the Register's Office of Davidson Co., TN.

Being the same property conveyed to FFCA ACQUISITION CORPORATION by Deed recorded in Book 9869 Page 381, in the Register's Offices of Davidson County, TN. the said FFCA ACQUISITION CORPORATION now known as GE CAPITAL FRANCHISE FINANCE CORPORATION.

TOGETHER WITH AN EXCLUSIVE PARKING EASEMENT as granted to FFCA Acquisition Corporation, their successors or assigns, in Book 11502 Page 436 over the following:

A portion of Lot 3 of Re-Subdivision of a Part of Revised Lot No. 2 DONELSON VILLAGE, according to the plat thereof as recorded in Plat Book 5190 at Page 582 in the Register's Office of Davidson Co., TN. and being more particularly described as follows:
Beginning on an iron pin (Old) located at the southeast corner of Lot 3 re-subdivision of revised Lot 2 Donelson Village of record in Plat Book 5190 Page 582 R.O.D.C.T., said pin also being the southeast corner of subject tract, said pin also being a corner to original Lot 2 re-subdivision of a part of revised Lot 2 Donelson Village Section 4 of record in Plat Book 6200 Page 08, R.O.D.C.T.; thence, with said original Lot 2 North 82° 07' 41" West, 106.56' to an iron pin (new); thence, with a new line severing said Lot 3 North 87°27' 19" East 108.35 feet to an iron pin (new) in the line of said original Lot 2; thence, with said original Lot 2 South 07°53' 04" West 19.59 feet to the point of beginning, containing .024 acres more or less.

LESS AND EXCEPT THEREFROM the Fee Title to that portion conveyed to Drury Hotels Corporation by Deed recorded in Book 11502 page 427 in the Register's Office of Davidson Co., TN., retaining however the Parking easement described in Book 11502 Page 436 in the Register's Office of Davidson Co., TN.

GE Loan No. 25125
GE Property No. 8000-4030
551 Donelson Pike
Nashville, Davidson County, Tennessee