0387697

IDENTIF. # REFERENCE

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

93 JAN -7 AM 11:02

REGISTER
DAVIDSON CO. TN.

MAIL ENV.

71

BOOK 10749 PG 549

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-148

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
Vice President

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

BOOK 10749 PG 551

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 31st day of December, 1997.

Remi Adegbile
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 30th day of December, 1997.

Remi Adegbile
NOTARY PUBLIC

My Commission Expires: 12/28/98

Exhibit "A"

Legal Description

BOOK 10749 PG 552

LAND lying in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, according to a survey dated January 12, 1994 by Ragan-Smith-Associates, Inc., John O. Spry, Registered Land Surveyor, Tennessee No. 727 and being more particularly described as follows:

BEGINNING at an existing iron pin on the westerly right-of-way line of McGavock Pike (60-foot right-of-way) that is 528.54 feet South of the southerly and of the southwesterly return curve at the intersection of McGavock Pike and Murfreesboro Pike, U.S. 41 and 70-S State Route 1 (right-of-way width varies). Said iron pin being the northeasterly property corner of a tract of land deeded to the Hortense Downard Irrevocable Trust, F/B/O Melina Medlin as of record in Deed Book 8828, page 143, Register's Office for Davidson County, Tennessee; thence,

LEAVING the westerly right-of-way line of McGavock Pike, with the northerly property line of the Hortense Downard Irrevocable Trust Tract, North 72° 37' 00" West, 541.47 feet to an existing iron pin on the easterly right-of-way line of the C.S.X. Railroad (120-foot right-of-way); thence,

WITH the easterly right-of-way line of the railroad, North 18° 01' 10" East, 80.35 feet to an iron pin (set); thence,

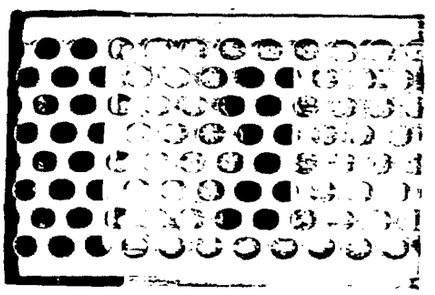
LEAVING said right-of-way line, with a severance line, South 71° 32' 36" East, 547.27 feet to an iron pin (set) on the westerly right-of-way line of McGavock Pike; thence,

SOUTHWESTWARDLY, with the westerly right-of-way line of McGavock Pike, having a 924.93 feet radius curve to the right a distance of 70.42 feet to the point of beginning. Said curve has a chord bearing and distance of South 22° 45' 54" West, 70.407 feet. This tract contains 40,996 square feet or 0.942 of an acre, more or less, as calculated by the above courses which were determined within the precision requirements of a Class "Urban" ALTA/ACSM Land Title Survey of 1992.

BEING the same property conveyed to WRC Properties, Inc., by Deed of Record in Book 9935, page 733, Register's Office for Davidson County, Tennessee.

9372 01/07 0101 03CHECK 23146.00

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



RECEIVED OF _____

FOR _____

BOOK 10749 PG 554

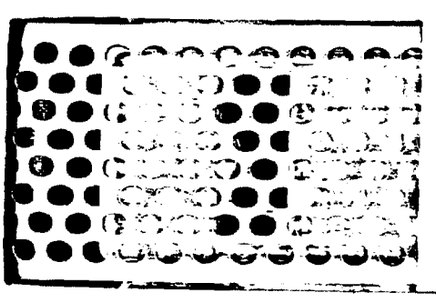
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

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 11:07 0001 9372

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0387697
IDENTIF. # REFERENCE

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

No. 1240046