(3)

THIS INSTRUMENT PREPARED BY:
John H. Roe, Jr.
O'HARE, SHERRARD & ROE
500 Church Street
Nashville, Tennessee 37219

BOOK 7453 PAGE 845

SPECIAL WARRANTY DEED

Send Tax Bills To and Address New Owner(s) as Follows:	Name/Address Mortgagee:	Map-Parcel Nos.
Crow-Brindell-Cleveland Limited Partnership c/o Trammell Crow Company 155 Franklin Road, Suite 240 Brentwood, Tennessee 37021	Centerre Bank, N.A. One Centerre Plaza 14th Floor St. Louis, Missouri 63101 Attention: Ms. Rosemary Carson	Map-No. 160 Parcels 209 and 211

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) and other good and valuable consideration, Laing Properties, Inc., a Delaware corporation (hereinafter referred to as "Laing"); Brentwood One, a Georgia general partnership composed of Laing, Laing Management Company and Brentwood Associates, Ltd, a Georgia limited partnership whose general partner is Laing (hereinafter referred to as "Brentwood I"); and Brentwood II, a Georgia general partnership composed of Laing and Brentwood II Associates, Ltd., a Georgia limited partnership (hereinafter referred to as "Brentwood II") (Laing, Brentwood I, and Brentwood II being hereinafter collectively referred to as "Grantors"), have bargained and sold, and do hereby transfer and convey unto Crow-Brindell-Cleveland Limited, a Texas limited partnership (hereinafter referred to as "Grantee"), certain real estate in Davidson County, Tennessee, more particularly described in Exhibit A attached hereto and incorporated herein by this reference (hereinafter referred to as the "Property").

TO HAVE AND TO HOLD the Property, the appurtenances, estate, title and interest belonging to the said Grantee and the said Grantee's successors, heirs and assigns forever.

Brentwood I and Brentwood II have previously exchanged their respective interests in certain portions of the Property acquired by them pursuant to the deed(s) described in the derivation of title set forth on Exhibit A for cetain other property pursuant to an unrecorded exchange agreement between Laing and such entities, and they have joined in this instrument for the sole purpose of perfecting record title to the Property in Grantee.

Laing, as the record and beneficial owner of the Property, further covenants and binds itself, its successors and representatives, to warrant and forever defend the title to the Property to said Grantee, and the Grantee's successors, heirs, and assigns, against the lawful claims of all persons claiming by, through, or under Grantors, but not otherwise; provided, however, this conveyance is subject to exceptions listed on Exhibit B attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, Grantors have caused this instrument to be executed by its duly authorized officers and general partners as of the 19th day of January, 1988.

LAING PROPERTIES, INC., a Delaware corporation

ATTEST:

Jeffrey H. Gray
Corporate General Secretary

By: _____
J. Cyril Stewart Vice President

BRENTWOOD ONE, a Georgia general partnership

By: Laing Properties, Inc., a Delaware corporation, its general partner

ATTEST:

Jeffrey H. Gray
Corporate General Secretary

By: _____
J. Cyril Stewart Vice President

By: Laing Management Company, a Georgia corporation

ATTEST:

Jeffrey H. Gray
Corporate General Secretary

By: _____
J. Cyril Stewart, Vice President

By: Brentwood Associates, Ltd., a Georgia limited partnership

By: Laing Properties, Inc., a Delaware corporation, its general partner

ATTEST:

Jeffrey H. Gray
Corporate General Secretary

By: _____
J. Cyril Stewart, Vice President

BRENTWOOD II, a Georgia general partnership

By: Laing Properties, Inc., a Delaware corporation, its general partner

ATTEST:

Jeffrey H. Gray
Corporate General Secretary

By: _____
J. Cyril Stewart, Vice President

By: Brentwood II Associates, Ltd., a Georgia limited partnership

By: Laing Properties, Inc., its general partner

ATTEST:

Jeffrey H. Gray
Corporate General Secretary

By: J. Cyril Stewart
J. Cyril Stewart, Vice President
President

STATE OF TENNESSEE)
)
COUNTY OF DAVISDSON)

Personally appeared before me, the undersigned, a Notary Public within and for the State and County aforesaid, J. Cyril Stewart and Jeffrey H. Gray, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged themselves to be the Vice President and Corporate General Secretary of Laing Properties, Inc., a Delaware corporation, the within named bargainor, and that they, as such Vice President and Secretary being authorized so to do, executed the within instrument for the purposes therein contained by signing their names as Vice President and Secretary.

