Box 36
crb

PREPARED BY AND RETURN TO:
Peter B. Glass, Esq.
Glass, McCullough, Sherrill
& Harrold, LLP
1409 Peachtree Street, N.E.
Atlanta, Georgia 30309

BOOK 10651 PG 934

File No.: _____

GRANTEE'S ADDRESS	SEND TAX BILLS TO:	MAP PARCEL NO.
First Industrial, L.P 311 South Wacker Drive Suite 4000 Chicago, IL 60606 Attn: James D. Carpenter	First Industrial, L.P. 311 South Wacker Drive Suite 4000 Chicago, IL 60606 Attn: James D. Carpenter	Tract I-Map 95-13, Parcel 42 Tract II-Map 107, Parcel 110 Tract III-Map 107, Parcel 89 Tract IV- Map 106-4, Parcel 17 Tract V- Map 107, Parcel 124 Tract VI- Map 134, Parcel 33 Tract VII- Map 134, Parcel 278

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten (10) Dollars cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged,

METROPOLITAN LIFE INSURANCE COMPANY,
a New York corporation,
Hereinafter referred to as "GRANTOR",

has bargained and sold, and by these presents does hereby transfer and convey unto

FIRST INDUSTRIAL, L.P.
a Delaware limited partnership,
Hereinafter referred to as "GRANTEE",

1922 10/20 0101 03CHECK 65584-00

its successors and assigns, in fee simple, the following described property, to wit:

SEE
ATTACHED
EXHIBIT "A"

97 OCT 20 PM 2:17
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

0360916
[illegible] REFERENCE

This conveyance is made and accepted subject to all matters set forth in Exhibit B attached hereto and incorporated by reference.

TO HAVE AND TO HOLD the herein described property, in fee simple, together with the appurtenances, hereditaments, estate, title and interest thereto belonging, or in anywise appertaining unto the said Grantee, its successors and assigns forever. Grantor hereby warrants the title to said property against the lawful claims of all persons claiming, or, to claim the same or any part thereof, by, through, or under the said Grantor, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has caused its name to be affixed hereto by its duly constituted officer on this the 17TH day of October, 1997.

METROPOLITAN LIFE INSURANCE COMPANY, a New York corporation

By: SSR Realty Advisors, Inc., as Investment Advisor to the Tower Fund, a separate account of Metropolitan Life Insurance Company

By: Joseph R. Gaudio

Name: Joseph R. Gaudio

Title: Managing Director

BOOK 10651 PG 936

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER)

BEFORE ME, a Notary Public of the aforesaid State and County, personally appeared JOSEPH R. GAUDIO, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be an officer authorized to execute the instrument of METROPOLITAN LIFE INSURANCE COMPANY, a New York corporation, the within bargainor, a corporation, and that such officer as MANAGING DIRECTOR of SSR Realty Advisors, Inc., as Investment Advisor to the Tower Fund, a separate account of Metropolitan Life Insurance Company, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as MANAGING DIRECTOR.

WITNESS MY HAND and Notarial Seal on this the 17th day of October, 1997.

My Commission Expires: 10-15-98

Notary Public

TAKEUCHI HIROE
Notary Public, State of New York
No. 01TA5067453
Qualified in New York County
Commission Expires October 15, 19 98

****

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER)

I HEREBY SWEAR or affirm that the actual consideration of this transfer, or the value of the property transferred, whichever is greater, is $17,710,000.00.

Affiant

SUBSCRIBED TO and sworn to me on this the 17th day of October, 1997.

My Commission Expires: 10-15-98

Notary Public

TAKEUCHI HIROE
Notary Public, State of New York
No. 01TA5067453
Qualified in New York County
Commission Expires October 15, 19 98

EXHIBIT "A"

Tract No. I:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the northerly side of Appleton Drive, and being Lot Number Two, Resubdivision of Section Ten, Metropolitan Industrial Park, as of record in Book 5190, page 463, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point in the northerly margin of Appleton Drive, said point being S 50 deg. 03' E, 275.00 feet from the easterly margin of Elm Hill Pike; thence, leaving said northerly margin of Appleton Drive with the easterly line of Lot Number One, Resubdivision of Section Ten, Metropolitan Industrial Park, as of record in Book 5190, Page 463, Register's Office of Davidson County, Tennessee, N 41 deg. 40' 34" E, 389.23 feet to a point; thence, with a portion of the southerly line of Metropolitan Industrial Park, Section 42, as of record in Book 4175, Page 32, Register's Office of Davidson County, Tennessee, S 29 deg. 29' E, 156.69 feet to a point; thence, with the westerly line of Metropolitan Industrial Park, Section 48, as of record in Book 4460, page 103, Register's Office of Davidson County, Tennessee, S 16 deg. 57' W, 315.97 feet to a point in the northerly margin of Appleton Drive; thence, with said northerly margin of Appleton Drive with a curve to the right 217.96 feet to a point, said curve having a central angle of 23 deg. 00', a radius of 542.96 feet, a tangent of 110.47 feet and a chord N 61 deg. 33' W, 216.50 feet; thence, continuing with said northerly margin of Appleton Drive, N 50 deg. 03' W, 69.75 feet to the point of beginning.

