0387696

IDENTIF. ↑ REFERENCE
MAIL ENV.

98 JAN -7 AM 11:02

REGISTER
DAVIDSON CO. TN.

BOOK 10749 PG 543

THIS INSTRUMENT PREPARED BY:

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

#71

9371 01/07 0101 03CHECK 23146.00

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

M-120; P-155

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) 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 men "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 Adesbile, 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 Adesbile
Notary Public

My Commission Expires: 12/28/98

STATE OF New York)
COUNTY OF New York)

The actual consideration or value, whichever is greater, for this transfer is $6.250,000.

Ronald Bernhard
AFFIANT

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

Remi Adesbile
NOTARY PUBLIC

My Commission Expires: 12/28/98

Exhibit "A"

Legal Description

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DESCRIPTION

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being more particulary described as follows:

Beginning at an existing iron pin on the Westerly margin of McGavock Pike (60 foot R.O.W.) that is South 17 degrees 29 minutes 09 seconds West 129.32 feet from the Southerly end of the Southwesterly return curve at the intersection of McGavock Pike and Murfreesboro Pike, U.S. Highway 41 (R.O.W. varies); said iron pin also being the Southeasterly property corner of a tract of land deeded to James Alvin Crossman as of record in Deed Book 7769, Page 788, Registors Office, Davidson County, Tennessee; thence with the Westerly right-of-way line of McGavock Pike, South 17 degrees 29 minutes 09 seconds West 278.80 feet to an iron pin (set); thence with a 924.93 foot radius curve to the right a distance of 50.00 feet to an iron pin (set); said curve has a chord bearing and distance of South 19 degrees 02 minutes 04 seconds West 49.993 feet; thence leaving said right-of-way line, with a severance line, North 71 degrees 32 mintues 36 seconds West 547.27 feet to an iron pin (set) on the Westerly right-of-way line of the C.S.X. Railroad (120 foot R.O.W.); thence with the Easterly right-of-way line of the C.S.X. Railroad, North 18 degrees 01 minutes 10 seconds East 578.00 feet to an existing iron pin on the Southerly right-of-way line of Murfreesboro Pike; thence Southeastwardly with the Southerly right-of-way line of Murfreesboro Pike, having a 4093.07 foot radius curve to the left a distance of 373.465 feet to an existing concrete highway monument. Said curve has a chord bearing and distance of South 57 degrees 54 minutes 02 seconds East 373.330 feet; thence with an off-set in said right-of-way line, North 29 degrees 11 minutes 20 seconds East 19.74 feet to an existing concrete highway monument; thence Southeastwardly with said right-of-way line, having a 4073.09 foot radius curve to the left a distance of 30.81 feet to an existing iron pin at the Northwesterly property corner of the James Alvin Crossman tract. Said curve has a chord bearing and distance of South 60 degrees 55 minutes 01 second East 30.805 feet; thence leaving the Southerly right-of-way line of Murfreesboro Pike, with the Westerly property line of the James Alvin Crossman tract, South 17 degrees 23 minutes 08 seconds West 150.00 feet to an existing iron pin at the Southwesterly property corner of the Crossman tract; thence with the Southerly property line of the Crossman tract, South 61 degrees 58 minutes 52 seconds East 150.00 feet to the point of beginning.

Being the same premises conveyed to WRC Properties, Inc. by Deed of Record in Book 10108, page 684, 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 548

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
6250000.00
CON TX 23125.00
PRFEE 1.00
WDEED 20.00
TOTAL 23146.00
CHECK 23146.00
01/07/98 01 11:06 0001 9371

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0387696
IDENTIF. & REFERENCE

98 JAN -7 AM 11:02
REGISTER
DAVIDSON CO., TN.

No. 1240045