WITNESS my hand and official seal at Nashville, Tennessee, this 19th day of January, 1988.

Notary Public

My commission expires:

5-12-89

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public within and for the State and County aforesaid, J. Cyril Stewart and Jeffrey H. Gray, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged themselves to be the Vice President and Secretary of Laing Properties, Inc., a Delaware corporation, being one of the general partners of Brentwood One, a Georgia general partnership, the within named bargainor, and that they, as such Vice President and Secretary being authorized so to do, executed the within instrument for the purposes therein contained by signing their names as Vice President and Secretary.

WITNESS my hand and official seal at Nashville, Tennessee, this 19th day of January, 1988.

Notary Public

My commission expires:

5-13-89

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public within and for the State and County aforesaid, J. Cyril Stewart and Jeffrey H. Gray, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged themselves to be the Vice President and Secretary of Laing Management Company, a Georgia corporation, being one of the general partners of Brentwood One, a Georgia general partnership, the within named bargainor, and that they, as such Vice President and Secretary being authorized so to do, executed the within instrument for the purposes therein contained by signing their names as Vice President and Secretary.

WITNESS my hand and official seal at Nashville, Tennessee, this 19th day of January, 1988.

Willi L Hardin
Notary Public

My commission expires:

5-13-89

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public within and for the State and County aforesaid, J. Cyril Stewart and Jeffrey H. Gray, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged themselves to be the Vice President and Secretary of Laing Properties, Inc., a Delaware corporation, a general partner of Brentwood Associates, Ltd., a Georgia limited partnership, being one of the general partners of Brentwood One, a Georgia general partnership, the within named bargainor, and that they, as such Vice President and Secretary being authorized so to do, executed the within instrument for the purposes therein contained by signing their names as Vice President and Secretary.

WITNESS my hand and official seal at Nashville, Tennessee, this 19th day of January, 1988.

Willi L Hardin
Notary Public

My commission expires:

5-13-89

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public within and for the State and County aforesaid, J. Cyril Stewart and Jeffrey H. Gray, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged themselves to be the Vice President and Secretary of Laing Properties, Inc., a Delaware corporation, general partner of Brentwood II, a Georgia general partnership, the within named bargainor, and that they, as such Vice President and Secretary being authorized so to do, executed the within instrument for the purposes therein contained by signing their names as Vice President and Secretary.

WITNESS my hand and official seal at Nashville, Tennessee, this 19th day of January, 1988.

Notary Public

My commission expires:

5-13-89

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public within and for the State and County aforesaid, J. Cyril Stewart and Jeffrey H. Gray, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged themselves to be the Vice President of Laing Properties, Inc., a Delaware corporation, general partner of Brentwood II Associates, Ltd., a Georgia limited partnership, general partner of Brentwood II, a Georgia general partnership, the within named bargainor, and that he, as such Vice President being authorized so to do, executed the within instrument for the purposes therein contained by signing his name as Vice President.

WITNESS my hand and official seal at Nashville, Tennessee, this 19th day of January, 1988.

Notary Public

My commission expires:

5-13-89

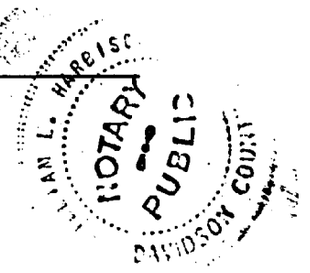
STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 24,920,000.00 .

Lawrence B. Cleveland
Affiant

Subscribed and sworn to before me this, the 19th day of January, 1988.