Being the same property conveyed to Metropolitan Life Insurance Company, by deed from NWI II, a Tennessee General Partnership, of record in Book 6626, page 360, Register's Office of Davidson County, Tennessee.

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR
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Tract No. II:

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located on the southerly side of Air Lane Drive, being Lot No. 1B, Metropolitan Industrial Park, Phase II, Section Twenty as of record in Book 5190, Page 729, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point in the southerly margin of Air Lane Drive, said point being 300.00 feet from the margin of Dabbs Avenue as shown on the plan of Metropolitan Industrial Park, Phase II, Section Two as of record in Book 5190, page 49, Register's Office of Davidson County, Tennessee; thence, with said southerly margin of Air Lane Drive with a curve to the left 191.44 feet to a point; thence, leaving said southerly margin of Air Lane Drive with the westerly line of Metropolitan Industrial Park, Phase II, Section Twelve as of record in Book 5190, page 464, Register's Office of Davidson County, Tennessee, S 31 deg. 54' E. 166.33 feet to a point; thence, continuing with said westerly line of Metropolitan Industrial Park, Phase II, Section Twelve, S 37 deg. 56' E, 220.23 feet to a point in the northerly margin of Interstate 40; thence, with said northerly margin of Interstate 40 S 75 deg. 08' W, 302.46 feet to a point; thence, leaving said northerly margin of Interstate 40 with the northerly margin of Dabbs Avenue N 47 deg. 33' W, 281.21 feet to a point; thence, leaving said northerly margin of Dabbs Avenue with the easterly line of Metropolitan Industrial Park, Phase II, Section Two, as of record in Book 5190, page 49, Register's Office of Davidson County, Tennessee, N 42 deg. 09' E 130.36 feet to a point; thence, continuing with said easterly line of Metropolitan Industrial Park, Phase II, Section Two, N 00 deg. 57' E 75.00 feet to the point of beginning.

Being the same property conveyed to Metropolitan Life Insurance Company, by deed from NWI V, Ltd., a Tennessee Limited Partnership, of record in Book 6626, page 363, Register's Office of Davidson County, Tennessee.

Tract No. III:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the westerly side of Air Lane Drive, said parcel being Lot 11, as shown on the plan of Metropolitan Industrial Park, Phase II, Section Ten, as of record in Book 5190, page 379, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point in the westerly margin of Air Lane Drive, said point being southerly 910 feet, more or less, from the southerly margin of Elm Hill Pike, said point also being the southeasterly corner of Lot No. 10 as shown on the Plan of Metropolitan Industrial Park, Phase II, Section 10, as of record in Book 5190, page 379, Register's Office of Davidson County, Tennessee, and being the northeasterly corner of the herein described parcel; thence, with said westerly margin of Air Lane Drive S 12 deg. 03' E, 276.91 feet to a point; thence, leaving said westerly margin of Air Lane Drive, with the northerly line of Metropolitan Industrial Park, Phase II, Section Four, as of record in Book 5190, page 169, Register's Office of Davidson County, Tennessee, and a portion of the northerly line of Metropolitan Industrial Park, Phase II, Section 18, as of record in Book 5190, page 644, Register's Office of Davidson County, Tennessee, S 88 deg. 26' W , 527.03 feet to a point; thence, with a portion of the easterly line of Metropolitan Industrial Park, Section 48, as of record in Book 4660, page 103, Register's Office of Davidson County, Tennessee, N 04 deg. 49' E, 303.33 feet to a point; thence, with the southerly line of Lot Ten, Metropolitan Industrial Park, Phase II, Section Ten, as of record in Book 5190, page 379, Register's Office of Davidson County, Tennessee, S 87 deg. 47' E, 443.89 feet to the point of beginning.

Being the same property conveyed to Metropolitan Life Insurance Company, by deed from NWI V, Ltd., A Tennessee Limited Partnership, of record in Book 6626, page 366, Register's Office of Davidson County, Tennessee.

