Address New Owner:	Send Tax Bills to:	Map-Parcel Number(s):
5847 San Felipe, Suite 4650 Houston, Texas 77057	R-Roof V, LLC 5847 San Felipe, Suite 4650 Houston, Texas 77057	Map 132-15 Parcel 006000

This instrument prepared by:

Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
Attn: Ingrid Waldman, Esq.

Davidson County DEEDWARR
Recvd: 10/19/07 09:34 9 pgs
Fees:48.00 Taxes:15141.37



20071019-0124190

When recorded return to:

Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
Attn: Ingrid Waldman, Esq.

#7161
Davidson County, TN

LIMITED WARRANTY DEED

SECOND BERKSHIRE PROPERTIES, LLC, a Nebraska limited liability company, having an address at c/o National Indemnity Company, 3024 Harney Street, Omaha, NE 68131, Attention: President ("Grantor"), in consideration of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, executed to be effective as of September 6, 2007, although actually signed on the date reflected in the acknowledgement below, has GRANTED, BARGAINED, SOLD, ALIENATED, CONVEYED AND CONFIRMED and by these presents does hereby GRANT, BARGAIN, SELL,

ALIENATE, CONVEY and CONFIRM and by these presents does convey and warrant to R-ROOF V LLC, a Delaware limited liability company, with an address at 5847 San Felipe, Suite 4650, Houston, Texas 77057 ("Grantee"), fee simple title in and to all that certain parcel or parcels of land in the County and State indicated above, more particularly described in Exhibit A attached hereto and made a part hereof for all purposes together with all of Grantor's right, title and interest, if any, in and to all streets and roads abutting the said parcel or parcels (collectively, the "Premises"), subject, however to the encumbrances described on Exhibit B attached here to (the "Permitted Encumbrances").

TOGETHER WITH all buildings and improvements now located on the Premises, whether below or above grade level, as well as all the fixtures and systems located therein and thereon, (all such buildings, improvements, fixtures and systems being collectively referred to as the "Improvements"), which are intended to be and remain real property and to be and remain the sole and exclusive property of Grantee and its successors and assigns.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Premises and the Improvements unto Grantee, its successors and assigns, against the claims of all persons owning, holding or claiming by, through or under Grantor, but not otherwise, subject, however to the Permitted Encumbrances.

TO HAVE AND TO HOLD said Premises and the Improvements, and all privileges and appurtenances including, without limitation, all easements thereto belonging, unto Grantee and its successors and assigns forever.

The designation Grantor and Grantee as used herein shall include said parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine or neuter as required by context.

STATE OF NEW YORK
COUNTY OF NEW YORK

The actual consideration or value, whichever is greater, for this transfer is $4,092,261.63
_____.

Robert E. Bennett
Affiant

Subscribed and sworn to before me this 16 ~~day of~~ August, 2007.

Notary Public
My Commission Expires: _____

STEPHANIE DAHROUGE REGAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01-DA6131894
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES AUGUST 22, 2009

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed as of the date and year above written.

SECOND BERKSHIRE PROPERTIES, LLC, a Nebraska limited liability company

By: Robert E. Bennett
Name: Robert E. Bennett
Title: Manager and Vice President

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

Personally appeared before me, S D Regan, a Notary Public in and for said County and State, Robert E. Bennett, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that Robert E. Bennett executed the within instrument for the purposes therein contained, and who further acknowledged that Robert E. Bennett is the Manager and Vice President of Second Berkshire Properties, LLC, a Nebraska limited liability company and is authorized by the limited liability company or by its constituent, the constituent being authorized by the limited liability company, to execute this instrument on behalf of the limited liability company.

Witness my hand, at office in New York, this 16 day ~~of August,~~ 2007.

STEPHANIE DAHROUGE REGAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01-DA6131894
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES AUGUST 22, 2009

Notary Public

My commission expires: _____

[SEAL]

EXHIBIT A

[ATTACHED]

SITE NO. 161
4271 SIDCO DRIVE
NASHVILLE-SOUTH, TN

EXHIBIT "A"

