BOOK 9903PG621

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Shorenstein Realty Investors Two, L.P. c/o The Shorenstein Company 555 California Street, 49th Floor San Francisco, California 94104 Attn: Mr. John S. Grassi	Map 107-03, Parcels 11 and 12; Map 95-15, parcels 24, 25, 27, 28, 29, 30, 31 and 32 ; Map 95, Parcel 31	Shorenstein Realty Investors Two, L.P. c/o The Shorenstein Company 200 Park Avenue New York, New York 10166 Attn: Mr. Mark Rubin
This instrument prepared by: Loeb and Loeb (Irv Hepner) 345 Park Avenue, New York, New York 10154-0037		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, WILLIS CORROON CORPORATION OF TENNESSEE, a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents transfers and conveys to SHORENSTEIN REALTY INVESTORS TWO, L.P., a California limited partnership (the "Grantee"), and the Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Schedule A, which is attached hereto and incorporated herein by reference, together with the improvements thereon (such land and improvements being collectively referred to as the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the encumbrances and other matters described in Schedule B, which is attached hereto and incorporated herein by reference.

The Property is improved property, known as 26 Century Boulevard in Nashville.

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

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

The actual consideration or value, whichever is greater, for this transfer is $53,000,000.

John S. Grassi, Affiant

Subscribed and sworn to before me this 26th day of December, 1995.

IRV HEPNER
Notary Public, State of New York
No. 31-4657630
Qualified in New York County
Commission Expires March 30, 1997

Notary Public

The Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by the Grantor, except to the extent otherwise set forth in Schedule B.

The Grantor further covenants and binds itself to warrant and forever defend the title to the Property to the Grantee and the Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under the Grantor (other than persons claiming by, through or under the Grantee), except that no warranty is made as to the amount of acreage in the Property.

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed this 26th day of December, 1995.

WILLIS CORROON CORPORATION OF TENNESSEE

By: _____

Bart R. Schwartz
Vice President

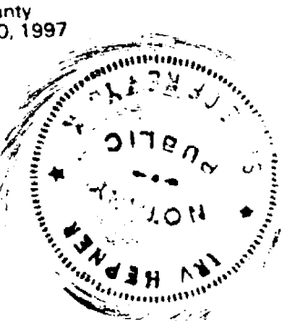
STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

Personally appeared before me, Irv Hepner, Notary Public, BART R. SCHWARTZ, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he is a Vice President of WILLIS CORROON CORPORATION OF TENNESSEE, a Tennessee corporation, and who further acknowledged that he being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of said corporation.

WITNESS my hand, at office, this 26th day of December, 1995.

Notary Public

IRV HEPNER
Notary Public, State of New York
No. 31-4657630
Qualified in New York County
Commission Expires March 30, 1997



Schedule A

Description of the Land

PARCEL I

Being a tract of land in the First Civil District of Metropolitan Nashville-Davidson County, as shown on the Final Boundary and Subdivision Plat of Century City West, of record in Book 7900 at page 63 in the Register's Office for Davidson County, Tennessee (the "Register's Office"), and being more particularly described as follows:

BEGINNING at an existing concrete monument in the northerly right-of-way of Century Boulevard at the northwest quadrant of the intersection of McGavock Pike and Century Boulevard as recorded in Plat Book 6200 at page 194 in the Register's Office;

THENCE, with the right-of-way of Century Boulevard, the following calls: north 81°54'38" west, 80.25 feet to a concrete monument found;

THENCE, along the arc of a curve to the left 395.58 feet, said curve having a radius of 366.15 feet, a central angle of 61°54'04", and a chord bearing and distance of south 67°08'20" west, 376.62 feet to an iron pin set;

THENCE, with the arc of a curve to the left 152.57 feet, said curve having a radius of 323.54 feet, a central angle of 27°01'04", and a chord bearing and distance of south 22°40'46" west, 151.16 feet to an iron pin set;

THENCE, south 09°10'14" west, 491.80 feet to an iron pin set;

THENCE, along the arc of a curve to the left 207.77 feet, said curve having a radius of 870.00 feet, a central angle of 13°41'00", and a chord bearing and distance of south 02°19'44" west, 207.28 feet to an iron pin set;

THENCE, south 04°30'46" east, 93.10 feet to an iron pin set;

THENCE, along the arc of a curve to the right 214.19 feet, said curve having a radius of 612.39 feet, a central angle of 20°02'24" and a chord bearing and distance of south 05°30'26" west, 213.10 feet to an iron pin set;

THENCE, south 15°31'38" west, 94.95 feet to an iron pin found at the northeast corner of lot "0" of Century City as recorded in Book 6250 at page 339 in the Register's Office;

THENCE, leaving said right-of-way and with the northerly property line of said lot "0", north 74°28'21" west, 127.74 feet to an iron pin set;

THENCE, continuing with said lot "0" property line north 84°27'15" west, 372.98 feet to an iron pin set;

THENCE, continuing with said lot "0" property line, north 04°10'03" east, 263.14 feet to an iron pin found in the easterly line of The Highlands Subdivision as recorded in Book 2663 at page 127 in the Register's Office.