Tract No. IV:

Being a parcel of land in the First Civil District of Davidson County, Tennessee, being Lot 64 of Metropolitan Industrial Park, Section 55, being bounded on the north by Massman Drive, on the south by Elm Hill Pike, on the west by Mill Creek and Seaboard Systems Railroad and being more particularly described as follows:

Beginning at a point on the northerly margin of Elm Hill Pike at the centerline of Mill Creek, said point being 508 feet westerly from centerline Massman Drive; thence leaving said margin with centerline Mill Creek north 11 deg. 00' west, 75.00 feet to a point; thence, continuing with centerline said creek north 49 deg. 51' west 183.37 feet to a point in the centerline of the Seaboard Systems Railroad spur track; thence, with centerline said railroad north 34 deg. 46' east, 249.00 feet to a point in the southerly margin of Massman Drive; thence, with said margin and a curve to the left having a radius of 280.00 feet and a central angle of 23 deg. 46' for a distance of 116.15 feet with a chord of S 67 deg. 07' E, 115.31 feet to a concrete monument; thence, continuing with said margin south 79 deg. 00' east 195.69 feet to a concrete monument; thence, continuing with said margin and a curve to the right having a central angle of 68 deg. 00' and a radius of 220.00 feet for a distance of 261.10 feet with a chord of S 45 deg. 00' E, 246.04 feet to a concrete monument; thence, with a curve to the right having a central angle of 90 deg. 00' and a radius of 50.00 feet for a distance of 78.54 feet with a chord of S 34 deg. 00' W, 70.71 feet to a point in the northerly margin of Elm Hill Pike; thence, along said margin south 79 deg. 00' west 428.00 feet to the point of beginning.

Being the same property conveyed to Metropolitan Life Insurance Company, by deed from NWI III, a Tennessee Limited Partnership, of record in Book 6626, page 369, Register's Office for Davidson County, Tennessee.

Tract No. V:

Being a parcel of land in the First Civil District of Davidson County, Tennessee, being Lot No. 7 on the plan of Metropolitan Industrial Park, Phase II, Section 21, as of record in Book 5800, page 359, Register's Office of Davidson County, Tennessee and being more particularly described as follows:

Beginning at a concrete monument in the easterly margin of Air Lane Drive, said monument being at the northeasterly corner of Metropolitan Industrial Park, Phase II, Section Six, as of record in Book 5190, page 450, Register's Office for Davidson County, Tennessee; thence, with said margin in a northerly direction with a curve to the left having a radius of 330.00 feet and a central angle of 07 degrees 43 minutes 48 seconds for a distance of 44.52 feet to a point; thence, continuing with said margin, north 12 degrees 03 minutes west, 624.49 feet to a point; thence, continuing with said margin and a curve to the left having a radius of 1,030.00 feet and a central angle of 01 degree 24 minutes 06 seconds for a distance of 25.20 feet to a point in the southerly boundary of 2131 Apartments, as of record in Deed Book 4889, page 747, Register's Office for Davidson County, Tennessee; thence, leaving said margin with southerly boundary of 2131 Apartments as follows: south 62 degrees 16 minutes east, 404.24 feet to a point; south 60 degrees 26 minutes east, 500.00 feet to a point; south 67 degrees 19 minutes east, 196.54 feet to a point in the westerly right of way of Interstate 40; thence with said right of way south 54 degrees 42 minutes west, 68.43 feet to a concrete monument; thence, continuing with said right of way, south 47 degrees 35 minutes west, 660.33 feet to an iron pin; thence, leaving said right of way, north 42 degrees 22 minutes west, 428.01 feet to the point of beginning, containing 440,280.00 square feet or 10.11 acres, more or less.

Being the same property conveyed to Metropolitan Life Insurance Company, by deed from NWI III, a Tennessee Limited Partnership, of record in Book 6626, page 372, Register's Office of Davidson County, Tennessee.

RECORDERS MEMO
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Tract No. VI:

Being a parcel of land in the First Civil District of Nashville Davidson County, Tennessee, located on Antioch Pike north of Harding Place and being more particularly described as follows:

Beginning at an iron pin in the north margin of Antioch Pike, said pin being the southwest corner of B. W. & W. T. Vaughn of record in Book 2272, Page 159, R.O.D.C. and being 500 feet, more or less, northwest of centerline of CSX Railroad;

Thence, with said northerly margin of Antioch Pike and a curve to the left 345.42 feet to an iron pin in the southeast corner of Mill Creek Subdivision of record in Book 1424, Page 8, R.O.D.C., said curve having a central angle of 10° 34' 05", a radius of 1872.70 feet and a chord of N 64° 40' 01" W, 344.93 feet;

