Davidson County DEEDWARR
Recvd: 10/07/04 11:17 5pgs
Fees:27.00 Taxes:22200.00
20041007-0121204

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

Please Return To

Zonia N. Veal
First National Financial Title Services, Inc.
3237 Satellite Blvd., Bldg. 300, Ste. 450
Duluth, GA 30096
#4031

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 28th day of September, 2004, by and between DAVIDSON HOTEL PARTNERS, L.P., a Delaware limited partnership ("Grantor"); and NASHVILLE HOTEL INVESTMENT, 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 856, 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 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.

[Grantor's signature to follow.]

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 24th day of September, 2004.

_____
Notary Public

My Commission Expires 11/29/04

Tax Parcel Number: Map 108-1 Parcel 77

Property Address: 1111 Airport Center Drive
Nashville, TN 37214

Tax Notices to: Name and Address of Property Owner:
Nashville Hotel Investments, LLC
101 South Tryon Street, Suite 2460
Charlotte, North Carolina 28280

EXHIBIT "A"
Legal Description

Being a parcel of land located in Nashville, First Civil District, Thirteenth Councilmanic District, Davidson County, Tennessee, located on the Easterly margin of Airport Center Drive, and being Lot No. 9 on the recorded Subdivision Plat entitled Re-subdivision of a re-subdivision of lot 9 of Metro Airport Center, Section 4, Phase 4, of record in Book 6200, Page 670, R.O.D.C. and being more particularly described as follows:

Beginning at a concrete monument in the east right of way of Airport Center Drive, said monument being the Northwest Corner of Lot No. 8 as shown on the recorded plat of Metro Airport Center Section 4, Phase 4, of record in book 6250, Page 7781, R.O.D.C: Section 4, Phase 4, of record in book 6250, Page 778, R.O.D.C.:

Thence, with said right-of-way of Airport Center Drive and a curve to the left 40.78 feet to a p.k. nail, said curve having a central angle of 38° 56' 31", a radius of 60.00 feet to a tangent of 21.21 feet and a chord of N 21° 41' 48" W, 40.00 feet:

Thence, continuing with said right-of-way and a curve to the right 76.98 feet to an existing iron pin, said curve having a central angle of 88 ° 12' 45", a radius of 50.00 feet, a tangent of 48.46 feet and a chord of N 02 ° 56' 20" E, 69.60 feet:

Thence N 47 ° 02' 42" E, 274.68 feet to an existing iron pin:

Thence, with said right-of way and a curve to the left 42.50 feet to an existing iron pin in the southwest corner of the lot entitled "tract A" as recorded on the Re-subdivision of lot No. 9 of Metro Airport Center, Section 4, Phase 4, of record in book 6200, Page 445, R.O.D.C, said curve having a central angle of 04 ° 35' 40" a radius of 530.00 feet, a tangent of 21.26 feet and a chord of N 44 ° 44' 52" E, 42.49 feet:

Thence, leaving said right-of way with the southerly line of "tract a" S 82 ° 27' 11" E, 419.56 feet to an existing iron pin in the southeast corner of said "tract a":

Thence, leaving said "Tract A" with the westerly boundary of property conveyed to Henry L. McCall of record in Book 9541, Page 563, R.O.D.C. the following calls;

S 15 ° 27' 43" E; 0.63, feet to an existing iron pin;
S 06 ° 58' 29" E, 105.00, feet to an existing iron pin
S 01 ° 05' 24" E, 51.09, feet to an existing iron pin
S 06 ° 11' 46" W, 50.16, feet to an existing iron pin
S 10° 46' 12" W, 50.00, feet to an existing iron pin
S 22 ° 37' 47" W, 51.09, feet to an existing iron pin
S 31 ° 48' 09" W, 144.57, feet to an existing iron pin in the northeast corner of lot no. 8 of the recorded subdivision plat of Metro Airport Center, Section 4, Phase 4, of record in Book 6250, Page 778, R.O.D.C.

Thence, with said northerly boundary of Lot No. 8 the following calls, N 82 ° 28' 37" West, 125.58 feet to the point of beginning.

Thence N 40 ° 27' 37" W, 125.58 feet to the point of beginning.

Containing 244,275 square feet or 5.61 acres more or less.

Being the same property conveyed to Davidson Hotel Partners, L.P., a Delaware limited partnership, by Deed from Donelson Pike Hotel limited Partnership, a Tennessee limited Partnership, of record in Book 9006, page 856, Register's Office of Davidson County, Tennessee.

EXHIBIT "B"
Permitted Encumbrances

1. Occupancy rights of Hotel guests as guests only and not as tenants.

2. Any lien for real estate taxes not yet due and payable; and any water and sewer taxes, rents, charges, and any other governmental charges and impositions not yet due and payable.

3. Matters as shown on the Plan of Metro Airport Center, Section 4, Phase 4 of record in Book 6250, Page 778, Register's Office for Davidson County, Tennessee.

4. Matters as shown on the Plan of ReSubdivision of Lot 9 of Metro Airport Center, Section 4, Phase 4 of record in Book 6200, Page 670 in said register's office.

5. Restrictions and other matters shown in instrument of record in Book 6477, Page 870 in said register's office.

6. Restrictive covenants and other matters shown in instrument of record in Book 4339, Page 881 in said register's office.

7. Lack of direct access to I-40 from the Property, such right having been conveyed to the State of Tennessee by instrument of record in Book 3282, Page 351 in said register's office.

8. Matters as shown on survey of Barge, Waggoner, Sumner and Canon, Inc. dated September 25, 1997, last revised on July 28, 2004 and bearing job number 31376-00 GEFFC #8004-0030.

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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 $ 6,009,000.00, 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 30 day of September, 2004.

Notary Public

My Commission Expires 8/25/07.

Brett R. McDonough

BRETT R. MC DONOUGH ★ NOTARY PUBLIC ★ MECKLENBURG COUNTY