THIS INSTRUMENT PREPARED BY: **WILKINS & IVEY, ATTORNEYS**
2405 Crestmoor Road
Nashville, Tennessee 37215-0157

ADDRESS NEW OWNER:
Deloitte Haskins & Sells
1114 Avenue of the Americas
New York, NY 10036

MORTGAGEE:

MAP-PARCEL NUMBERS:
97-120
4D-13000
2365 12/29 0101 03CHECK 15186.50

BOOK 7739 PAGE 140

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **SAFECO INSURANCE COMPANY OF AMERICA,** hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto **DELOITTE HASKINS & SELLS, a New York Partnership,** hereinafter called Grantee, Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows: To-Wit:

A tract of land in the Second Civil District, Metropolitan Nashville, Davidson County, Tennessee, lying south of Interstate 40 and east of Old Hickory Boulevard, described according to a suvey of Barge, Waggoner, Sumner & Cannon, Engineers, File No. 5265-12, dated June 12, 1987, updated December 15, 1988, as follows:

BEGINNING at a point on the cul-de-sac at the end of Safeco Drive, said point being 621 feet more or less from the intersection of Old Hickory Boulevard and Safeco Drive as measured along the north margin of Safeco Drive; said point also being the southeast corner of the Drury Inns, Inc. of record in Book 5437, Page 89, Register's Office for Davidson County, Tennessee; thence leaving Safeco Drive and with the easterly line of the aforementioned Drury Inns, Inc. N 29° 58' W 159.70 feet to a point on the southerly margin of Interstate 40; thence with the southerly margin of Interstate 40 the following calls: S 86° 20' E 813.54 feet to a point; S 06° 32' W 40.00 feet to a point; S 86° 20' E 290.00 feet to a point in the northwest corner of Condel Hermitage Associates, LTD. of record in Book 6741, Page 642, Register's Office for said County; thence with the aforementioned Condel Hermitage Associates, LTD. the following calls: S 05° 45' W 1080.00 feet to a point; N 84° 15' W 325.82 feet to a point; thence continuing with the aforementioned Condel Hermitage Associates, LTD. and with the B. G. Corporation of record in Book 6741, Page 642, and Book 6632, Page 355, said Register's Office, N 29° 58' W 1110.31 feet to a point on the cul-de-sac at the end of Safeco Drive; thence with said cul-de-sac a curve to the left 64.35 feet to the point of beginning; said curve having a central angle of 73° 44' 23", a radius of 50.00 feet, a tangent of 37.50, and a chord of 60.00 feet, to the point of BEGINNING.

BEING the same property conveyed to Safeco Insurance Company of America by deed from T & R, Inc., a Tennessee Corporation, of record in Book 4808, Page 185, Register's Office for Davidson County, Tennessee.

This conveyance is made subject to a 20-foot easement for public utility purposes along the northerly line of said lot, with a 10-inch sewer line lying within the westerly half of said easement.

This is improved property, known as Safeco Building, Safeco Drive, Nashville, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, Grantee's successors or assigns, forever; and Grantor covenants with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and Grantor further covenants and binds Grantor, Grantor's successors and representatives, to warrant and forever defend the title to the said land to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever; provided, however, that the foregoing warranties are limited to the acts of Grantor while in title to the described property.

WITNESS the execution hereof this 19 day of December, 1988.

SAFECO INSURANCE COMPANY OF AMERICA

BY: Boh A Dickey

ATTEST: Clinton C Sherer

STATE OF WASHINGTON
COUNTY OF KING

Before me, the undersigned, of the State and County aforesaid, personally appeared Boh A. Dickey and Clinton C. Sherer, 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 Secretary and Ass't Vice President respectively of the Safeco Insurance Company of America, the within named bargainor, a corporation, and that they as such Secretary and Ass't Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as Secretary and Ass't Vice President. Witness my hand and official seal, at office in Seattle, Washington, this 19 day of December, 1988.

Kathryn J. Holt
Notary Public

My Commission Expires: May 15, 1992

STATE OF Tennessee
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $4,600,000.00.

Jill Buchanan
Affiant

Subscribed and sworn to before me, this 29th day of December, 1988.

Diane Parker
Notary Public

My Commission Expires: 3-9-89

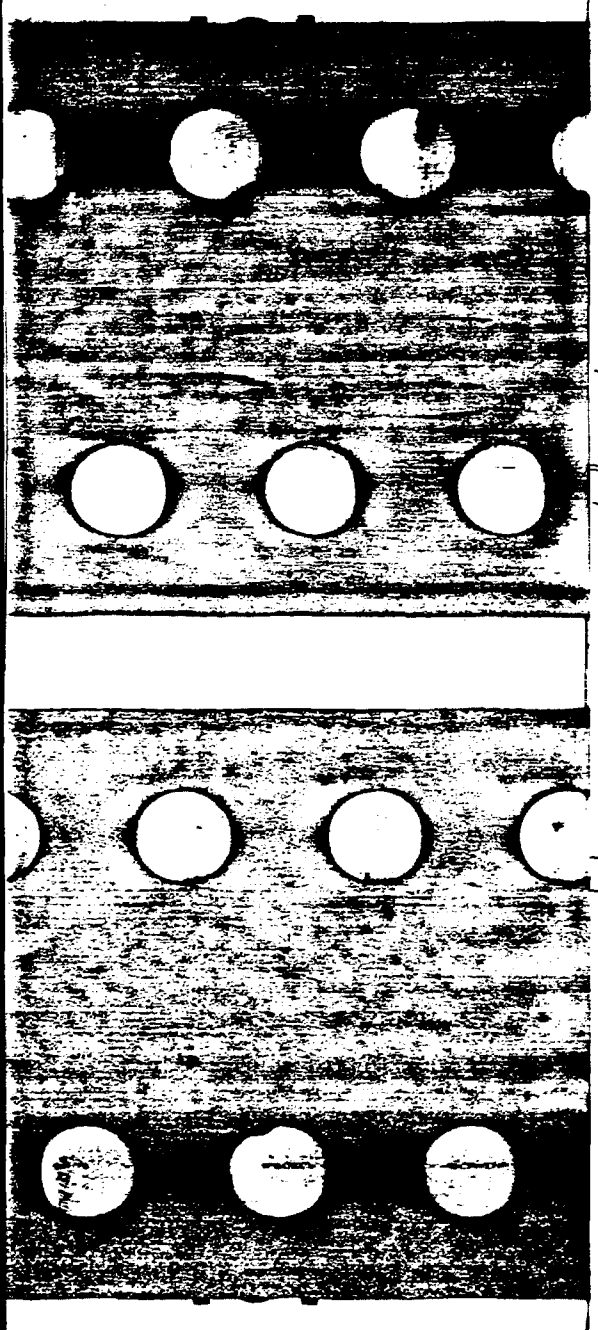
97625.

IDENTIFICATION REFERENCE

Dec 29 2 34 PM '88

FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

RUSH



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

RECEIVED OF _____

FOR _____

BOOK 7739 PAGE 142

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
4600000.00
CON TX 15180.00
PRFEE 0.50
WDEED 6.00
TOTAL 15186.50
CHECK 15186.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12/29/88 01 14:36 0001 2365

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

Dec 29 2 PM '88

IDENTIFICATION REFERENCE

9. 7. 6. 2 5.

No. 168484