Thence, leaving said Antioch Pike, N 16° 32' 05" E, 179.90 feet to an iron pin;

Thence, N 72° 37' 10" W, 508.16 feet to an iron pin at the northwest corner of Lot No. 1 of said subdivision;

Thence, N 20° 41' 52" E, 590.22 feet to a point in the southerly margin of CSX Transportation:

Thence, with said southerly margin, S 46° 58' 18" E, 1039.72 feet to an iron pin in Sorghum Branch;

Thence, with said Branch, S 32° 58' 05" W, 45.08 feet to a point;

Thence, S 25° 32' 56" W, 61.00 feet to a point;

Thence, S 16° 25' 11" W, 41.00 feet to an iron pin in the north line of B. W. & W. T. Vaughn;

Thence, with said north line, N 73° 37' 43" W, 102.05 feet to an iron pin;

Thence, with Vaughn's west line, S 16° 34' 02" W, 220.22 feet to the point of beginning.

Containing 417,753 square feet or 9.59 acres, more or less.

Being property conveyed to The Metropolitan Life Insurance Company by deed from NWI XII, L.P., of record in Book 8011, page 983, R.O.D.C.

RECORDING MEMO
POOR QUALITY OF WRITING OR TYPING OR PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

Tract No. VII:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the northerly side of Metroplex Drive, being a part of the property conveyed to Ronald G. Turner, Trustee, by deed of record in Book 6791, Page 301, R.O.D.C., and being more particularly described as follows:

Beginning at a point in the northerly margin of Metroplex Drive, said point being westerly 1,358 feet, more or less, from the northerly margin of Harding Place, said point also being the southwesterly corner of the property conveyed to Walter G. Knestrick by deed of record in Book 5660, Page 298, R.O.D.C., and the southeasterly corner of the herein-described parcel;

Thence, with said northerly margin of Metroplex Drive the following calls:

N 87° 44' W, 486.57 feet to a point;

N 02° 16' E, 15.00 feet to a point;

N 87° 44' W, 35.00 feet to a point;

Thence, leaving said northerly margin with the easterly line of Section Eight, Metroplex, as of record in Book 6200, Page 317, R.O.D.C., N 02° 16' E, 380.90 feet to a point;

Thence, continuing with said easterly line, N 10° 27' 50" W, 212.39 feet to a point;

Thence, leaving said easterly line with the southerly line of the property conveyed to Ronald G. Turner, Trustee, by deed of record in Book 6364, Page 782, R.O.D.C., N 88° 33' 17" E, 465.19 feet to a concrete monument;

Thence, S 83° 07' 36" E, 179.86 feet to a concrete monument;

Thence, S 43° 38' 36" E, 90.00 feet to a concrete monument in the westerly line of the property conveyed to Walter G. Knestrick by deed of record in Book 5660, Page 298, R.O.D.C.;

Thence, with said westerly line, S 30° 53' 18" W, 291.76 feet to a point;

Thence, continuing with said westerly line, S 02° 16' W, 300.00 feet to the point of beginning.

Containing 353,403 square feet or 8.11 acres, more or less.

Being the same property conveyed to The Metropolitan Life Insurance Company by Deed from NWI XI, L.P., of record in Book 8042, page 742, Register's Office for Davidson County, Tennessee.

EXHIBIT B

BOOK 10651 PG 944

AS TO TRACT I: (Map 95-13, Parcel 42)

8. Restrictions of record in Book 4214, page 851, made applicable by instrument of record in Book 4284, page 275, Register's Office for Davidson County, Tennessee.

9. All matters shown on the Plan of record in Book 5190, page 463, in said Register's Office.

10. Chain link fence at southeast corner of subject tract encroaches onto adjoining property as shown on Survey of Barge, Waggoner, Sumner & Cannon, dated May 6, 1985, File No. 6067-41.

AS TO TRACT II: (Map 107, Parcel 110)

11. Restrictions set out in Deed of record in Book 6079, page 381, Register's Office for Davidson County, Tennessee.

12. Matters shown on the Plan of record in Book 5190, page 729, in said Register's Office.

AS TO TRACT III: (Map 107, Parcel 89)

13. Restrictions set out in Deed of record in Book 6079, page 378, Register's Office for Davidson County, Tennessee.

14. Matters shown on Plan o*f record in Book 5190, page 379, in said Register's Office.

AS TO TRACT IV: (Map 106-4, Parcel 17)

15. Restrictions of record in Book 4205, page 437, Book 4214, page 851, and Book 4801, page 240, Register's Office for Davidson County, Tennessee.

