Box 49
32924

BOOK 10179 PG 173

SPECIAL WARRANTY DEED

FROM: The Trustees of LaSalle Fund III
Grantor(s)

TO: USI Investments, Inc.
Grantee(s)

This instrument prepared by:
R.K. Hagan
Suite 4322
200 East Randolph Drive
Chicago, Illinois 60601

Address New Owner(s) as Follows:

c/o Verein Bank Capital Corp.
575 Fifth Avenue
New York, New York 10017

Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes:
USI Investments, Inc.
c/o Verein Bank Capital Corp.
575 Fifth Avenue
New York, New York 10017

Map Parcel Numbers:
107-112 and 95-108

Field Book Numbers:

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

The actual consideration or value, whichever is greater, for this transfer is THIRTY-ONE MILLION FOUR HUNDRED TWO THOUSAND SIX HUNDRED TWENTY-TWO Dollars ($ 31,402,622.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 30th day of AUGUST, 1996.

"OFFICIAL SEAL"
MARILYN M. KRZUS
Notary Public, State of Illinois
My Commission Expires Nov. 8, 1999

Notary Public

My commission expires: 11/8/99

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, DANIEL W. CUMMINGS, STUART L. SCOTT, ROBERT C. SPOERRI and LYNN C. THURBER, not personally, but as Trustees

under that certain Declaration of Trust, dated August 1, 1985, creating LASALLE FUND III, a group trust, acting through its agent and manager, LaSalle Advisors Limited ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto USI INVESTMENTS, INC., a Delaware corporation ("Grantee"), its sucessors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particulariy described on Exhibit A attached hereto and incorporated by this reference (the "Property").

The Property is improved property known as Highland Ridge I and II, 545 and 555 Marriott Drive, Nashville, Tennessee, together with certain adjacent vacant land.

This conveyance is made subject to those matters set forth on Exhibit B attached hereto.

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

And Grantor does covenant with Grantee that Grantee has not sold, conveyed or encumbered the Property except for those matters set forth herein, to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Properety to Grantee, its successors and assigns, against the lawful claims of all persons claiming by or through Grantor, but none others, except as to those matters set forth herein to which this conveyance is expressly made subject.

WITNESS my hand this 30th day of August, 1996.

DANIEL W. CUMMINGS, STUART L. SCOTT, ROBERT C. SPOERRI, and LYNN C. THURBER, not personally, but as Trustees under that certain Declaration of Trust, dated August 1, 1985, creating LASALLE FUND III, a Group Trust, acting through its agent and manager:

LASALLE ADVISORS LIMITED

By: _____

Title: Managing Director

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STATE OF ILLINOIS)
)
COUNTY OF COOK)

Before me, MARILYN M. KRZUS, a Notary Public in and for the County and State aforesaid, personally appeared WADE W. JUDGE, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be the MANAGING DIRECTOR of LaSalle Advisors Limited, which is the agent and manager of the Trustees of LaSalle Fund III, the within named bargainor, and he on behalf of said bargainor executed the foregoing instrument for the purposes therein contained.

Witness my hand and seal, in the state and county aforesaid, this 30th day of AUGUST, 1996.

"OFFICIAL SEAL"
MARILYN M. KRZUS
Notary Public, State of Illinois
My Commission Expires Nov. 8, 1999

Marilyn M. Krzus
Notary Public

My commission Expires:

November 8, 1999

EXHIBIT "A"

TRACT NO. 1

LAND in Davidson County, Tennessee, being Lot No. 1, on the Plan of Section One, Highland Ridge, as shown on plat of record in Plat Book 5800, page 19, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Kenneth M. Campia, C. Gary Cerst, William D. Sanders and Stuart L. Scott as Trustees under that certain Declaration of Trust dated August 1, 1985, creating LaSalle Fund, III, A Group Trust, by Deed of Record in Book 7374, page 659, Register's Office for Davidson County, Tennessee.

TRACT NO. 2.

LAND in Davidson County, Tennessee, being Lot No. 2, on the Plan of Section Two, Highland Ridge, as shown on plat of record in Plat Book 5800, page 183, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Kenneth M. Campia C. Gary Gerst, William D. Sanders and Stuart L. Scott as Trustees under that certain Declaration of Trust dated August 1, 1985 creating LaSalle Fund, III, A Group Trust, by Deed of Record in Book 7374, page 666, Register's Office for Davidson County, Tennessee.

(Phases I & II)

Exhibit B

Permitted Exceptions

1. Restrictive Covenants of record in Book 5762, page 691 through 722 in the Official Records of Davidson County, Tennessee.

2. Declaration of Reciprocal Easements and Restrictive Covenants of record in Book 6055, page 777, as amended and restated in Book 6408, page 640. Said amendment and restatement was rerecorded in Book 6409, page 17 in the Official Records of Davidson County, Tennessee.

