STATE OF New York)
COUNTY OF New York)

The actual consideration or value, whichever is greater, for this transfer is $2,524,700.00.

E. Hamelsweiw
Affiant

Subscribed and sworn to before me, this 16th day of October, 1992.

William W Weisner
Notary Public

My Commission Expires: 11-30-93

WILLIAM W. WEISNER
Notary Public, State of New York
No. 31-4845178
Qualified in New York County
Commission Expires November 30, 19 93

This instrument prepared by:
Gullett, Sanford, Robinson & Martin
Third Floor
230 Fourth Avenue, North
P. O. Box 2757
Nashville, TN 37219-0757

Address new owners as follows:	Send Tax Bills to:	Map-Parcel Numbers
WS Investment Holdings, L.P. c/o Graham & James 885 Third Avenue New York, New York 10022	SAME	Map 93-2-4 Parcels 3 and 6

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, **SAP (INTERNATIONAL) AG**, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto **WS INVESTMENT HOLDINGS, L.P.**, a Delaware limited partnership, hereinafter called the Grantee, its successors and assigns, all of the Grantor's right, title and interest, being a fifty percent (50%) undivided interest, in and to those certain tracts or parcels of land in Davidson County, State of Tennessee, described on Exhibit A attached hereto and incorporated herein by reference.

This conveyance is made subject to the matters described on Exhibit B attached hereto and incorporated herein by reference.

The subject property is improved property, known as 222 Second Avenue, North, Nashville, Tennessee 37201 (as to Tract I), and 214 Second Avenue, North, Nashville, Tennessee 37201 (as to Tract II).

6177.9

IDENTIFICATION REFERENCE

NOV 5 9 35 AM '92
DAVIDSON COUNTY, TN

PICK-UP

RECEIVED FOR RECORD
DAVIDSON COUNTY, TN
RECORDED
9358.59

TO HAVE AND TO HOLD the said real property, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever; and Grantor does covenant with the Grantee that Grantor is lawfully seized and possessed of said real property in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said real property to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

SAP (International) AG is one and the same as SAP International AG.

WITNESS my hand this 16th day of October, 1992.

SAP (INTERNATIONAL) AG

By: Ekkehart Hassels-Weiler
Ekkehart Hassels-Weiler, Vice President

STATE OF NEW YORK)
COUNTY OF NEW YORK)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Ekkehart Hassels-Weiler, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the vice president of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 16th day of October, 1992.

William M. Neaves
Notary Public

My Commission Expires: 11-30-93
SAPW6

Notary Public, State of New York
No. 31-4845178
Qualified in New York County
Commission Expires November 30, 19 93

EXHIBIT A

Legal Description

TRACT I:

A tract of land located in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee. Bounded on the north by the centerline of Brandon Street, on the east by First Avenue North, on the south by Tract 3 of this survey and on the west by Second Avenue North and being more particularly described as follows:

Beginning at a point in the east margin of Second Avenue North at its intersection with the centerline of Brandon Street (now closed by Ordinance No. 082-1107) said point being N 26 deg. 56 min. 00 sec. W 16.40 feet from a P.K. nail at building corner; thence, with centerline of said Brandon Street, N 62 deg. 53 min. 46 sec. E 210.39 feet to a point at the intersection of said street's centerline and the west margin of First Avenue North; thence, S 27 deg. 01 min. 51 sec. E, passing a P.K. nail in north face of building at 16.40 feet a total distance of 166.04 feet to a point in the west margin of First Avenue North; thence, leaving said margin and following a common wall between two buildings, S 62 deg. 59 min. 47 sec. W 210.68 feet to a point in the easterly margin of Second Avenue North; thence with margin, N 26 deg. 56 min. 00 sec. W 165.67 feet to the point of beginning, and containing 34,917.8 square feet or 0.80 acres, more or less.

TRACT II:

A tract of land located in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee. Bounded on the north by Brandon Building Development Corp., a Tennessee corporation, on the east by First Avenue North, on the south by Bank Street and on the west by Second Avenue North and being more particularly described as follows:

Beginning at a P.K. nail at the intersection of the east margin of Second Avenue North and the north margin of Bank Street; thence, with east margin of said Second Avenue North, N 26 deg. 56 min. 00 sec. W 68.23 feet to a point; thence, leaving margin and following a common wall between two buildings, N 62 deg. 59 min. 47 sec. E 210.68 feet to a point on the west margin of First Avenue North; thence, along said margin, S 27 deg. 01 min. 51 sec. E 69.60 feet to a P.K. nail at the intersection with the north margin of Bank Street; thence, leaving First Avenue and running with Bank Street, S 63 deg. 22 min. 07 sec. W 210.80 feet to the point of beginning and containing 14,523.1 square feet or 0.33 acres, more or less.

TRACTS I AND II being the same property conveyed as follows: (1) to SAP International AG by deed from Corim Tennessee, Inc., of record in Book 8383, page 284, Register's Office for Davidson County, Tennessee, as to a fifty percent (50%) undivided interest; (2) to Dietmar Hopp and wife, Anneliese Hopp, Daniel Hopp, and Oliver Hopp, as equal joint tenants with right of survivorship, by deed from Corim Tennessee, Inc., of record in Book 8383, page 287, said Register's Office, as to a twenty percent (20%) undivided interest; (3) to Hasso Plattner and wife, Sabine Plattner, by deed from Corim Tennessee, Inc., of record in Book 8383, page 290, said Register's Office, as to a twenty percent (20%) undivided interest; and (4) to Hans-Werner Hector and wife, Josefine Hector, by deed from Corim Tennessee, Inc., of record in Book 8383, page 293, said Register's Office, as to a ten percent (10%) undivided interest.

EXHIBIT B

Encumbrances

1. Lien for 1992 property taxes.

2. Easements retained by the Metropolitan Government of Nashville and Davidson County, as shown in Council Bill No. 082-1107, which closed Brandon Street. (Applies to Tract I)

3. Restrictive covenants pertaining to Brandon Street (now closed), as set forth in deeds of record in Book 6135, pages 587 and 591, Register's Office for Davidson County, Tennessee. (Applies to Tract I)

4. Matters shown on the survey of Thomas & Miller, dated May 28, 1987, as revised, Project No. 87040, including an encroachment of the building face into First Avenue, North. (Applies to Tract I)

5. Common wall easement contained in instrument of record in Book 962, page 164, said Register's Office. (Applies to Tract II)

6. Party Wall and Reciprocal Easement Agreement of record in Book 7329, page 899, said Register's Office. (Applies to Tracts I and II)

7. Reciprocal Easement Agreement (Stairwells) of record in Book 7329, page 909, said Register's Office. (Applies to Tracts I and II)

8. Reciprocal Easement Agreement (Heating and Cooling System) of record in Book 7329, page 918, said Register's Office. (Applies to Tracts I and II)

Book 8778 Page 852 Was Missing