Address New Owner:	Send Tax Bills to:	Map-Parcel Number(s):
5847 San Felipe, Suite 4650 Houston, Texas 77057	R-Roof IV, LLC 5847 San Felipe, Suite 4650 Houston, Texas 77057	Map 026 02 Parcel 000200

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 09:42 8 pgs
Fees:43.00 Taxes:14234.91
20071019-0124194

When recorded return to:

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

#7115
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 IV 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 $3,847,273.43
_____.

Robert E. Bennett
Affiant

Subscribed and sworn to before me this 6 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: _____

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, SD 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. 115
110 NORTHGATE DRIVE
NASHVILLE-NORTH, TN

EXHIBIT "A"

A TRACT OF LAND IN THE CITY OF GOODLETTSVILLE, SECOND CIVIL DISTRICT OF METROPOLITAN NASHVILLE, DAVIDSON COUNTY, TENNESSEE KNOWN AS LOT #6 OF NORTHGATE PARK, SECTION NINE AS OF RECORD IN PLAT BOOK 5200, PAGE 533, REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN SET IN THE WESTERLY RIGHT-OF-WAY LINE OF NORTHGATE DRIVE (A 50 FOOT WIDE STREET) WHICH IS 302.80 FEET AS MEASURED ALONG SAID RIGHT-OF-WAY LINE FROM THE INTERSECTION OF THE SOUTH RIGHT-OF-WAY LINE OF LONG HOLLOW PIKE AND THE WEST RIGHT-OF-WAY LINE OF NORTHGATE DRIVE. SAID POINT IS ALSO THE SOUTHEAST CORNER OF NORTHGATE PARK, SECTION NINE, LOT #3, OWNED BY CRACKER BARREL OLD COUNTRY STORE AS OF RECORD IN DEED BOOK 6066, PAGE 965, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND THE NORTHEAST CORNER OF THE HERE-ON DESCRIBED TRACT. 1. FROM THE POINT OF BEGINNING ALONG THE WEST RIGHT-OF-WAY LINE OF NORTHGATE DRIVE WITH A CURVE TO THE RIGHT A RADIUS OF 240.85 FEET A DISTANCE OF 87.47 FEET TO AN IRON PIN SET. SAID CURVE HAVING A CHORD BEARING AND DISTANCE OF S 11°50'45.5" W 86.989 FEET; THENCE, 2. CONTINUING WITH THE WEST RIGHT-OF-WAY LINE OF NORTHGATE DRIVE S 22°15'00" W 224.73 FEET TO AN IRON PIN SET. SAID POINT IS THE SOUTHEAST CORNER OF THIS TRACT AND A POINT IN THE NORTHERLY LINE OF NASHVILLE OUTLET PARTNERS PROPERTY AS OF RECORD IN DEED BOOK 6203, PAGE 803, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND ALSO BEING THE END OF NORTHGATE DRIVE RIGHT-OF-WAY; THENCE, 3. LEAVING THE SAID RIGHT-OF-WAY OF NORTHGATE DRIVE AND WITH THE COMMON LINE OF NASHVILLE OUTLET PARTNERS PROPERTY S 89°35'11" W 345.99 FEET TO AN IRON PIN SET AT THE EAST RIGHT-OF-WAY LINE OF INTERSTATE 65 AND THE NORTHWEST CORNER OF NASHVILLE OUTLET PARTNERS PROPERTY ALSO BEING THE SOUTHWEST CORNER OF THIS TRACT; THENCE, 4. WITH THE EAST RIGHT-OF-WAY LINE OF INTERSTATE 65 N 00°24'49" W 74.63 FEET TO AN EXISTING HIGHWAY MONUMENT; THENCE, 5. N 3°48'24" W 172.36 FEET TO AN EXISTING HIGHWAY MONUMENT; THENCE, 6. N 5°26'49" E 30.12 FEET TO AN IRON PIN SET IN THE NORTHWEST CORNER OF THIS TRACT AND THE SOUTHWEST CORNER OF THE CRACKER BARREL OLD COUNTRY STORE PROPERTY; THENCE, 7. WITH THE COMMON LINE OF CRACKER BARREL AND THIS TRACT N 87°37'08" E 458.45 FEET TO THE POINT

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

OF BEGINNING AND CONTAINING 116,163 SQUARE FEET OR 2.67 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO RED ROOF INNS, INC., A DELAWARE CORPORATION, BY DEED FROM HERITAGE LAND COMPANY OF RECORD IN BOOK 9547, PAGE 355, 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 20000110-0003352, 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 _____, 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.