Box 36

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This document was prepared by:

Brian D. Kluever, Esq.
Schiff Hardin & Waite
7200 Sears Tower
233 Wacker Drive
Chicago, Illinois 60606

Address New Owner/ Tax Bill Information: WXI/AJP Limited Partnership
85 Broad Street
New York, New York, 10004

Map & Parcel Nos.: Map 120-1
Parcels 155 and 156

After recording, mail to:

Mr. Jeffrey Walker
Arent Fox Kinter Plotkin & Kahn, PLLC
1675 Broadway, 25th Floor
New York, New York 10019

98 AUG -7 PM 3:49
REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

0472564
IDENTIF. & REFERENCE

July 31, 1998

SPECIAL WARRANTY DEED

AJ PARTNERS LIMITED PARTNERSHIP, ("Grantor"), a limited partnership created and existing under and by virtue of the laws of the State of Illinois, having an office at One State Farm Plaza, Bloomington, Illinois 61710, and authorized to do business in the State of Tennessee, for and in consideration of TEN AND NO/100 DOLLARS ($10.00) and other good and valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, and pursuant to authority given by the Managing Partner of said partnership, by these presents does GRANT, BARGAIN, SELL, REMISE, RELEASE, ALIEN AND CONVEY to WXI/AJP LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantee")having an office at 85 Broad Street, New York, New York, 10004 and to its successors and assigns FOREVER, all the following improved real property situated in the County of Davidson , in the State of Tennessee, to wit:

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

subject to those permitted encumbrances set forth on Exhibit B attached hereto and made a part hereof, being the same real property in Davidson County, State of Tennessee, conveyed to AJ Partners Limited Partnership, an Illinois limited partnership, by Warranty Deed from State Farm Life Insurance Company, of record in Book 8912, page 294 Register's Office for Davidson County, Tennessee.

Together with all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, together with the improvements thereon and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, and interest of Grantor, of, in and to the above described premises, with the hereditaments and appurtenances: TO HAVE AND TO HOLD the said premises as above described, with the appurtenances, unto Grantee, its heirs, successors and assigns forever.

And Grantor, for itself, and its successors, does covenant, promise and agree, to and with Grantee, its successors and assigns, that Grantor has not done or suffered to be done, anything whereby the said premises hereby granted are, or may be, in any manner encumbered or charged, except as herein recited; and Grantor WILL WARRANT AND DEFEND the said premises unto Grantee, its successors and assigns, against all persons lawfully claiming, or to claim the same, by, through or under Grantor, subject to the matters set forth in Exhibit B attached hereto and made a part hereof.

EXCEPT FOR THE WARRANTY OF TITLE SET FORTH ABOVE, GRANTOR EXPRESSLY DISCLAIMS ALL WARRANTIES OF ANY NATURE, KIND OR CHARACTER WHATSOEVER, EXPRESS OR IMPLIED, REGARDING THE PHYSICAL AND ENVIRONMENTAL CONDITION OF THE PROPERTY OR THE IMPROVEMENTS ON THE PROPERTY, INCLUDING, WITHOUT LIMITATION, ANY WARRANTIES OF HABITABILITY, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND GRANTEE ACCEPTS SUCH PROPERTY AND IMPROVEMENTS IN AN "AS IS - WHERE IS" CONDITION, WITH ALL FAULTS.

GRANTEE, BY ITS ACCEPTANCE OF THIS DEED EXPRESSLY WAIVES ANY RIGHT OR CLAIM AGAINST GRANTOR FOR DAMAGES, RESCISSION OR OTHER REMEDY AT LAW OR IN EQUITY WITH RESPECT TO OR RESULTING FROM THE PHYSICAL CONDITION OF THE PROPERTY AND THE IMPROVEMENTS THEREON, INCLUDING WITHOUT LIMITATION, THE ENVIRONMENTAL CONDITION OF THE PROPERTY. THE WAIVER AND EXCULPATION PROVIDED ABOVE SHALL BE DEEMED TO BE COVENANTS RUNNING WITH THE LAND PARCELS AND BINDING ON ALL SUCCESSORS AND ASSIGNS OF GRANTEE AND ALL OPERATORS OF THE PROPERTY.

