BOOK 9263 PAGE 857

File 35
CTIC

Surveyed By:
William C. Watson
Tn. Lic. No. 1487
Barge, Waggoner, Sumner & Cannon, Inc.
162 Third Avenue North
Nashville, Tennessee 37201

Prepared By:
Nancy P. Inman
Green, Hoffmann & Dankenbring
7733 Forsyth Blvd., Suite 800
Clayton, Missouri 63105

Parcel Numbers: Map 134 Parcels 2, 175, 202, 203, 204

SPECIAL WARRANTY DEED

THIS DEED, made and delivered as of the 22nd day of February, 1994, between AEW #49 Trust ("Grantor"), and ProVest L.P., a Delaware limited partnership ("Grantee"), whose address is 150 North Wacker Drive, Suite 150, Chicago, Illinois 60606.

WITNESSETH:

That Grantor, for and in consideration of the sum of Ten Dollars ($10.00) and other good and valuable consideration, in hand paid by Grantee, the receipt and sufficiency of which are hereby acknowledged, does hereby sell and convey to Grantee, its successors and assigns forever, the real property located in Davidson County, Tennessee, more particularly described as:

See Exhibit "A" Attached

To have and to hold the aforesaid land, together with all and singular heriditaments, appurtenances, buildings and improvements thereon and any tenements, and easements thereto (collectively the "Real Property"), subject only to those conditions listed on Exhibit "B", attached hereto and incorporated herein by this reference ("Permitted Exceptions"), and to real estate taxes for the year 1994.

The benefits and obligations hereunder shall inure to and be binding upon the heirs, executors, administrators, personal representatives, successors and assigns of the respective parties hereto, and Grantor, for itself and its successors and assigns does hereby covenant and agree to and with Grantee, its heirs, successors and assigns that Grantor will warrant title to the said Real Property and will defend the same against the lawful claims of all persons claiming by, through or under Grantor, but none other.

This Deed is executed by the undersigned, not individually but as a trustee of AEW #49 Trust (the "Trust") in the exercise of the power and authority conferred upon and vested in the undersigned as trustee pursuant to the Declaration of Trust dated September 10, 1986, which created the Trust. It is expressly understood and agreed by every party now or hereafter claiming any right or interest herein or hereunder that nothing contained herein shall be construed as creating any personal liability or obligation upon the undersigned. Reference is made to, and this Deed is executed under

and by virtue of the powers contained in, the Declaration of Trust, and each person dealing with any trustee or the Trust expressly agrees to look solely to the Trust property for satisfaction of any obligation set forth herein and agrees that neither the trustees nor the beneficiaries of the Trust shall have any personal or corporate liability hereunder, except to the extent of the assets of the Trust.

IN WITNESS WHEREOF, the undersigned has caused this Special Warranty Deed to be executed and delivered on the day and year first above written.

AEW #49 TRUST

By: _____
As Trustee, and not individually

Commonwealth of Massachussetts)
) ss.
County of Suffolk)

On this 22 day of February, 1994, before me personally appeared Lori D. Campana, to me personally known, who, being by me duly sworn, did say that (s)he is the Trustee of AEW #49 TRUST, and that said instrument was signed and sealed on behalf of said Trust by authority of its Trustee(s) and said She acknowledged said instrument to be the free act and deed of said Trust.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

_____
Notary Public

My commission expires: 5-12-2000

ADDRESS NEW OWNER AND SEND TAX BILLS TO:

PROVEST L.P.
150 NORTH WACKER DRIVE - Suite 150
CHICAGO, ILLINOIS 60606

SHEILA L. FITZPATRICK ... NOTARY PUBLIC

STATE OF Illinois)
) ss.
COUNTY OF Cook)

The actual consideration or value, whichever is greater, for this transfer is $11,350,000.00.

ProVest L.P., a Delaware limited partnership
By: Its general partner, RTF, L.P., a Delaware limited partnership
By: Its general partner, Realty Trust Funding Corporation I, a Maryland corporation

By: _____
Its: _____

Subscribed and sworn to before me, this 28th day of February, 1994.

_____
Notary Public

My Commission Expires:

"OFFICIAL SEAL"
JANE E. FLECKENSTEIN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 12/13/97

This property consists of improved and unimproved parcels known as: Harding Industrial Drive, Nashville, Tennessee.

