THIS INSTRUMENT PREPARED BY:

Fugit, Hubbard, Woolley,
Bloom & Mersky
3811 Turtle Creek Blvd.
Suite 600
Dallas, Texas 75219-4419

Map: 104-02

L/O Parcel: 206, 409 & 410

BOOK 7912 PAGE 169

STATE OF TENNESSEE §
§
COUNTY OF DAVIDSON §

SPECIAL WARRANTY DEED

THIS INDENTURE, made the 15th day of June, 1989, by and between AMERICAN CENTER-NASHVILLE, LTD., a Tennessee limited partnership, party of the first part (hereinafter called "Grantor"), and DUKE ASSOCIATES NO. 66 LIMITED PARTNERSHIP, an Indiana limited partnership, as party of the second part (hereinafter called "Grantee")(the words "Grantor" and "Grantee" to include their respective legal representatives, successors and assigns where the context requires or permits);

W I T N E S S E T H:

THAT Grantor, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) in hand paid by Grantee at and before the sealing and delivery of these presents, the receipt whereof is hereby confessed and acknowledged, has given, granted, bargained, sold, remised, released, alienedd, conveyed, and confirmed, and by these presents does give, grant, bargain, sell, remise, release, alien, convey, and confirm unto the said Grantee, its successors and assigns forever, all that tract or parcel of land lying and being in Davidson County, Tennessee, and more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference, subject to the matters listed on Exhibit B, which is attached hereto and incorporated herein by this reference.

TOGETHER WITH all and singular the buildings situated thereon and all and singular the tenements, hereditaments, improvements, fixtures, personalty, mechanical systems, appurtenances, rights, easements, and rights-of-way thereunto belonging or in anywise appertaining; and all the estate, right, title, interest, claim or demand whatsoever, of Grantor, either in law or equity either in possession or expectancy of, in and to the above bargained premises, and their hereditaments and appurtenances.

I:\rmiller\54204\64\special.ded

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TO HAVE AND TO HOLD the said premises above described, with all and singular the rights, members, hereditaments, and appurtenances thereof, unto Grantee, and to its successors and assigns forever in FEE SIMPLE.

AND THE SAID Grantor, for itself, its successors and assigns, will warrant and forever defend the right and title to the above-described premises unto the said Grantee, its successors and assigns, against the claims of all persons whomsoever lawfully claiming the whole or any part thereof by, through, or under Grantor, and none other.

IN WITNESS WHEREOF, Grantor has hereunto set its hand the day and year first above written.

AMERICAN CENTER-NASHVILLE, LTD., a Tennessee limited partnership

By: HBE-American Center Limited Partnership, a Tennessee limited partnership, its sole general partner

By: _____
Michael L. Ely
General Partner

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STATE OF Georgia §
§
COUNTY OF Fulton §

BOOK 7912 PAGE 171

Before me, Elizabeth Redelings a Notary Public in and for the County and State aforesaid, personally appeared Michael L. Ely, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be a managing general partner of HBE-American Center Limited Partnership, a Tennessee limited partnership, the sole general partner of American Center-Nashville, Ltd., a Tennessee limited partnership, the bargainor, and that he, as such partner of such general partner, being authorized to do so, executed the within instrument for the purposes therein contained and in the capacity therein stated.

WITNESS my hand and seal, at office in Atlanta, Georgia, this 15th day of June, 1989.

Notary Public, DeKalb County, Georgia
My Commission Expires Sept. 7, 1991

[SEAL]

Elizabeth A. Redelings
Notary Public in and for
the State of Georgia

Property Address:

RECORDER'S MEMO:
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Address of Property Owner and Entity Responsible for Payment of Real Property Taxes:

Duke Associates No. 66
Limited Partnership
8888 Keystone Crossing
Suite 1200
Indianapolis, Indiana 46240
Attn: Darell E. Zink, Jr.

BOOK 7912 PAGE 172

The undersigned affiant hereby swears or affirms that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is Three Million Five Hundred Thousand and No/100 Dollars ($3,500,000.00) which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

DUKE ASSOCIATES NO. 66 LIMITED PARTNERSHIP, a Indiana limited partnership

By: _____

Its: _____

Subscribed and sworn to before me this 15th day of June, 1989:

_____
Notary Public in and for the State of Tennessee

My Commission Expires:
11 January 1992

[SEAL]

Recorder's Memo
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ONE AMERICAN CENTER
Tract Number Two

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the northwesterly side of West End Circle and being Lot No. 2, as shown in the plan of Resubdivision of Lot No. One, One American Center, as of record in Book 6250, Page 791, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the southerly margin of West End Circle, at the intersection with the westerly margin of a frontage road along Thirty-first Avenue, North, said point being the northeasterly corner of the herein-described parcel;