Willi L Harris
Notary Public



My commission expires:

5-13-89

EXHIBIT A BOOK 7453 PAGE 851

Being Lot Nos. 1 and 3 in the First Civil District, Nashville, Davidson County, Tennessee, as shown on The Revised Plat of Brentwood Commons, dated January 21, 1987, of record in Plat Book 6900, page 328, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at the point of intersection of the centerlines of Franklin Pike Circle and Kelly Road;

THENCE, leaving said centerline of Franklin Pike Circle with the centerline of Kelly Road S 86°11' E, 2,040.68 feet to a point;

THENCE, leaving said centerline of Kelly Road, with the westerly line of the property conveyed to Charles G. Cornelius, et al., by deeds of record in Book 2992, page 581, Book 5694, page 818, and Book 5697, page 605, R.O.D.C., S 04°06' W, 1,473.41 feet to a point in the northerly margin of Old Hickory Boulevard;

THENCE, with said northerly margin the following calls:

N 85°58' W, 167.35 feet to a point;
S 04°02' W, 30.00 feet to a point;
N 85°58' W, 1,263.26 feet to a point;

THENCE, leaving said northerly margin with the easterly margin of Brentwood Commons Way, the following calls:

With a curve to the right, 47.12 feet to a point, said curve having a central angle of 90°00', a radius of 30.00 feet, a tangent of 30.00 feet and a chord of N 40°58' W, 42.43 feet;

N 04°02' E, 115.57 feet to a point;

With a curve to the left 450.30 feet to a point, said curve having a central angle of 60°00', a radius of 430.00 feet, a tangent of 248.26 feet and a chord of N 25°58' W, 430.00 feet;

S 34°02' W, 10.00 feet to a point;

N 55°58' W, 88.72 feet to a point;

With a curve to the right 21.97 feet to a point, said curve having a central angle of 05°51', a radius of 215.00 feet, a tangent of 11.00 feet and a chord of N 53°02' W 21.96 feet;

THENCE, leaving said easterly margin, S 48°55' W, 283.08 feet to a point in the easterly line of the property conveyed to the Nashville Lodge No. 72, be deed of record in Book 4498, page 118, R.O.D.C.;

THENCE, with said easterly line, N 03°54' E, 346.57 feet to a point;

THENCE, with the northerly line of said Lodge property the following calls:

N 86°06' W, 191.19 feet to a point;
N 84°44' W, 178.79 feet to a point;
N 69°09' W, 306.35 feet to a point in the centerline of Franklin Pike Circle;

THENCE, with said centerline, N 44°11' E, 931.38 feet to the point of beginning.

Containing 3,069,296 square feet or 70.47 acres, more or less.

The foregoing Property is comprised of separate tracts conveyed to the Grantors pursuant to the following instruments of record:

1. Brentwood One, a Georgia general partnership, by deed of record in Book 6204, page 623, said Register's Office;

2. Brentwood II, a Georgia general partnership by deed of record in Book 6204, page 636, said Register's Office; and

3. Laing Properties, Inc. by deeds of record in Book 7021, page 198; Book 7146, pages 237, 239, 241, 243, 245; Book 5772, page 52, Book 6710, page 649, Book 5771, pages 73 and 81, and Book 5638, page 65, said Register's Office.

9 9 3 4 3

IDENTIFICATION REFERENCE

JAN 21 4 00 PM '88

FILED & RECORDED
DAVIDSON COUNTY, TN

RECEIVED

EXHIBIT B

1. Subject to matters contained in that certain Revised Plan of Brentwood Commons dated January 21, 1987, filed June 5, 1987, in Plat Book 6900, page 328, RODC. (Supercedes and replaces all prior plats of record)

2. Subject to applicable zoning and building ordinances.

3. Subject to matters contained in As-Built Survey prepared by Barge, Waggoner, Sumner and Cannon, Inc. dated January 6, 1988.

4. Covenants and Restrictions by and between Laing Properties, Inc., a Delaware corporation, and H.I. Brentwood Associates, Ltd., a Tennessee limited partnership composed of King W. Rogers III, Robert M. Rogers, and Joseph Harrison as general partners, and dated June 3, 1987, of record in Book 7263, page 315, RODC.