EXHIBIT "A"

LEGAL DESCRIPTION

Tract 1:

Land in Davidson County, Tennessee, being Lot No. 1 of Trend Industrial Park, Section 1, of record in Book 4675, page 56, Register's Office for Davidson County, Tennessee.

Tract 2:

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Trend Industrial Park, Section 2, of record in Book 4860, page 66, Register's Office for Davidson County, Tennessee.

Tract 3:

Land in Davidson County, Tennessee being Lot No. 3 on the Plan of Harding Industrial Park, Section 3, of record in Book 4300, page 160, Register's Office for Davidson County, Tennessee.

Tract 4:

Land in Davidson County, Tennessee, being Lots Nos. 3 and 4 on the Plan of Trend Industrial Park, Section 2, of record in Book 4860, page 66, Register's Office for Davidson County, Tennessee.

Tract 5:

Land in the 5th Civil District of Davidson County, Tennessee described as follows:

Beginning at a point in the centerline of Mill Creek, located in the northerly right of way of Louisville & Nashville Railroad and being 3,115.00 feet, more or less, southeasterly from Mile Post C-145, N-7, and proceeding as follows: with the centerline of Mill Creek as follows: North 89 degrees 46 minutes East, a distance of 100.90 feet to a point; thence North 70 degrees 44 minutes 30 seconds East, a distance of 386.80 feet to a point; thence South 71 degrees 05 minutes East, a distance of 150.00 feet to a point; thence South 78 degrees 28 minutes East, a distance of 249.90 feet to a point; thence South 68 degrees 26 minutes East, a distance of 290.00 feet to the intersection of Mill Creek and a drain; thence with said drain, South 29 degrees 10 minutes West, a distance of 365.10 feet to an iron pin; thence South 33 degrees 40 minutes 36 seconds West, a distance of 287.92 feet to the northerly right of way of said railroad; thence with said right of way, North 51 degrees 00 minutes West, a distance of 1,010.00 feet to the point of beginning, containing 9.62 acres, more or less.

Being the same property conveyed to Thomas E. Eastman, Michael O. Craig, H. Peter Norstrand, as Trustees of the AEW #49 Trust, by Deed from Stearns Nashville Harding Associates, a Kentucky limited partnership, of record in Book 6984, page 433, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

PERMITTED EXCEPTIONS

1. Subject to all matters shown on the Plan of record in Book 4300, page 160, Register's Office for Davidson County, Tennessee.

2. Subject to all matters shown on the Plan of record in Book 4675, page 56, as amended in Book 5292, page 694, in said Register's Office.

3. Subject to all matters shown on the Plan of record in Book 4860, page 66, as corrected in Book 4980, page 313, and Book 5197, page 795, and amended in Book 5292, page 694, in said Register's Office.

4. Easement granted to the Metropolitan Government of Nashville and Davidson County, Tennessee acting through the Electric Power Board of said government, for electric power transmission lines, of record in Book 3815, page 497, Register's Office for Davidson County, Tennessee.

5. Easement for Sanitary Sewers and/or Storm Drainage, of record in Book 3857, page 655, said Register's Office.

6. Easement for Sanitary Sewers and/or Storm Drainage, of record in Book 4435, page 53, said Register's Office.

7. Easement granted to the Metropolitan Government of Nashville and Davidson County, Tennessee, acting by and through the Electric Power Board of said Government, for electric transmission lines, of record in Book 4466, page 601, said Register's Office.

8. Easement to the First Suburban Water Utility District of Davidson County, Tennessee, for water main, of record in Book 4764, page 331, said Register's Office.

9. Easement for Railroad right of way, of record in Book 4952, page 402, said Register's Office.

10. Easement for the use of emergency vehicles, providing ingress and egress from Harding Industrial Drive to the rear of the warehouse building located on said lot, of record in Book 5285, page 190, said Register's Office.

11. Agreed Judgment, granting floodway easement to The Metropolitan Government of Nashville and Davidson County, of record in Book 6117, page 15, in said Register's Office.

12. Easement for Sanitary Sewers and/or Storm Drainage, of record in Book 7681, page 339, said Register's Office.

13. Easement for Sanitary Sewers and/or Storm Drainage, of record in Book 7690, page 236, said Register's Office.

14. Easement for Sanitary Sewers and/or Storm Drainage, of record in Book 7757, page 28, said Register's Office.

15. Easement for Sanitary Sewers and/or Storm Drainage, of record in Book 7758, page 701, said Register's Office.

16. Lease Agreement between Stearns Nashville Harding Assoc. and the United States Postal Services, of record in Book 6790, page 413, said Register's Office.

