0387695

BOOK 10749 PG 536 IDENTIF. + REFERENCE

THIS INSTRUMENT PREPARED BY:

MAIL ENV.

98 JAN -7 AM 11:00

REGISTER
DAVIDSON COUNTY, TN.

Michele E. Foster, Esq.
Fried, Frank, Harris, Shriver & Jacobson
1001 Pennsylvania Ave, N.W., Suite 800
Washington, D.C. 20004-2505

#70

9370 01/07 0101 03CHECK 173632-24

FROM: WRC Properties, Inc. ("GRANTOR")

TO: McCandless Joint Venture, Inc. - III ("GRANTEE")

ADDRESS NEW OWNER:

McCandless Joint Venture, Inc. - III
730 Third Avenue
New York, New York 10017

SEND TAX BILLS:

Teachers Insurance and Annuity
Association of America
730 Third Avenue
New York, New York 10017
Attn: Managing Director,
Real Estate Portfolio

TAX PARCEL NUMBER
93-06-1/103
93-06-1/101
93-06-1/110
93-06-1/112

LIMITED WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) cash in hand paid by McCandless Joint Venture, Inc. - III, successor in interest to McCandless Joint Venture, Inc. ("Grantee") and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, WRC Properties, Inc. ("Grantor") has bargained and sold, and by these presents does transfer and convey unto Grantee, its successors and assigns, all of its interest in and to certain tracts or parcels of land in Davidson County, Tennessee, described as follows, effective as December 1, 1997, to wit:

See Exhibit "A" attached hereto and made a part hereof.

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever.

And Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except for:

(a) leases, liens, easements, restrictions, declarations, and reservations of record, if any; (b) taxes and assessments, general and special, not now due and payable; and (c) the rights of the public in and to parts thereof in streets, roads or alleys.

And Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but no further or otherwise.

The word "Grantee" as used herein shall mean "Grantees" if more than one person or entity be referred to, and pronouns shall be construed according to their gender and number according to the context thereof.

WITNESS this 29th day of December, 1997.

WRC Properties, Inc.

By: Ronald Bernhard
Ronald Bernhard
Vice President

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STATE OF New York)
COUNTY OF New York)

Before me, Remi Adegbile, a Notary Public in and for the State and County aforesaid, personally appeared Ronald Bernhard, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument or the purposes therein contained, and who further acknowledged that he is the Vice President of WRC Properties, Inc. (the Grantor) and is authorized by the Grantor to execute this instrument on behalf of the Grantor.

WITNESS my hand and seal at office, on this the 29th day of December, 1997.

Remi Adegbile
Notary Public

My Commission Expires: REMI ADEGBILE Notary Public, State of New York No. 24-5006349 Qualified in Kings County Certificate Filed in New York County Commission Expires Dec. 28, 19[illegible]

REMI ADEGBILE NOTARY PUBLIC

STATE OF NEW YORK)
COUNTY OF New York)

The actual consideration or value, whichever is greater, for this transfer is $46,920,877.00.

Ronald Bernhard
Vice President

Subscribed and sworn to before me, this 29th day of December, 1997.

Remi Adegbile
NOTARY PUBLIC

My Commission Expires: 2/28/98

REMI ADEGBILE NOTARY PUBLIC

Exhibit "A"

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Legal Description

TRACT I:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located in the northeasterly corner of the intersection of Commerce Street and Fourth Avenue, North, being Lot No. 1, as shown on the plan of One Nashville Place, as of record in Book 5800, Page 215, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a chiseled "X" on the walkway at the point of intersection of the northerly margin of Commerce Street and the easterly margin of Fourth Avenue, North; thence, with said easterly margin of Fourth Avenue, North, north 29 degrees 51 minutes west, 182.04 feet to a P.K. nail; thence, leaving said easterly margin, north 59 degrees 33 minutes east, 174.00 feet to a lead plug in the westerly margin of Printers' Alley; thence, with said westerly margin the following calls: south 30 degrees 08 minutes east, 68.17 feet to a lead plug; south 29 degrees 51 minutes east, 5.00 feet to a lead plug; with a curve to the left, 7.18 feet to a lead plug, said curve having a central angle of 07 degrees 45 minutes 43 seconds, a radius of 53.00 feet, a tangent of 3.60 feet, and a chord of south 34 degrees 55 minutes west, 7.18 feet; south 30 degrees 12 minutes east, 108.42 feet to a lead plug in the northerly margin of Commerce Street; thence, with said northerly margin, south 60 degrees 25 minutes west, 168.50 feet to the point of beginning, containing 31, 274 square feet or 0.72 acre, more or less.

