BOOK 10471 PG 926

Address New Owner:	Map-Parcel Number:	Send Tax Bills to:
Cornerstone Suburban Office, L.P., c/o Cornerstone Real Estate Advisers, Inc., One Financial Plaza, Suite 1700, Hartford, CT 06103	131-06-0-A 002.00 CO	Cornerstone Suburban Office, L.P., c/o Cornerstone Real Estate Advisers, Inc., One Financial Plaza, Suite 1700, Hartford, CT 06103
This instrument prepared by: William A. Herzberger, Esq. Jones, Day, Reavis, & Pogue, North Point 901 Lakeside Avenue, Cleveland, OH 44114		

SPECIAL WARRANTY DEED

FOR AND IN THE CONSIDERATION of the sum of ELEVEN MILLION ONE HUNDRED FIFTY THOUSAND and 00/100 DOLLARS ($11,150,000.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY, a Massachusetts corporation, (the "Grantor") has bargained and sold, and by these presents transfers and conveys to CORNERSTONE SUBURBAN OFFICE, L.P., a Delaware limited partnership, (the "Grantee"), Grantee's heirs, successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference, together with all improvements located thereon and all right, title and interest of Grantor to and under adjoining streets, rights of way and easements (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to all matters set forth on Exhibit B attached hereto and incorporated herein by reference.

This is improved property, commonly known as Forty Burton Hills Boulevard, Nashville, Tennessee, 37215.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title and interest thereunto belonging to the Grantee, Grantee's heirs, successors and assigns, against the lawful claims of all persons whomsoever claiming by, through, or under Grantor, forever.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $11,150,000.00.

Affiant

Subscribed and sworn to before me this 7th day of MAY, 1997.

Notary Public
My Commission Expires:
September 30, 1998

IN WITNESS WHEREOF, the Grantor has executed this deed this 28 day of MAY, 1997.

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

By:
Print Name: DAVID L. BRASSARD
Print Title: Senior Managing Director

STATE OF CONNECTICUT)
) SS
COUNTY OF HARTFORD-NEW BRITAIN)

Personally appeared before me, Lynn D. Avery, Notary Public, David L. Brassard, with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is Senior Managing Director of MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY, a Massachusetts corporation, and is authorized to execute this instrument on behalf of said corporation.

WITNESS my hand, at office, this 7th day of May, 1997.

Notary Public

My Commission Expires: September 30, 2001

CLPRF01 Doc: 193190_1

Exhibit A

Legal Description

A. Fee Simple Tract

Tract I

Land lying in the Thirty-Third (33rd) Councilmanic District of Nashville, Davidson County, Tennessee, and being Parcel 2, Tract 2 as shown on the plan of the Resubdivision of Tracts 1, 2 and 11 of Burton Hills as of record in Book 6250, Page 978, as amended in Book 6900, Page 304, Register's Office, Davidson County, Tennessee ("R.O.D.C."), and being more particularly described as follows:

Beginning at an existing iron rod, said rod located on the westerly line of the property described herein, also being the northeasterly corner of Parcel 17, Tract 17, and located on the southerly line of Parcel 1, Tract 1, said rod being North 47 degrees 01 minute 57 seconds East 117.06 feet, North 29 degrees 04 minutes 20 seconds East 105.81 feet, North 39 degrees 52 minutes 35 seconds East 236.95 feet; thence North 45 degrees 37 minutes 20 seconds East 55.30 feet, South 45 degrees 00 minutes 00 seconds East 431.98 feet from a concrete monument in the easterly right-of-way of Hillsboro Road and intersection of Burton Hills Boulevard; thence South 45 degrees 00 minutes 00 seconds East 52.43 feet to an existing iron rod; thence North 45 degrees 00 minutes 00 seconds East 100.00 feet to an existing iron rod, thence South 45 degrees 00 minutes 00 seconds East 238.00 feet to an existing iron rod, thence South 45 degrees 00 minutes 00 seconds West 459.47 feet to an existing P.K. Nail in the northerly right-of-way of Burton Hills Boulevard; thence with said Right-of-way and a curve to the left, said curve having a radius of 969.00 feet, an arc length of 317.49 feet and a chord bearing and distance of North 54 degrees 37 minutes 41 seconds West 316.07 feet to an existing P.K. Nail; thence leaving said right-of-way North 26 degrees 02 minutes 15 seconds East 225.56 feet to an existing P.K. Nail; thence with a curve to the right, said curve having a radius of 1194.56 feet, an arc length of 98.64 feet, and a chord bearing and distance of South 61 degrees 38 minutes 20 seconds East 98.61 feet to an existing P.K. Nail; thence North 45 degrees 00 minutes 00 seconds East 170.78 feet to the point of beginning and containing 3.359 acres or 146,317.5 square feet, more or less.