Assessor's Parcel No: 17-0782-001

Address of Real Estate: 1101 Kermit Drive, Nashville, TN 37217

In Witness Whereof, Grantor has caused its name to be signed to these presents by its Vice President, and attested by its Asst Secretary, this 31 day of July, 1998.

AJ PARTNERS LIMITED PARTNERSHIP, an Illinois limited partnership

BY: AMBERJACK, LTD., an Arizona corporation

By: David C. Graves

Name: David C. Graves

Title: Vice President

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By: _____
Name: G. Roger Gielow
Title: Assistant Secretary

State of Illinois)
) ss.
County of McLean)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY THAT David C. Graves personally known to me to be the Vice President of Amberjack, Ltd., an Arizona corporation, and G. Roger Gielow personally known to me to be the Asst. Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person, and severally acknowledged that as such Vice President and Assistant Secretary, they signed and delivered the said instrument, pursuant to authority given by the Board of Directors of said corporation, as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 31 day of July, 1998.

Commission expires 4-26-01

Notary Public

"OFFICIAL SEAL"
Karen A. Hage
Notary Public, State of Illinois
My Commission Expires 4/26/01

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SEND SUBSEQUENT TAX BILLS TO:

CHI3:202935.1 07.27.98 14.24

Archon Group
600 East Las Colinas
Suite 1900
Irving, Texas 75039

State of IL

County of Cook

The actual consideration or value, whichever is greater, for this transfer is $10,672,890.00

Affiant: Todd Chuse, TAM Corp

Subscribed & Sworn to before me this 31st day of July, 1998.

"OFFICIAL SEAL"
Bridget A. Schreiber
Notary Public, State of Illinois
My Commission Expires April 10, 2000

Bridget A. Schreiber Notary

My Commission expires:

CHI3:209782.1 07.27.98 14.24

Exhibit A

Oaks Office Complex, Nashville, TN
Site #22 NA#22384

Being two tracts of land in the First Civil District of Nashville, Davidson County, Tennessee, located on the southerly margin of Vultee Boulevard on both the east and west margins of Kermit Drive and being more particularly described as follows:

Tract No. 1:

Being a tract of land in the southwest quadrant of the intersection of Vultee Boulevard and Kermit Drive, being Lot No. 1 as shown on the Plan of The Oaks of record in Plat Book 4460, page 139, R.O.D.C.

Beginning at a concrete monument at the northwest corner of herein described tract, said monument being in the southerly margin of Vultee Boulevard and being the northeast corner of property of Olympia Plaza of record in Deed Book 5894, page 197, R.O.D.C.: thence with said margin of Vultee Boulevard, South 89 degrees 09 minutes 00 seconds East 215.00 feet to a point, thence; leaving said margin with a curve concave to the south having a central angle of 90 degrees 00 minutes 00 seconds, a radius of 25.00 feet and a chord of South 44 degrees 09 minutes 00 seconds East, 35.36 feet, for an arc length of 39.27 feet to a point in the westerly margin of Kermit Drive thence, with said margin of Kermit Drive, South 00 degrees 51 minutes 00 seconds West 25.00 feet to a point; thence, with a curve concave to the east having a central angle of 20 degrees 30 minutes 00 seconds, a radius of 305.00 feet and a chord of South 09 degrees 24 minutes 00 seconds East 108.55 feet, for an arc length of 109.13 feet to a point; thence with a curve concave to the west having a central angle of 60 degrees 50 minutes 00 seconds, a radius of 295.00 feet and a chord of South 10 degrees 46 minutes 00 seconds West 298.71 feet, for an arc length of 313.21 feet to a point; thence, South 41 degrees 11 minutes 02 seconds West, 62.31 feet to an iron pin; thence leaving Kermit Drive with the north line of Resubdivision of Lot 9, The Oaks, of record in Plat Book 4885, page 24, R.O.D.C. North 48 degrees 49 minutes 00 seconds West 219.79 feet to a point; thence, with the east line of Olympia Plaza, North 00 degrees 51 minutes 00 seconds East, 356.30 feet to the point of beginning, containing 112,116 square feet, or 2.57 acres, more or less.

