CT: 35
b:

This Instrument Prepared By:
BAKER, DONELSON, BEARMAN & CALDWELL (LMP)
A Professional Corporation
511 Union Street - Suite 1700
Nashville, TN 37219

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP-PARCEL
Harding Investors LLC c/o Gillett Properties, Ltd. 1805 Industrial Street Los Angeles, CA 90021	Same	Map 134 Parcel 124

STATE OF Tennessee
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $5,765,000.00.

Affiant

Subscribed and sworn to before me, this the 30th day of October, 1998.

Notary Public

My Commission Expires: 7-23-2001

NOTARY PUBLIC AT LARGE DICKSON COUNTY, TENN.

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **Alliance Commercial Properties, Ltd., a Delaware corporation**, hereinafter called "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto **Harding Investors LLC, a Texas limited liability company,** herein called "GRANTEE", its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

(SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN.)

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

This is . improved property known as 1256 Antioch Pike, Nashville, Tennessee 37211.

TO HAVE AND TO HOLD the said tract or parcel 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 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 free from all encumbrances made or suffered by Grantor, unless otherwise herein set out; and GRANTOR does further covenant and bind itself, its successors, assigns and representative, 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 claiming by, through or under the Grantor, but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS its hand this the 30th day of October, 1998.

ALLIANCE COMMERCIAL PROPERTIES, LTD., a Delaware corporation

BY: _____

TITLE: Chief Financial Officer

STATE OF COLORADO

COUNTY OF JEFFERSON

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Douglas McCormick, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged _____self to be CFO of **Alliance Commercial Properties, Ltd.**, the within named bargainor, a Delaware corporation, and that _____ as such _____, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by Douglas McCormick as CFO.

Witness my hand and seal, at office in Lakewood, Colorado this the 30th day of October, 1998.

Cindy L. Freeding
Notary Public

My Commission Expires:

Cindy L. Freeding
My Commission Expires
March 17, 2000

CINDY L. FREEDING NOTARY PUBLIC STATE OF COLORADO

98 NOV -3 AM 9:35

BILL BURCHETT REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. + REFERENCE

0507309

EXHIBIT "A"

A tract of land in the First Civil District of Davidson County, Tennessee, and shown on Metro Tax Map 134, Parcel 124, and located at 1256 Antioch Pike, and more particularly described per survey by Turner Engineering Co., Inc., dated September 17, 1993, last revised November 30, 1993.

Beginning at a P.K. nail at the northeasterly intersection of Antioch Pike, as widened, and Candy Lane, formerly Ashberry Road, and proceeding as follows:

1. Along the easterly margin of Candy Lane North 32 deg. 28 min. 57 sec. East, a distance of 475.41' to a new iron pin in the right-of-way of CSX Railroad; thence,

2. With the right-of-way of CSX Railroad and 50' from the center line South 49 deg. 14 min. 03 sec. East, a distance of 972.62' to a new iron pin; thence,

3. South 48 deg. 11 min. 57 sec. West, a distance of 111.44' to a new iron pin; thence,

4. With a curve to the right having a radius of 1834.86' a distance of 334.65' to a new iron pin; thence,

5. North 31 deg. 29 min. 35 sec. West, a distance of 177.8' to a new iron pin; thence,

6. South 55 deg. 13 min. 27 sec. West, a distance of 235.00' to a new iron pin in the northeasterly margin of Antioch Pike, as widened; thence,

7. Along said northeasterly margin of Antioch Pike, North 34 deg. 46 min. 33 sec. West, a distance of 390.33' to a new iron pin; thence,

8. Continuing along said margin with a curve to the left having a radius of 1943.19', a distance of 214.67' to the point of beginning.

Being the same property conveyed to Equitable American Property Company, Inc., by deed from The Equitable Life Assurance Society of the United States, a New York corporation, of record in Book 7904, page 801, Register's Office for Davidson County, Tennessee. The Equitable American Property Company, Inc. having changed its name to EAPCO Commercial Properties Inc., of record in Book 10384, page 293, said Register's Office. By Certificate of Merger of record in Book 10384, page 296, said Register's Office, the name of EAPCO Commercial Properties, Inc. was changed to Alliance Commercial Properties, Ltd.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

1395 11/03 0101 03CHECK 21349.50

EXHIBIT "B"

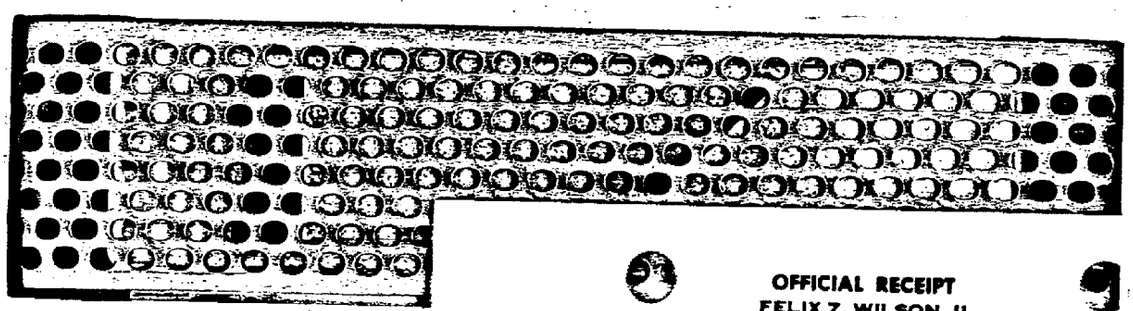
THE ABOVE DESCRIBED PROPERTY IS CONVEYED SUBJECT TO THE FOLLOWING:

1. Metropolitan Government Davidson County Taxes for the year 1998 and subsequent years.

2. Permanent Right of Way Easement granted to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 5193, page 176, Register's Office for Davidson County, Tennessee.

3. All matters as shown on the survey of Turner Engineering Company, Inc., dated September 17, 1993, last revised November 30, 1993.

4. Subject to Charter Right of Way of CSX Railroad.



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

RECEIVED OF _____

FOR _____

BOOK 11183 PAGE 552

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 5765000.00
CON TX 21330.50
TRDED 10016.00
ERR CO
~~TRDED 10016.00~~
WDEED 16.00
PRFEE 1.00
CFEE 2.00
TOTAL 21349.50
CHECK 21349.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

11/03/98 01 09:35 0001 1395

0507309
IDENTIF. ↑ REFERENCE

03 NOV -3 AM 9:35
L GARNETT REGISTER
DAVIDSON COUNTY, TN.

No. 1366544