THENCE, with said easterly line of The Highlands, the following calls: south 84°26'12" east, 212.78 feet to an iron pin found;

THENCE, north 04°11'47" east, 710.04 feet to an iron pin set;

THENCE, north 04°08'29" east, 1.178.81 feet to an iron pin set;

THENCE, north 05°05'47" east, 272.64 feet to an iron pin found;

THENCE, north 03°37'51" east, 87.75 feet to an iron pin found at the southwest corner of the S. H. Allen tract, as recorded in Book 412 at page 470 in the Register's Office;

THENCE, with the southerly property line of the said S. H. Allen tract, south 68°16'03" east, 209.69 feet to an iron pin found at the southeast corner of the said S. H. Allen tract;

THENCE, with the easterly property line of the S. H. Allen tract, north 03°05'25" east, 196.97 feet to an iron pin set in the southerly right-of-way of Old Elm Hill Pike;

THENCE, with the southerly right-of-way line of Old Elm Hill Pike, the following calls: south 66°34'01" east, 47.18 feet to an iron pin set;

THENCE, along the arc of a curve to the left, 161.57 feet, said curve having a radius of 655.00 feet, a central angle of 14°08'00", and a chord bearing and distance of south 75°41'51" east, 161.16 feet to an iron pin found;

THENCE, south 82°45'51" east, 55.65 feet to an iron pin found;

THENCE, along the arc of a curve to the right 139.20 feet, said curve having a radius of 677.80 feet, a central angle of 11°46'02", and a chord bearing and distance of south 76°52'50" east, 138.96 feet to an iron pin set:

THENCE, south 70°59'49" east, 64.54 feet to an iron pin set;

THENCE, south 67°06'10" east 23.63 feet to an iron pin set at the beginning of a radius return in the westerly margin of McGavock Pike;

THENCE, with the westerly right of way of McGavock Pike the following calls: 52.26 feet along the arc of a curve to the right, said curve having a radius of 45.00 feet, a central angle of 66°32'09" and a chord bearing and distance of south 10°04'24" east, 49.37 feet to an iron pin;

THENCE, south 23°38'01" west 60.26 feet to an iron pin;

THENCE, 193.07 feet along the arc of a curve to the left, said curve having a radius of 385.00 feet, a central angle of 28°43'56", and a chord bearing and distance of south 09°42'31" west, 191.05 feet to an iron pin;

THENCE, south 12°06'55" east 15.26 feet to an iron pin;

THENCE, along the arc of a curve to the left 208.99 feet, said curve having a radius of 683.32 feet, a central angle of 17°31'26", and a chord bearing and distance of south 11°45'52" east, 208.18 feet to an iron pin set;

THENCE, south 20°31'25" east, 98.54 feet to an iron pin set;

THENCE, south 69°28'25" west, 5.00 feet to an iron pin found;

THENCE, south 21°36'51" east, 34.82 feet to an iron pin set;

THENCE, along the arc of a curve to the right 469.80 feet, said curve having a radius of 940.18 feet, a central angle of 28°37'48", and a chord bearing and distance of south 06°12'39" east, 464.92 feet to a concrete monument found;

THENCE, south 08°06'15" west, 41.72 feet to an iron pin set at the northeast corner of the Century Boulevard dedication recorded in Book 6200 at page 194 in the Register's Office;

THENCE, along the arc of the radius return connecting McGavock Pike and Century Boulevard, 78.54 feet, said curve having a radius of 50.00 feet, a central angle of 90°00'18", and a chord bearing and distance of south 53°05'26" west, 70.71 feet to the POINT OF BEGINNING.

Being the same property conveyed to Sky harbor Properties, Inc., a Tennessee corporation, by deed from Air Corporate Associates, Ltd., a Tennessee limited partnership, of record in Book 8077 at page 325 in the Register's Office. By Articles of Merger, of record in Book 9094 at page 655 in the Register's Office, Willis Corroon Corporation of Nashville was merged into Sky Harbor Properties, Inc., and the name of Sky Harbor Properties, Inc., was changed to Willis Corroon Corporation of Nashville. By Articles of Merger of record in Book 9649 at page 395 in the Register's Office, Willis Corroon Corporation of Chattanooga and Willis Corroon Corporation of Knoxville merged into Willis Corroon Corporation of Nashville and the name of Willis Corroon Corporation of Nashville was changed to Willis Corroon Corporation of Tennessee.

PARCEL II

Land in Davidson County, Tennessee, being Lots No. 28, 29, 31, 33, 34, 35, 36, 37, 39 and 40 as shown on the Plan of Highlands Subdivision, of record in Book 2663 at page 127 in the Register's Office, together with that unnamed street between Lots Nos. 28 and 29 as closed, vacated and abandoned by Council Bill No. 083-26, Metropolitan Government of Nashville and Davidson County, Tennessee.

