0431657
IDENTIF. + REFERENCE

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JURC

This instrument prepared by:
William E. Shofner, Esq.
Waller, Lansden, Dortch & Davis
Nashville City Center
511 Union Street, Suite 2100
Nashville, TN 37219

98 APR 30 PM 12:56
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

BOOK 10908 PG 323

SPECIAL WARRANTY DEED

Address New Owner:	Send Tax Bills to:	Map/Parcel No.
Citicorp Del-lease, Inc. c/o Phy Cor, Inc. 30 Burton Hills Boulevard Su. 400 Nashville, TN 37215	(same)	131-06-0-A017.00

STATE OF GEORGIA
COUNTY OF DEKALB

I hereby swear or affirm that to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is $4,500,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Julianne M. Echols
AFFIANT

Subscribed and sworn to before me this 28th day of April, 1998.

NOTARY PUBLIC

Notary Public

My Commission Expires: June 2, 2000

For and in consideration of the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **CORNERSTONE SUBURBAN OFFICE, L.P.**, a Delaware limited partnership, hereinafter called "**GRANTOR**," has bargained and sold, and by these presents does transfer and convey unto **CITICORP DEL-LEASE, INC.** a Delaware corporation, hereinafter called "**GRANTEE**," its successors, heirs and assigns, the following described tract or parcel of land located in Davidson County, State of Tennessee, to-wit:

SEE EXHIBIT "A" ATTACHED HERETO AND BY THIS REFERENCE INCORPORATED HEREIN.

Said property is transferred subject to the limitations, restrictions and encumbrances set forth on Exhibit B.

TO HAVE AND TO HOLD said tract or parcel of land together with the improvements thereon and the appurtenances and hereditaments thereto belonging unto said Grantee, its successors, heirs and assigns, forever. Grantor hereby covenants with Grantee that Grantor is lawfully seized in fee, and has a good right to sell and convey said property and will defend the title to said property against the lawful claims of all persons claiming by, through or under Grantor, but none other.

WITNESS its hand as of the 28th day of April, 1998.

GRANTOR:

CORNERSTONE SUBURBAN OFFICE, L.P.
a Delaware limited partnership

By: Cornerstone Office Management, Limited Liability Company
a Delaware limited liability company
its general partner

By: Cornerstone Real Estate Advisers, Inc., a Massachusetts corporation
its managing member

LCH By: _____
Julianne M. Echols
Vice President

STATE OF GEORGIA

COUNTY OF DEKALB

Before me, Gayle D. Hardeke, a Notary Public in and for the county and state aforesaid, personally appeared Julianne M. Echols, with whom I am personally acquainted, and who upon oath acknowledged herself to be a Vice President of Cornerstone Real Estate Advisers, Inc., a Massachusetts corporation, the managing member of the sole general partner of the within named Grantor, and that in such capacity, being authorized to do so, she executed the foregoing instrument for the purposes contained therein on behalf of said Grantor.

WITNESS my hand and seal this 28th day of April, 1998.

My Commission Expires:

Notary Public, Gwinnett County, Georgia.
My Commission Expires June 2, 2000.

_____
Notary Public

EXHIBIT A

PROPERTY DESCRIPTION

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 plan reference is hereby made for a more complete description.

Being the same property conveyed to Cornerstone Suburban Office, L.P., a Delaware limited partnership by deed from Joseph N. Barker, Trustee, pursuant to Trust Agreement dated October 25, 1996, with full power to mortgage, sell, transfer, and convey without the joinder of any beneficiary, of record in Book 10336, page 955, Register's Office for Davidson County, Tennessee.

0669 04/30 0101 03CHECK 16667.00

EXHIBIT B

TITLE EXCEPTIONS

1. Taxes and assessments for the year 1998 and subsequent years, not yet due and payable.

2. All matters as shown on the Plan of record in Book 6250, page 978, Office of Register of Deeds, Davidson County, Tennessee, as amended in Book 6900, page 304, said Register's Office.

3. Terms, conditions, easements, rights and liens as set forth in the Declaration of Covenants, Conditions and Restrictions for Burton Hills Office Park, of record in Book 6470, page 366, said Register's Office.

4. 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.

5. Sanitary sewer and/or storm drainage easement of record in Book 7519, page 978, said Register's Office.

6. Deeds of Conveyance to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services for water and/or sewer distribution system, of record in Book 7275, page 826, Book 7461, pages 880 and 929, and in Book 7593, pages 508, 531, and 570, said Register's Office.

7. Declaration of Reciprocal Rights and Easements of record in Book 7703, page 301, said Register's Office.

[redacted] [redacted]

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

RECEIVED OF _____

FOR _____

BOOK 10908 PG 327

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	
				4500000.00
			CON TX	16650.00
			PRFEE	1.00
			WDEED	16.00
			TOTAL	16667.00
			CHECK	16667.00

04/30/98 01 12:59 0001 0649

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0431657
IDENTIF. # REFERENCE

98 APR 30 PM 12:56

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1286734