THIS INSTRUMENT PREPARED BY AND WHEN RECORDED RETURN TO:	PROPERTY OWNER:	PROPERTY ADDRESS:	MAIL TAX BILLS TO:	TAX PARCEL NO.:
Latham & Watkins LLP 885 Third Avenue New York, NY 10022 Attn: Ingrid Waldman, Esq. Phone: 212.906.1772	R-Roof I, LLC, a Delaware limited liability company	510 Claridge Drive Nashville, TN	Red Roof Inns, Inc. 4355 Davidson Road Hilliard, Ohio 43026	108-1-4

QUIT CLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that **RED ROOF INNS, INC.**, a Delaware corporation whose address is 5847 San Felipe, Suite 4650, Houston, Texas 77057 ("Grantor"), for and in consideration of Ten Dollars ($10.00) cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, does hereby bargain, sell, remise, release, quit claim and convey unto **R-ROOF I, LLC**, a Delaware limited liability company whose address is 5847 San Felipe, Suite 4650, Houston, Texas 77057, all of Grantor's right, title and interest in and to the following described real estate situated and being in City of Nashville, County of Davidson, State of Tennessee, to-wit:

All that certain real estate described in Exhibit "A" attached hereto and incorporated herein by reference.

This being the same real estate conveyed to Grantor by Warranty Deeds of record in Book 7891, pages 568, 572, and 577, in the Register's Office of Davidson County, Tennessee.

This being the same real estate surveyed by Jeffery N. Lucas, registration number 2082 dated as of July 5, 2007.

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officers as of the 6th day of September, 2007.

Davidson County DEEDQC
Recvd: 10/19/07 09:46 3 pgs
Fees:17.00 Taxes:0.00

20071019-0124197

RED ROOF INNS, INC.

By: _____
Name: David Weinstein
Title: Secretary and Treasurer

ACKNOWLEDGMENT

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me, Mark Leskiw, a Notary Public in and for the State and County aforesaid, personally appeared David Weinstein, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (or herself) to be the Secretary and Treasurer of **RED ROOF INNS, INC.**, the within named bargainor, a corporation, and that he as such Secretary and Treasurer, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such Secretary.

WITNESS my hand and seal at office, on this the 29 day of August, 2007.

Notary Public

My Commission Expires:

MARK M. LESKIW
Notary Public, State of New York
No. 01LE4945303
Qualified in New York County
Commission Expires Dec. 19, 2010

AFFIDAVIT OF VALUE

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer is $10.00.

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, that this transaction is exempt from tax pursuant to Tenn. Code Ann. Section 67-4-409(e).

AFFIANT

SWORN TO AND SUBSCRIBED before me this 29 day of August, 2007.

PATRICIA PETERSON
Notary Public, State of New York
No. 01PE4978514
Qualified in New York County
Commission Expires March 4, 2011

Notary Public

My Commission Expires:

Deed – 7206(TN)

Site No. 7206
Nashville, TN
Pool # 1
8/31/07

EXHIBIT A

Tract 1:

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Red Roof Inns, a Commercial Planned Unit Development, of record in book 6900, page 971, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more particular description.

Tract 2:

Land lying in Davidson County, Tennessee, being Lot No. 1 on the Plat of Resubdivision of Lots 4 and 5 of Larkwood, and the Resubdivision of Lot 1 of Red Roof Inns, of record in Plat Book 11700, page 43, Register's office for Davidson County, Tennessee.

The above described is a portion of the property conveyed to Red Roof Inns, Inc., an Ohio corporation, by Warranty Deeds of record in Book 7891, pages 568, 572, and 577, Register's Office for Davidson County, Tennessee. Red Roof Inns, Inc. an Ohio corporation merged with and into RRI Acquisition Co., Inc., a Delaware corporation and changed it's name to Red Roof Inns, Inc. a Delaware corporation by Certificate of Merger of record in Book 9289, page 307, Register's Office for Davidson County, Tennessee.