THENCE, leaving said southerly margin of West End Circle, with the northerly line of Lot No. One, Resubdivision of Lot No. One, One American Center, the following calls:

S 25° 37' 25" W, 99.16 feet to a point;

S 50° 53' 36" E, 35.00 feet to a point;

S 39° 06' 24" W, 106.43 feet to a point;

S 84° 06' 24" W, 98.01 feet to a point;

S 89° 16' 48" W, 33.72 feet to a point;

THENCE, leaving said northerly line with the easterly line of Lot No. 3, Resubdivision Lot No. One, One American Center the following calls:

N 50° 53' 36" W, 124.30 feet to a point;

With a curve to the right 47.16 feet to a point, said curve having a central angle of 47° 00' 00", a radius of 57.50 feet, a tangent of 25.00 feet and a chord of N 27° 23' 36" W, 45.85 feet;

N 03° 53' 36" W, 74.11 feet to a point in the southerly margin of West End Circle;

THENCE, with said southerly margin of West End Circle the following calls:

N 86° 04' E, 229.01 feet to a point;

N 88° 30' E, 15.67 feet to a point;

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EXHIBIT A
PAGE 1 OF 5

With a curve to the right 43.97 feet to a point, said curve having a central angle of 33° 35' 27", a radius of 75.00 feet, a tangent of 22.64 feet, and a chord of S 74° 41' 59" E, 43.34 feet;

With a curve to the left 55.50 feet to the point of beginning, said curve having a central angle of 79° 29' 44", a radius of 40.00 feet, a tangent of 33.27 feet, and a chord of N 82° 20' 36" E, 51.15 feet.

Containing 53,106 square feet, of 1.22 acres, more or less.

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EXHIBIT A
PAGE 2 OF 5

ONE AMERICAN CENTER
Tract Number Three

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the southerly side of West End Circle at Thirty-First Avenue, North, and being Lot Number Three, as shown on the plan of Resubdivision of Lot No. 1, One American Center, as of record in Book 6250, Page 791, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the southerly margin of West End Circle near the centerline of Mason Avenue, as projected, also being the northwesterly corner of the aforementioned Lot Number Three, on the plan of Resubdivision of Lot No. 1, One American Center;

THENCE, with the southerly margin of said West End Circle, the following calls:

N 40° 28' E, 75.30 feet to a point;

With a curve to the right 222.21 feet to a point, said curve having a central angle of 55° 21' 15", a radius of 230.00 feet, a tangent of 120.64 feet, and a chord of N 68° 08' 38" E, 213.66 feet;

N 86° 04' E, 4.83 feet to a point;

THENCE, leaving said southerly margin, S 03° 53' 36" E, 74.11 feet to a point;

THENCE, with a curve to the left 47.16 feet to a point, said curve having a central angle of 47° 00' 00", a radius of 57.50 feet, a tangent of 25.00 feet and a chord of S 27° 23' 36" E, 45.85 feet;

THENCE, S 50° 53' 36" E, 124.30 feet to a point;

THENCE, S 89° 16' 48" W, 43.03 feet to a point;

THENCE, S 39° 06' 24" W, 183.73 feet to a point in the terminus of Hillcrest Place;

THENCE, with said terminus of Hillcrest Place, N 50° 54' W, 35.90 feet to a point in the southerly line of the property conveyed to Irvin Limor, et ux, by deed of record in Book 4693, Page 945, R.O.D.C.;

THENCE, with said southerly line of the Limor property, N 75° 11' E, 11.95 feet to a point;

EXHIBIT A
PAGE 3 OF 5

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THENCE, continuing with said southerly line with a curve to the right 11.96 feet to a point, said curve having a central angle of 17° 07' 58", a radius of 40.00 feet, a tangent of 6.03 feet and a chord of N 04° 29' 24" E, 11.92 feet;

THENCE, with the easterly line of said Limor property, N 51° 08' W, 257.24 feet to the point of beginning.

Containing 61,192 square feet or 1.40 acres, more or less.

The above-described parcel is subject to a 90-foot minimum building setback line, as of record in Book 5200, Page 300, R.O.D.C.