Being the same property conveyed to Massachusetts Mutual Life Insurance Company, a Massachusetts corporation by Trustee's Deed from W. Rowlett Scott, Trustee, of record in Book 8340, Page 626, Register's Office for Davidson County, Tennessee.

B. Easement Tracts

Easements for ingress and egress and pedestrian and traffic circulation to and from Burton Hills Boulevard over paved driveways under the Declaration of Reciprocal Rights and Easements dated November 11, 1988, of record in Book 7703, Page 301, in the Register's Office of Davidson County, Tennessee, on and across the following described property:

Tract II

Land in Davidson County, Tennessee, being Parcel 18, Tract 18 on the Plan of the Resubdivision of Tracts 15 and 18, Burton Hills, of record in Book 6900, Page 607, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being the same property conveyed to Burton Hills III, L.L.C., a Tennessee limited liability company by Special Warranty Deed from Tennessee Real Estate Investments, L.P., a Tennessee limited partnership, of record in Book 9780, Page 817, Register's Office for Davidson County, Tennessee.

Tract III

Land in Davidson County, Tennessee, being Parcel 22, Tract 22 on the Plan of the Resubdivision Plat of Tract 22 of Burton Hills, of record in Book 9700, Page 158, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being the same property conveyed to Corrections Corporation of America, a Delaware corporation by Special Warranty Deed from Tennessee Real Estate Investments, L.P., a Tennessee limited partnership, of record in Book 9988, Page 180, Register Office for Davidson County, Tennessee.

Tract IV

Land in Davidson County, Tennessee, being Parcel 17, Tract 17 on the Plan of the Resubdivision of Tracts 1, 2 and 11, of Burton Hills, of record in Book 6250, Page 978, as amended in Book 6900, Page 304, Register's Office for Davidson County, Tennessee, to which plans reference is hereby made for a more complete description.

Being the same property conveyed to Joseph N. Barker, Trustee, by Quitclaim Deed from Tennessee Real Estate Investments, L.P., a Tennessee limited partnership, of record in Book 10237, Page 827, and re-recorded in Book 10244, Page 907, Register's Office for Davidson County, Tennessee.

Tax Parcel ID No.: 131-06-0A 002.00 CO

Exhibit B

BOOK 10471 PG 930

1. Taxes and assessments not yet due and payable.

2. Declaration of Covenants, Conditions, and Restrictions for Burton Hills Office Park dated December 14, 1984, of record in Book 6470, page 366, said Register's Office.

3. Pedestrian open space easements set forth in said Declaration recorded in Book 6470, pages 381 and 382, said Register's Office, as shown on survey of Gresham, Smith and Partners, Jimmy W. Springer, Registered Land Surveyor, dated November 27, 1990.

4. Sanitary sewers and/or storm drainage easement contained in instrument of record in Book 7519, page 978, said Register's Office.

5. All matters as shown on the plan of record in Book 6250, page 978, said Register's Office as amended in Book 6900, page 604, said Register's Office.