16. Matters shown on Plan of record in Book 6050, page 113, in said Register's Office.

17. Easement for the flow of Mill Creek.

18. Sewer easements granted to the City of Nashville of record in Book 2906, page 189, and Book 2906, page 235, in said Register's Office.

19. Easement granted the Electric Power Board of the City of Nashville of record in Book 2017, page 589, in said Register's Office.

AS TO TRACT V: (Map 107, Parcel 124)

20. Restrictions of record in Book 4205, page 437, Book 4214, page 851, and Book 4801, page 240, Register's Office for Davidson County, Tennessee.

21. Matters shown on Plan of record in Book 5800, page 359, in said Register's Office.

22. Easements for sanitary sewers and/or storm drainage conveyed to the Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 4423, page 566, and Book 4606, page 289 in said Register's Office.

23. Lack of direct access to I-40 from the premises, such right of access having been granted to the State of Tennessee by Deed of record in Book 3030, page 243, in said Register's Office.

AS TO TRACT VI: (Map 134, Parcel 33)

24. Easement for flow of Sorghum Branch.

25. 100 year flood line for flooding of Sorghum Branch.

26. Easement for sanitary sewers and/or storm drainage granted to Metropolitan Government of Nashville and Davidson County, Tennessee, in Book 8131, page 863, Register's Office for Davidson County, Tennessee.

AS TO TRACT VII: (Map 134, Parcel 278)

RECORDER'S NOTE
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27. Restrictive covenants contained in instrument of record in Book 5653, page 11, Register's Office for Davidson County, Tennessee.

28. Sanitary sewer and/or storm drainage easement of record in Book 4435, page 50, in said Register's Office.

29. Storm Water Detention Agreement of record in Book 6829, page 288, in said Register's Office.

30. Easement for flow of Sorghum Branch.

31. 100 year flood line for flooding of Sorghum Branch.

AS TO ALL TRACTS:

32. Unrecorded Leases with Tenants.

33. Non-Delinquent real property taxes and all assessments and unpaid installments thereof which are not delinquent.

34. Matter shown on the plats of surveys listed on the immediately following page or which a visual inspection of the property by a prudent surveyor would reveal.

SURVEYS

As Built Survey prepared by Barge Waggoner Sumner and Cannon as follows:

1. 1104 Appleton Drive, Nashville, Tennessee, dated 5/6/85, File No. 6067-41.

2. 1930 Air Lane Drive, Nashville, Tennessee, dated 5/6/85, revised 8/5/85, File No. 6067-44.

3. 1650 Elm Hill Pike, Nashville, Tennessee, dated 5/6/85, revised 8/5/85, File No. 6067-45.

4. 1821 Air Lane Drive, Nashville, Tennessee, dated 5/6/85, File No. 6067-42.

5. 1920 Air Lane Drive, Nashville, Tennessee, dated 5/6/85, revised 8/5/85, File No. 6067-43.

6. 460 and 470 Metroplex Drive, Nashville, Tennessee, dated 12/14/88, last revised 2/6/90, File No. 11278.

7. Antioch Pike, Nashville, Tennessee, dated 12/13/88, last revised 12/19/89, File No. 11278-01.

8. 1104 Appleton Drive, Nashville, Tennessee, reinspected and updated 9/19/97, last revised 9/30/97, File No. 6067-41.

9. 1930 Air Lane Drive, Nashville, Tennessee, reinspected and updated 9/19/97, last revised 9/30/97, File No. 6067-44.

10. 1650 Elm Hill Pike, Nashville, Tennessee, reinspected and updated 9/19/97, last revised 9/30/97, File No. 6067-45.

11. 1821 Air Lane Drive, Nashville, Tennessee, reinspected and updated 9/19/97, last revised 9/30/97, File No. 6067-42.

12. 1920 Air Lane Drive, Nashville, Tennessee, reinspected and updated 9/19/97, last revised 9/30/97, File No. 6067-43.

13. 460 and 470 Metroplex Drive, Nashville, Tennessee, reinspected and updated 9/19/97, last revised 9/30/97, File No. 11278.

14. Antioch Pike, Nashville, Tennessee, reinspected and updated 9/19/97, last revised 9/30/97, File No. 11278-01.

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

RECEIVED OF _____

FOR _____

BOOK 10651 PG 948

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

Consid amt 17,710,000.00

CON TX	65527.00
PRFEE	1.00
WDEED	56.00
TOTAL	65584.00
CHECK	65584.00

10/20/97 01 14:18 0001 1922

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0360916
IDENTIFICATION REFERENCE

97 OCT 20 PM 2:17
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1211204