Lot No. 34 was conveyed to Willis Corroon Corporation of Nashville, by deed from Dalton Sparks and wife, Emily Ruth Sparks, of record in Book 9527 at page 342 in the Register's Office. The remaining land was conveyed to Sky Harbor Properties, Inc., a Tennessee corporation, by deed from Air Corporate Associates, Ltd., a Tennessee limited partnership, of record in Book 8077 at page 319 in the Register's Office. By Articles of Merger, of record in Book 9094 at page 655 in the Register's Office, Willis Corroon Corporation of Nashville was merged into Sky Harbor Properties, Inc., and the name of Sky Harbor Properties, Inc., was changed to Willis Corroon Corporation of Nashville. By Articles of Merger of record in Book 9649 at page 395 in the Register's Office, Willis Corroon Corporation of Chattanooga and Willis Corroon Corporation of Knoxville merged into Willis Corroon Corporation of Nashville and the name of Willis Corroon Corporation of Nashville was changed to Willis Corroon Corporation of Tennessee.

Schedule B

Permitted Exceptions

1. Declaration of Protective Covenants, dated February 23, 1985, recorded in the Register's Office of Davidson County, Tennessee, (the "Register's Office") in Book 6504 of Deeds at page 723, as amended by First Amendment to Declaration of Protective Covenants, dated January 30, 1990, recorded in the Register's Office in Book 8048 of Deeds at page 30.

2. Department of Transportation Federal Aviation Administration Permit, recorded in the Register's Office in Book 5719 of Deeds at page 548.

3. All matters shown on the Plan recorded in the Register's Office in Book 7900 at page 63, as amended in Book 8077, at page 314.

4. All matters shown on the Plan recorded in the Register's Office in Book 2663 at page 16.

5. Terms, conditions and easements retained by Metropolitan Government of Nashville and Davidson County, Tennessee in Council Bill No. 083-26.

6. Grant of easement recorded in the Register's Office in Book 2023 at page 102.

7. Terms and conditions of leases in favor of Continental Casualty Company, Magnetek, Inc., Zurich Insurance Company, Willis Corroon Corporation and all recorded memoranda of the leases.

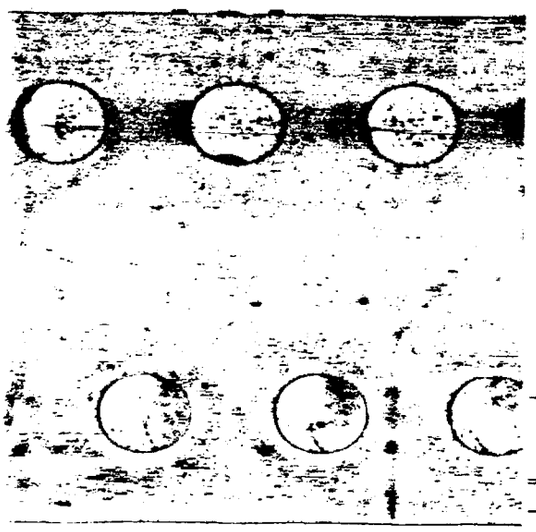
8. The state of facts shown by the survey, dated December 19, 1995, made by Ragan-Smith-Associates, Inc.

9. Unpaid liens for ad valorem taxes and all municipal charges, fees and assessments, including personal property taxes.

0136487
IDENTIF. & REFERENCE

95 DEC 29 PM 1:42
FELIX Z. LEE SMITH REGISTER
DAVIDSON COUNTY, TN.

3096 12/29 0101 03CHECK 19613.00



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

RECEIVED OF _____

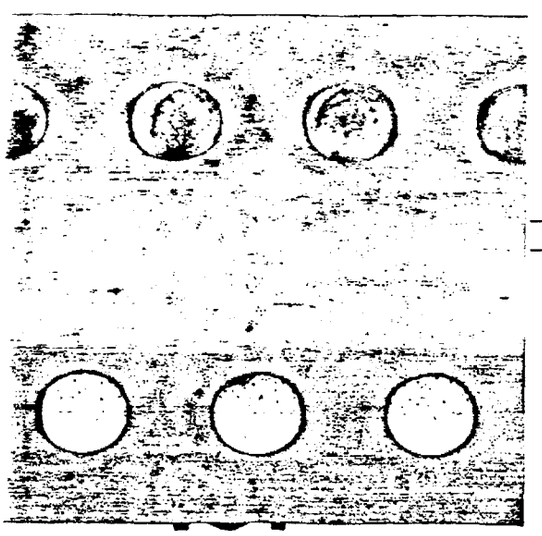
FOR _____

BOOK 9903 PG 629

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

53,000,000.00 CAMT



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0136487
IDENTIF. # REFERENCE

95 DEC 29 PM 1:42
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

CAMT 196100.00
ERR CO
CAMT 196100.00-
CON TX 196100.00
PRFEE 1.00
WDEED 32.00
TOTAL 196133.00
CHECK 196133.00

12/29/95 0[illegible] No. 3914 77