6. Conveyance of Sanitary Sewers of record in Book 7240, page 543, in Book 7593, page 508 and in Book 7593, page 531, said Register's Office.

7. Conveyance of water main of record in Book 7593, page 570, said Register's Office.

8. Rights of others in and to the use and enjoyment of the easements to the extent permitted under the Declaration of Reciprocal Rights and Easements of record in Book 7703, page 301, said Register's Office.

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

9. Charter of Burton Hills Office Association, Inc. of record in Book 6468, page 202, as amended in Book 6921, page 222, said Register's Office.

10. The survey prepared by Ogden Environmental and Engery Services dated December 10, 1996 shows the following:

    1. Water lines, storm sewer, storm inlets, manholes, electric transformers and pads as shown on survey.
    2. Sanitary Sewers and/or storm drainage easement of record in Book 7519, page 978, Register's Office for Davidson County, Tennessee. The Phase II Office Building encroaches onto the Sanitary Sewer Easement of record in Book 7519, page 978, said Register's Office.

11. All matters as shown on the plan of record in Book 6250, page 978, said Register's Office as amended in Book 6900, page 604, said Register's Office.

12. All matters as shown on the plan of record in Book 6900, page 607, said Register's Office.

13. Zoning Ordinances

14. Declaration of Covenants, Conditions, and Restrictions for Burton Hills Office Park dated December 14, 1984, of record in book 6470, page 366, said Register's Office.

15. Charter of Burton Hills Office Association, Inc. of record in Book 6468, page 202, as amended in Book 6921, page 222, said Register's Office.

16. Sanitary sewers and/or storm drainage easement contained in instrument of record in Book 7519, page 978, said Register's Office.

17. Conveyance of Sanitary Sewers of record in Book 7240, page 543, in Book 7593, page 508 and in Book 7593, page 531, said Register's Office.

18. Conveyance of water main of record in Book 7593, page 570, said Register's Office.

18. Rights of others in and to the use and enjoyment of the easements to the extent permitted under the Declaration of Reciprocal Rights and Easements of record in Book 7703, page 301, said Register's Office.

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

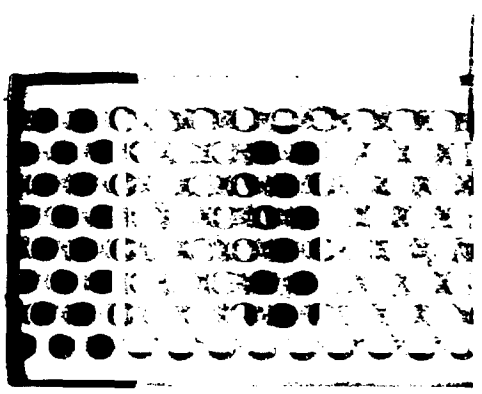
6704 05/30 0101 03CHECK 41284.00

B-3

97 MAY 30 AM 10: 14
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

03 10033
IDENTIF. ▲ REFERENCE

Burton Hills II
Nashville, TN



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

BOOK 10471 PG 933

RECEIVED OF _____

FOR _____

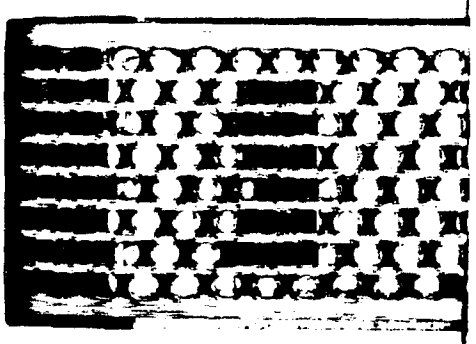
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

Conv. Amt $11,150,000.00

CON TX 41255.00
PRFEE 1.00
MDEED 28.00
TOTAL 41284.00
CHECK 41284.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 0001 6704



03 10033
IDENTIF. ↑ REFERENCE

97 MAY 30 AM 10:14
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1156661