Tract No. 2:

Being a tract of land in the southeast quadrant of the intersection of Vultee Boulevard and Kermit Drive, being Lot No. 3 as shown on the Plan of Resubdivision of Lots 3, 4 & 5, The Oaks, of record in Plat Book 4660, page 58, R.O.D.C.

Beginning at a concrete monument in the southerly margin of Vultee Boulevard at the northeast corner of herein described tract, said monument being the northwest corner of Stardust Acres of

record in Plat Book 1424, page 92, R.O.D.C.; thence, leaving Vultee Boulevard with the west line of Stardust Acres, South 03 degrees 48 minutes 00 seconds West, 408.08 feet to a concrete monument; thence, with the north line of First Revision, Stardust Commercial Park, Section 2, Lot 1, of record in Plat book 9700, page 394, R.O.D.C., North 84 degrees 09 minutes 00 seconds West, 203.60 feet to a point; thence, with the westerly line of Fred C. Hardeman of record in Book 9490, page 977, R.O.D.C., South 56 degrees 07 minutes 00 seconds West, 72.20 feet to an iron pin; thence, South 32 degrees 09 minutes 00 seconds West, 172.88 feet to a concrete monument: thence, South 13 degrees 18 minutes 00 seconds West 108.12 feet to an iron pin; thence, leaving Hardeman with the north line of The Oaks of record in Plat Book 4660, page 58, R.O.D.C., North 48 degrees 49 minutes 00 seconds West, 269.96 feet to a point in the easterly margin of Kermit Drive; thence, with said margin and a curve concave to the west having a central angle of 54 degrees 34 minutes 02 seconds, a radius of 345.00 feet and a chord of North 07 degrees 38 minutes 01 seconds East, 316.29 feet, for an arc length of 328.57 feet to a point; thence, with a curve concave to the East, having a central angle of 20 degrees, 30 minutes, 00 seconds, a radius of 255.00 feet, and a chord of North 09 degrees, 24 minutes, 00 seconds West, 90.75 feet, for an arc length of 91.24 feet to a point; thence, North 00 degrees, 51 minutes, 00 seconds East, 25.00 feet to a point; thence, with a curve concave to the east having a central angle of 90 degrees 00 minutes 00 seconds, a radius of 25.00 feet and a chord of North 45 degrees 51 minutes 00 seconds East, 35.36 feet, for an arc length of 39.27 feet to a point in the southerly margin of Vultee Boulevard; thence, with Vultee Boulevard South 89 degrees 09 minutes 00 seconds East, 271.20 feet to a point; thence, with a curve concave to the north having a central angle of 22 degrees 18 minutes 20 seconds, a radius of 750.00 feet and a chord of North 79 degrees 41 minutes 50 seconds East, 290.14 feet, for an arc length of 291.98 feet to the point of beginning, containing 246,206 square feet, or 5.65 acres, more or less.