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EXHIBIT A
PAGE 1 OF 5

ONE AMERICAN CENTER

RESERVED PARCEL "A"

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the northwesterly side of West End Circle and being Reserved Parcel "A", as shown in the plan of One American Center, as of record in Book 6250, Page 387, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the westerly margin of West End Circle, said point being S 50° 54' E, 150.48 feet from the southerly margin of Hillcrest Place and being the southeasterly corner of the property conveyed to George Giankas and R. W. Terry, by deed of record in Book 4133, Page 662, R.O.D.C.;

THENCE, with said margin of West End Circle S 50° 54' E, 13.42 feet to a point;

THENCE, continuing with said margin of West End Circle, with a curve to the right 144.13 feet to a point, said curve having a central angle of 88° 40' 21", a radius of 93.13 feet, a tangent of 91.00 feet and a chord of S 06° 33' 11" E, 130.17 feet;

THENCE, continuing with said margin of West End Circle S 37° 47' W, 1.53 feet to a point;

THENCE, leaving said margin of West End Circle with the easterly line of the property conveyed to Elizabeth E. Hardigon, by deed of record in Book 1001, Page 646, R.O.D.C., N 50° 54' W, 106.56 feet to a point in the southerly line of the aforementioned George Giankas and R. W. Terry property;

THENCE, with said southerly line N 39° 06' E, 92.50 feet to the point of beginning.

Containing 7,995 square feet or 0.18 acres, more or less.

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EXHIBIT A
PAGE 3 OF 5

8420U/1sm
5.24.89

PERMITTED EXCEPTIONS

a. Taxes for 1989, to the extent not yet due and payable.

b. Covenants and Restrictions Regarding Joint Use, Access and Maintenance executed by and between American Center-Nashville, Ltd., MBank Dallas N.A., and First American National Bank of Nashville, filed for record on April 9, 1986, in Book 6825, page 401, Register's Office of Davidson County, Tennessee, as refiled for record on May 29, 1986, in Book 6869, page 693, Register's Office of Davidson County, Tennessee.

c. The plan of record in Book 5200, page 300, Register's Office for Davidson County, Tennessee.

d. Easements for utilities retained by the Metropolitan Government of Nashville, Davidson County, Tennessee, as to those portions of West End Circle and Hillcrest Place lying within the boundaries of the insured property closed by Metro Council Bill Nos. 66-892, 081-618 and 084-347 and 71-1510.

e. The plan of record in Book 6250, page 387, Register's Office of Davidson County, Tennessee.

f. The plan of record in Book 6250, page 791, said Register's Office.

g. title to that portion of premises lying within the bounds of any dedicated right of way.

4572 08/10 0101 03CHECK 11531.00

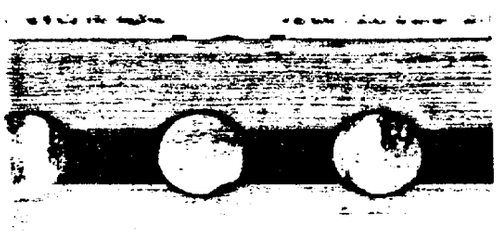
EXHIBIT B
PAGE 1 OF 1

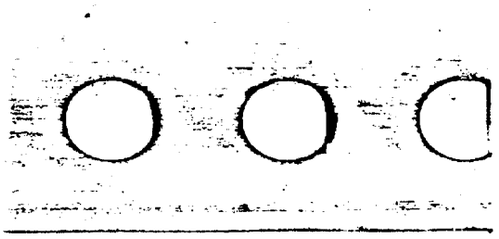
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.
AUG 10 4 15 PM '89

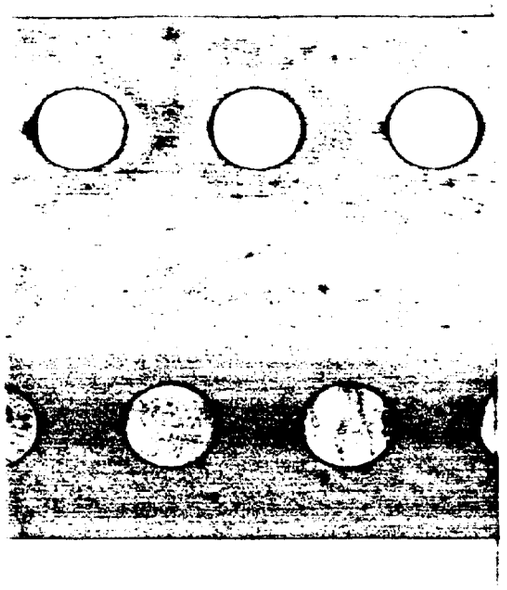
IDENTIF. REFERENCE

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OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7912 PAGE 179

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

CAMT 3500000.00
CON TX 11550.00
PRFEE 1.00
WDEED 30.00
TOTAL 11581.00
CHECK 11581.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

08/10/89 01 16:17 0001 4592

56847

IDENTIF. REFERENCE

AUG 10 4 15 PM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. 237880