17. Assignment of Leases and Leasing Commission Agreements between Stearns Nashville Harding Associates, a Kentucky limited partnership, and Thomas G. Eastman, Michael O. Craig, and H. Peter Norstrand, Trustees of AEW #49 Trust U/T/A dated September 10, 1986, of record in Book 6984, page 442, said Register's Office.

18. Memorandum of Lease, between AEW #49 Trust, a Massachusetts nominee trust and Nicholstone Book Bindery, Inc., a Tennessee corporation, of record in Book 7750, page 293, said Register's Office.

19. Lease to Service Merchandise Company, Inc., not of record, as indicated by Subordination, Nondisturbance and Attornment Agreement, of record in Book 8261, page 442, said Register's Office.

20. Lease to Instrument Systems Corporation, not of record, as indicated by Sublease to Clopay Corporation, of record in Book 8487, page 90, and in Book 8525, page 171, said Register's Office.

21. Real Property Waiver filed in Book 8629, page 842, and in Book 8728, page 696, said Register's Office.

22. Rights of Tenants in possession under unrecorded leases/agreements, whether oral or written.

23. Easement for the flow of Mill Creek and branches across the herein described property.

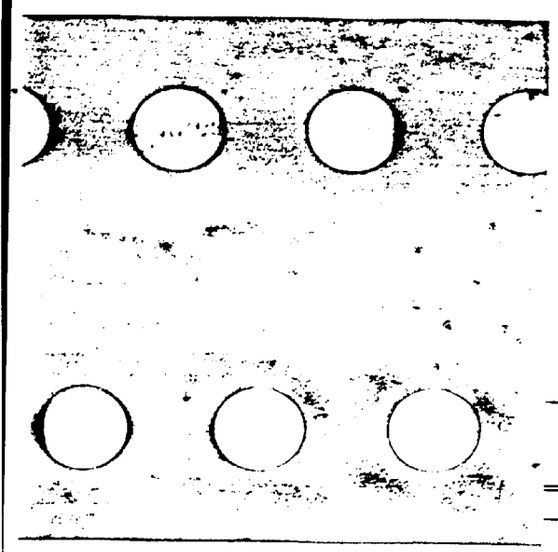
24. Lack of ingress and egress in and to Tract 5.

25. Subject to all matters appearing on the Survey of Barge, Waggoner, Sumner and Cannon, William E. Watson RLS, TN License No. 1487, last revised October 7, 1993.

22644
IDENTIFICATION REFERENCE

94 MAR -1 PM 4:17
FELIX Z. [illegible] II REGISTER
DAVIDSON COUNTY, TN.

6244 03/01 0101 03CHECK 42010.00



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

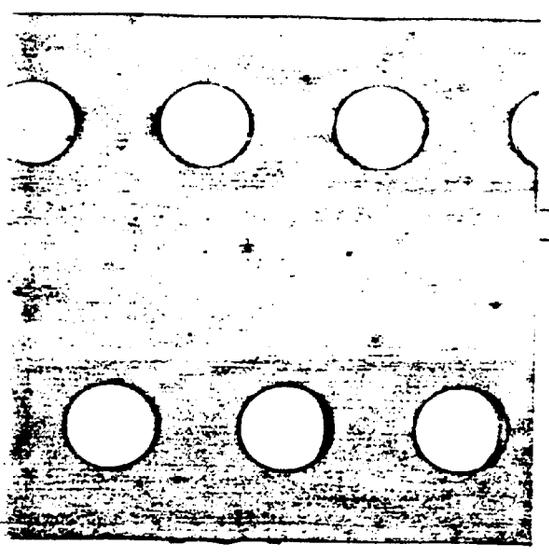
RECEIVED OF _____

FOR _____

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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



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

22644
IDENTIFICATION REFERENCE

94 MAR -1 PM 4:17
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

CAMT. 11,350,000.00

CON TX	41985.00
PRFEE	1.00
WDEED	24.00
TOTAL	42010.00
CHECK	42010.00

03/01/94 01 16:18 0001 6244

No. 761685