3. Restrictive Covenants of record in Book 7374, page 643 in the Official Records of Davidson County, Tennessee.

4. Storm Water Detention Agreement of record in Book 5858, page 316 (Tract 1) in the Official Records of Davidson County, Tennessee.

5. Development Agreement of record in Book 5762, page 677 in the Official Records of Davidson County, Tennessee.

6. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 6010, page 732 in the Official Records of Davidson County, Tennessee. (Tract 1)

7. Restrictive Covenants and Easements of record in Book 7713, page 578 in the Official Records of Davidson County, Tennessee.

8. As to Tract 1, all matters shown on Plat recorded in Book 5800, page 19 in the Official Records of Davidson County, Tennessee, including but not limited to:

   a. 15' Minimum Building Setback Line from Marriott Drive.
   b. 60' Minimum Building Setback Line from easterly and southerly boundary.
   c. Public Utilities and Drainage Easement as shown (shown on Plat Book 5200, page 375).
   d. 10' and 20' Public Utilities Easements along Marriott Drive (shown on Plat Book 5200, page 375).
   e. Restrictions as set forth in Owner's Certificate.

9. As to Tract 2, all matters shown on Plat recorded in Book 5800, page 183 in the Official Records of Davidson County, Tennessee, including but not limited to:

   a. 15' Minimum Building Setback Line from Marriott Drive.

b. 60' Minimum Building Setback Line from easterly and southerly boundary.
c. 12' Sanitary Sewer line running through the easterly portion of the subject property.
d. 10' Public Utility Easement running through the westerly portion of the subject property.
e. Restrictions as set forth in Owner's Certificate.

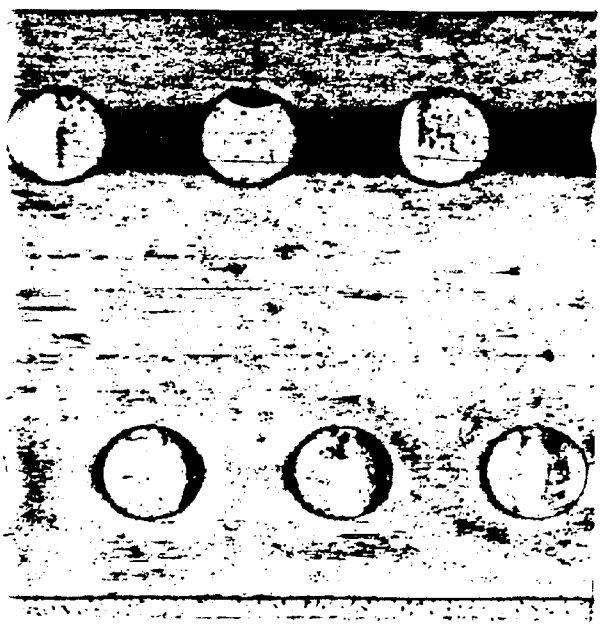
0221492

IDENTIF. & REFERENCE

96 SEP -5 AM 8:51

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

4441 09/05 0101 03CHECK 116214.71



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

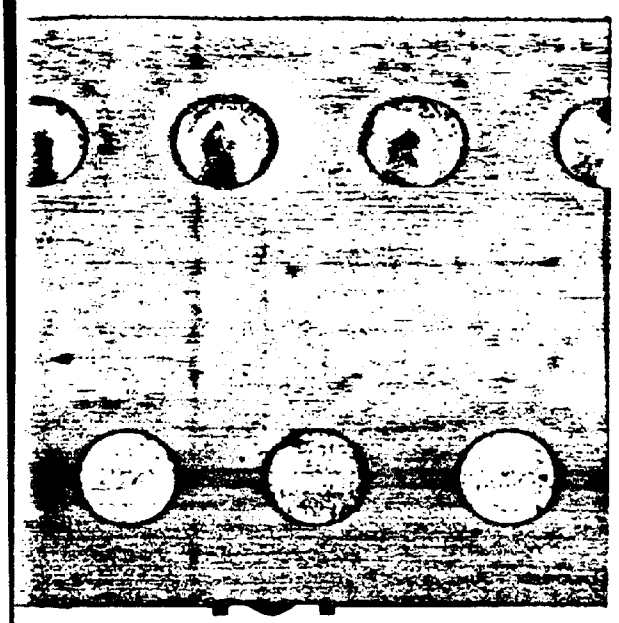
FOR _____

BOOK 10179 PG 179

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 31,402,622.00



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

96 SEP -5 AM 8:

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

0221492
IDENTIF. # REFERENCE

CON TX 116189.71
PRFEE 1.00
WDEED 24.00
TOTAL 116214.71
CHECK 116214.71

09/05/96 01 08:53 0001 4441

No. 1026942