PARCEL 1

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 3 ON THE PLAN OF REVISION OF LOT 3, SOUTH PLAZA II OF RECORD IN BOOK 6250. PAGE 584, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERLY MARGIN OF SIDCO DRIVE, AS DEDICATED BY PLAT OF RECORD IN BOOK 5200, PAGE 289, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE SAID POINT BEING NORTH 07 DEG. 56' WEST 329.01 FEET FROM THE NORTH END OF A RADIUS RETURN TO ELYSIAN FIELDS ROAD; THENCE, LEAVING SAID MARGIN AT RIGHT ANGLES, SOUTH 82 DEG. 04' WEST 207.44 FEET TO THE EASTERLY MARGIN OF INTERSTATE 65. BEING NORTH 07 DEG. 10' EAST 380.66 FEET FROM THE NORTHERLY MARGIN OF ELYSIAN FIELDS ROAD; THENCE, WITH SAID MARGIN OF INTERSTATE 65, NORTH 07 DEG. 10' EAST 580.40 FEET TO A POINT, THENCE, LEAVING SAID MARGIN, NORTH 87 DEG. 21' EAST 86.70 FEET TO THE WESTERLY MARGIN OF SIDCO DRIVE; THENCE WITH THE MARGIN OF SIDCO DRIVE, WITH A CURVE TO THE LEFT, 55.01 FEET TO A POINT, SAID CURVE HAVING A RADIUS OF 6,237.57 FEET, A CENTRAL ANGLE OF 0 DEG. 30' 19", A TANGENT DISTANCE OF 27.50 FEET AND A CHORD OF SOUTH 02 DEG. 54' EAST 55.01 FEET; THENCE, CONTINUING WITH SAID MARGIN, WITH A CURVE TO THE LEFT, 295.17 FEET TO A POINT, SAID CURVE HAVING A RADIUS OF 12,683.93 FEET, A CENTRAL ANGLE OF 01 DEG. 20' 00", A TANGENT DISTANCE OF 147.59 FEET, AND A CHORD OF SOUTH 03 DEG. 50' EAST 295.16 FEET; THENSE, WITH A CURVE TO THE LEFT, 117.26 FEET TO A POINT, SAID CURVE HAVING A RADIUS OF 2,341.84 FEET, A CENTRAL ANGLE OF 02 DEG. 52' 08", A TANGENT DISTANCE OF 58.64 FEET, AND A CHORD OF SOUTH 05 DEG. 56' EAST 117.25 FEET; THENCE, CONTINUING WITH SAID MARGIN, SOUTH 07 DEG. 56' SOUTH 86.03 FEET TO THE POINT OF BEGINNING, CONTAINING 79,632 SQUARE FEET, OR 1.83 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO RED ROOF INNS, INC. BY DEED FROM SOUTH PLAZA ASSOCIATES, A TENNESSEE JOINT VENTURE OF RECORD IN BOOK 6908, PAGE 649, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXCEPTING FROM THE HEREIN DESCRIBED PROPERTY IS THAT PORTION OF THE PROPERTY CONVEYED TO THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, OF RECORD IN BOOK 7997, PAGE 14, REGISTER'S OFFICE FOR DAVIDSON COUNTY, AND DESCRIBED AS FOLLOWS:

LAND LYING IN THE 1ST CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, SAID LAND BEING A PORTION OF 2ND REVISION OF LOT NO. 3 OF SOUTH PLAZA II AS REVISED IN BOOK 6900, PAGE 19, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, BEING FURTHER DESCRIBED ACCORDING TO A SURVEY BY MCCONNELL ENGINEERING CONSULTANTS, INC., AND MORE PARTICULARLY AS FOLLOWS:

BEGINNING AT AN IRON ROD ON THE EXISTING WESTERLY MARGIN OF SIDCO DR., AS DEDICATED BY PLAT OF RECORD IN BOOK 5200, PAGE 289, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, SAID IRON ROD BEING N 07 DEG. 58 MIN. 00 SEC. W 329.01 FEET FROM THE NORTH END OF A RADIUS RETURN TO ELYSIAN FIELDS ROAD;

THENCE, LEAVING SAID MARGIN S 82 DEG. 04 MIN. 00 SEC. W 8.71 FEET TO THE SOUTHWEST CORNER OF THE HEREIN DESCRIBED TRACT; THENCE, ALONG A LINE BEING A CURVE TO THE RIGHT 554.04 FEET TO A POINT, SAID CURVE HAVING A RADIUS OF 5,147.49 FEET, A CENTRAL ANGLE OF 06 DEG. 10 MIN. 01 SEC.; THENCE N 87 DEG. 21 MIN. 00 SEC. E 1.46 FEET TO AN EXISTING IRON ROD ON THE AFOREMENTIONED EXISTING WESTERLY MARGIN OF SIDCO DRIVE; THENCE ALONG SAID MARGIN WITH A CURVE TO THE LEFT 55.01 FEET TO AN EXISTING IRON ROD, SAID CURVE HAVING A RADIUS OF 6,237.57 FEET, A CENTRAL ANGLE OF 00 DEG. 30 MIN. 19 SEC.; THENCE, CONTINUING WITH SAID MARGIN, WITH A CURVE TO THE LEFT, 295.17 FEET TO AN EXISTING IRON ROD, SAID CURVE HAVING A RADIUS OF 12,683.93 FEET, A CENTRAL ANGLE OF 01 DEG. 20 MIN. 00 SEC.: THENCE, CONTINUE WITH SAID MARGIN, WITH A CURVE TO THE LEFT 117.26 FEET TO AN EXISTING IRON ROD, SAID CURVE HAVING A RADIUS OF 2,341.84 FEET, A CENTRAL ANGLE OF 02 DEG. 52 MIN. 08 SEC.; THENCE, CONTINUING ALONG SAID MARGIN S 07 DEG. 56 MIN. 00 SEC. E 86.03 FEET TO THE POINT OF BEGINNING, AND CONTAINING 0.07 ACRES OR 3,100 SQUARE FEET.

BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL 1

LAND LYING IN THE 1ST CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, SAID LAND BEING A PORTION OF 2ND REVISION OF LOT NO. 3 OF SOUTH PLAZA II AS REVISED IN BOOK 6900, PAGE 19, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WEST RIGHT-OF-WAY MARGIN OF SIDCO DRIVE, SAID POINT BEING N 07'58'00' W A DISTANCE OF 329.01 FEET FROM THE NORTH END OF A RADIUS RETURN TO ELYSIAN FIELDS ROAD, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF SAID 2ND REVISION OF LOT 3 OF SOUTH PLAZA II; THENCE RUN S 82'04'00" W ALONG THE SAID SOUTH BOUNDARY LINE OF SAID 2ND REVISION OF LOT 3 FOR A DISTANCE OF 8.71 FEET TO A POINT ON THE NEW WEST RIGHT-OF-WAY MARGIN OF SIDCO DRIVE, SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE CONTINUE S 82'04'00" W ALONG THE SAID SOUTH BOUNDARY LINE FOR A DISTANCE OF 198.73 FEET TO THE SOUTHWEST CORNER OF SAID 2ND REVISION OF LOT 3, SAID POINT ALSO BEING ON THE EAST RIGHT-OF-WAY MARGIN OF INTERSTATE 65; THENCE RUN N 07'10'00" E ALONG THE WEST BOUNDARY LINE OF SAID 2ND REVISION OF LOT 3 AND ALONG SAID EAST RIGHT-OF-WAY MARGIN FOR A DISTANCE OF 580.40 FEET TO THE NORTHWEST CORNER OF SAID 2ND REVISION OF LOT 3; THENCE RUN N 87° 21'00" E ALONG THE NORTH BOUNDARY LINE OF SAID 2ND REVISION OF LOT 3 FOR A DISTANCE OF 86.24 FEET TO A POINT ON THE NEW WEST RIGHT-OF-WAY MARGIN OF SAID SIDCO DRIVE; THENCE RUN ALONG SAID NEW WEST RIGHT-OF-WAY MARGIN, A CURVE TO THE LEFT HAVING A RADIUS OF 5147.49 FEET AND AN ARC LENGTH OF 554.04 FEET, A CHORD BEARING S 04°04'00" E FOR A CHORD DISTANCE OF 653.77 FEET TO A POINT AND BACK TO THE TRUE POINT OF BEGINNING, SAID TRACT CONTAINING 1.76 ACRES, MORE OR LESS.

PARCEL 2

TOGETHER WITH THE RIGHTS OVER AND UPON LOT NOS. 1 AND 2 ON THE PLAN OF SOUTH PLAZA II, OF RECORD IN BOOK 5200, PAGE 441, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AS ESTABLISHED UNDER DECLARATION OF RECIPROCAL RIGHTS AND EASEMENTS AND RESTRICTIVE COVENANTS OF RECORD IN BOOK 5937, PAGE 774, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

Being the same property conveyed to Second Berkshire Properties, LLC, a Nebraska limited liability company, by Deed from Red Roof Inns, Inc., a Delaware corporation, of record as Instrument Number 20000110-0003372, Register's Office of Davidson County, Tennessee.

EXHIBIT B

Permitted Encumbrances

1. All recorded matters listed on Schedule B of the Commitment for Title Insurance issued by Chicago Title Insurance Company and dated effective September 6, 2007.

2. All liens, encumbrances, and other matters created by, through, under, as a result of any actions or omissions or with the consent of Rouge 2 Hospitality, Inc., a Delaware corporation, as "tenant" under that certain Lease Agreement dated November 23, 1999.