Being the same property conveyed to WRC Properties, Inc. by Deed of Record in Book 9670, page 669, Register's Office for Davidson County, Tennessee

TRACT II:

Parcel 101: Land in the First Civil District, Nashville, Davidson County, Tennessee, being part of Lots 54 and 55 on the plan of the original town of Nashville, not of record, and being more particularly described as follows:

Beginning at a P.K. nail in the easterly margin of Fourth Avenue, North, at the northwest corner of the plat of One Nashville Place, of record in Plat Book 5800, Page 215, Register's Office for Davidson County, Tennessee; thence, with said easterly margin, north 29 degrees 51 minutes west, 103.00 feet to a lead plug; thence, north 59 degrees 29 minutes east, 173.50 feet to a P.K. nail in the westerly margin of Alley No. 10 (Printer's Alley); thence, with said margin of Alley, south 30 degrees 08 minutes east, 103.20 feet to a lead plug at the northeast corner of the aforementioned One Nashville Place; thence, south 59 degrees 33 minutes west, 174.00 feet to the point of beginning, containing 17,912 square feet or 0.411 acre, more or less.

Parcels 110 and 112: Land in the First Civil District, Nashville, Davidson County, Tennessee, being parts of Lots 42 and 43 on the plan of the original town of Nashville, not of record, and begin more particularly described as follows:

Beginning at a lead plug in the westerly margin of Third Avenue, southerly 159.56 feet from the southerly margin of Church Street; thence, with said westerly margin, south 29 degrees 57 minutes east, 137.50 feet to a lead plug; thence, south 59 degrees 41 minutes west, 174.00 feet to a lead plug in the easterly margin of Alley No. 10 (Printer's Alley); thence, with said margin of Alley, north 30 degrees 00 minutes west, 137.15 feet to a lead plug; thence, north 59 degrees 35 minutes east, 174.12 feet to the point of beginning, containing 23,900 square feet or 0.549 acre, more or less.

Together with the rights and licenses granted by the Metropolitan Government of Nashville and Davidson County, to encroach upon the right-of-way of Third Avenue, North, as granted

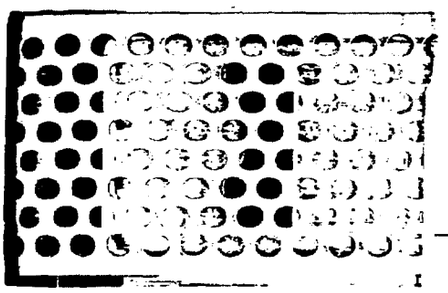
and limited by Bill No. 84-227, which appears of record in Book 6267, Page 169, Register's Office for Davidson County, Tennessee.

Together with easements, rights and licenses granted by the Metropolitan Government of Nashville and Davidson County, Tennessee, to construct and maintain an overhang which would bridge Alley No. 10 (Printer's Alley) between Church Street and Commerce Street, as granted and limited by Bill No. 72-137, which appears of record in Book 6267, Page 158, Register's Office for Davidson County, Tennessee, as same was amended by Bill No. 84-226, which appears of record in Book 6267, Page 164, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to WRC Properties, Inc. by Deed of Record in Book 9670, page 669, Register's Office for Davidson County, Tennessee.

RETURN DOCUMENT TO
CHICAGO TITLE INSURANCE COMPANY
171 NORTH CLARK STREET
CHICAGO, ILLINOIS 60601
ATTN: LORETTA KARP

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



RECEIVED OF _____

FOR _____

BOOK 10749 PG 542

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

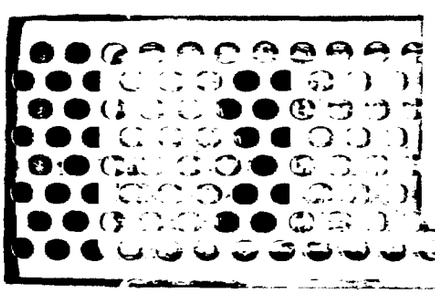
DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 46,920,877.00

CON TX 173607.24
PRFEE 1.00
WDEED 24.00
TOTAL 173632.24
CHECK 173632.24

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

01/07/98 01 11:04 0001 9370



0387695
IDENTIF. # REFERENCE

98 JAN -7 AM 11:00

REGISTER
DAVIDSON COUNTY, TN.

No.1240044