Assessor's Parcel Nos: 120-1-155 & 120-1-156

EXHIBIT B

Permitted Title Exceptions

A. General Exceptions to the Property

#	*General Exception*	*Applicable Property*
1	Defects, liens, encumbrances and adverse claims created by Purchaser.	All Property
2.	General real estate taxes, fees and assessments, standby fees, special assessments and drainage, water and sewer taxes and fees and assessments for the year 1997-98 and subsequent years, a lien not yet due and payable.	All Property
3	Rights of the public, the United States, the states and the local municipalities in and to parts of the Property covered by tidelands, wetlands, streams, rivers, lakes, bays, gulfs or other waterways, including without limitation riparian rights.	McClelland Center, One Northchase Office Bldg., Point West Office Bldg., Westwood Office Buildings, Chevy Chase Center, Broadway Office Building.
4	Rights of the public, the United States, the states and the local municipalities in and to parts of the Property taken or used for roads and highways.	Plainview Place
5	Rights of way for drainage tiles, ditches, feeders and laterals.	Plainview Place
6	Any adverse claim to any portion of the Property which has been created by artificial means or has accreted to any such portion so created.	Lakeside Office Complex and Perimeter Park Office Building
7	Mineral and mineral rights reserved and now shown by the public records or unpatented.	None.
8	Reservations or exceptions in patents or in acts authorizing the issuance thereof.	None.
9	Rights of public or quasi-public utilities in and to the Property.	Plainview Place
10	Zoning Restrictions.	All Property

#	*General Exception*	*Applicable Property*
11	Rights of parties in possession, as tenants only, under existing leases and tenancies.	All Property
12	Shortages in area provided however, that Purchaser pays the requisite additional premium cost required for amendment to the Owner's Policy **and** the Surveys and all matters disclosed thereon, including any shortages in area or any encroachment or overlapping of improvements or boundary line disputes.	(for Texas properties only) (for Winsor Parcel #4)

B. Site Specific Exceptions to the Property (listed by number or letter as appropriate to correlate with the numbering as set forth on Schedule B of the individual title commitments.)

#395 08/07 01.01 03CHECK 39528-70

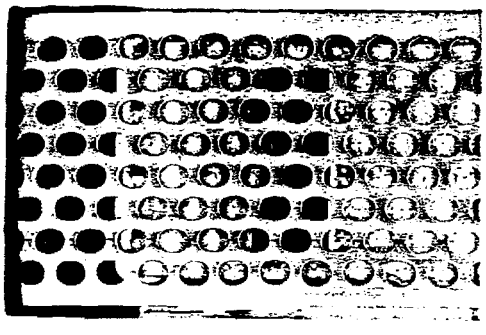
Oaks Office Complex, Nashville, TN
Site No. 22 NA #22584

8. Matters shown on Plan of record in Book 4460, page 139, Register's Office for Davidson County, Tennessee.

9. Matters shown on Plan of record in Book 4660, page 58, Register's Office for Davidson County, Tennessee.

10. Easement for water mains granted Otto Uthman, et ux, by instrument of record in Book 1181, page 158, in said Register's Office.

11. Survey by Crawford Land Surveyors, P.C., William C. Cockrill, R.L.S. TN No. 1401, dated 1/29/98, Job No. 98010, shows parking spaces encroaching the rights-of-ways of Vultee Boulevard and Kermit Drive and the 10' easement for landscaping strip (buffer) at the northeast corner of Tract No. 1.



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

RECEIVED OF _____

FOR _____

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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

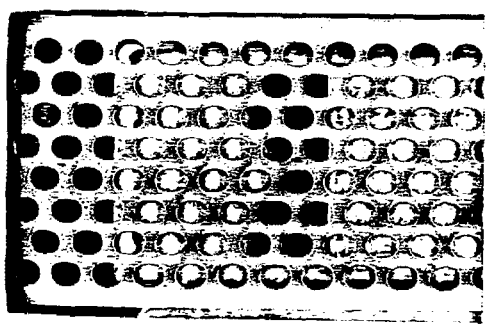
DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 10,672,890.00

CON TX	39489.70
PRFEE	1.00
WDEED	36.00
CFEE	2.00
TOTAL	39528.70
CHECK	39528.70

08/07/98 01 16:00 0001 4395

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0472564
IDENTIF. ← REFERENCE

98 AUG -7 PM 3:49
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1329965