5. Easement regarding Brentwood Commons Way of record in Book 7263, page 323, RODC.

6. Storm Water Detention Agreement between Laing Properties, Inc and The Metropolitan Government of Nashville and Davidson County, Tennessee of record in Book 6145, page 257, RODC.

7. Deeds of Conveyance from Laing Properties, Inc. to The Metropolitan Government of Nashville and Davidson, Tennessee for sanitary sewer and water mains of record in Book 6137, pages 901 and 906, RODC.

8. Memorandum of Lease by and between Brentwood One and AT&T of record in Book 6096, page 616, RODC.

9. Non-Disturbance and Attornment Agreement regarding AT&T lease of record in Book 6096, page 620, RODC.

10. Subordination, Non-Disturbance and Attornment Agreement between Brentwood II and Union Planters National Bank and Sectra Laing, Inc. of record in Book 6292, page 324, RODC.

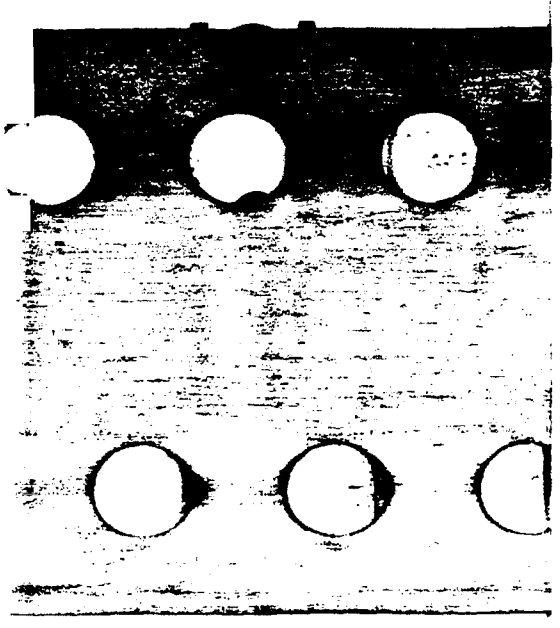
11. Easement for Sanitary Sewers and/or Storm Drainage of record in Book 4969, pages 189 and 192; in Book 4952, page 170, RODC; and in Book 4940, page 784, RODC.

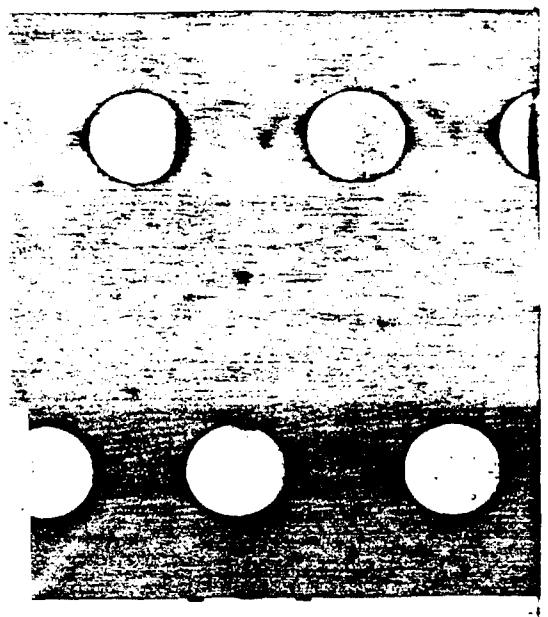
12. Easement for sewer line to The Metropolitan Government of Nashville and Davidson County, Tennessee of record in Book 5746, pages 886, 896 and 899, RODC.

13. Easement for sanitary sewer line to The Metropolitan Government of Nashville and Davidson County, Tennessee of record in Book 5878, page 469, RODC.

14. Subject to rights of tenants in possession pursuant to unrecorded leases.

RECEIVED FOR RECORD 8:40 A.M. 6/28/88





OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 7453 PAGE 854

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

Co. 24. $20.000.00

CON TX 67281.20
PRFEE 0.50
WDEED 27.00
TOTAL 67308.70
CHECK 67308.70

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

99343

IDENTIFICATION REFERENCE

JAN 21 4 00 PM '88

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN

No. 55240