File 35
CTIC

BOOK 11443 PG. 395

THIS INSTRUMENT WAS PREPARED BY:

David B. Yelin, Esq.
Jenner & Block
One IBM Plaza
Chicago, IL 60611

MAIL AFTER RECORDING TO:

Bradley V. Ritter, Esq.
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601

Above Space For Recorder's Use Only

TENNESSEE
SPECIAL WARRANTY DEED

(Recycling Facility, Nashville, Davidson County, TN)
(1.5.3)

THIS SPECIAL WARRANTY DEED is made this 12th day of April, 1999, by TENNECO PACKAGING INC., a Delaware corporation, formerly known as Packaging Corporation of America, a Delaware corporation ("Grantor"), having an address of 1900 West Field Court, Lake Forest, Illinois 60045, to PACKAGING CORPORATION OF AMERICA, a Delaware corporation ("Grantee"), having an address of 1900 West Field Court, Lake Forest, Illinois 60045.

WITNESSETH, that the Grantor, for and in consideration of the sum of Ten and no/100 ($10.00) Dollars and other good and valuable consideration in hand paid by the Grantee, the receipt and sufficiency of which is hereby acknowledged, and pursuant to authority of the Board of Directors of said corporation, has this day bargained and sold, and does hereby transfer and convey unto the Grantee, and to its successors and assigns, **FOREVER,** all the land, situated in the County of Davidson and State of Tennessee known and described on Exhibit A attached hereto and made a part hereof (the "Premises").

290936

STATE OF TENNESSEE
DAVIDSON COUNTY
FILED
99 APR 22 PM 2:45
REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

05771423
RECEIVED FOR REFERENCE

STATE 04/22 0101 02CHECK 1267.44

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To have and to hold said real estate, with the appurtenances, estate, title and interest thereto belonging, to the Grantee, its successors and assigns forever, Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter as Exhibit B.

The Grantor further covenants and binds itself, its successors and representatives, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons, claiming by, through or under the Grantor.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

The actual consideration or value whichever is greater, for this transfer is $341,200.00 .

Subscribed and sworn to before me this the 12th day of April, 1999.

James V. Faulkner
Affiant

Susan A. Bodie
Notary Public

My commission expires: Feb. 24, 2000

(Affix Seal)

"OFFICIAL SEAL"
SUSAN A. BODIE
Notary Public, State of Illinois
My Commission Expires Feb. 24, 2000

This is unimproved ( ) improved (X) property, known as

Recycling Facility, 100 River Hills Drive, Nashville, TN 37210
(Number) (Street) (P.O. Address) (City or Town) (State)

Tax Parcel No.: Field Book 03DZ-39452, Map 94, Parcel 132

Witness our hand and seal this 12th day of April, 1999, the corporate party, having caused its name to be signed hereto by its duly authorized officers on said day and date.

TENNECO PACKAGING INC., a Delaware corporation

By: James V. Faulkner
Name: James V. Faulkner Jr.
Its: Vice President

ATTEST:

By: John R Olsen
Name: John Olsen
Its: Assistant Secretary

[CORPORATE SEAL]

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

Before me, Susan A. Bodie, a Notary Public of the State and County aforesaid, personally appeared James V. Faulkner, Jr. and John Olsen, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) upon oath, acknowledged themselves to be Vice President and Assistant Secretary, respectively, of Tenneco Packaging Inc., a Delaware corporation, the within named bargainor, a corporation, and that they as such Vice President and Assistant Secretary, being authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by themselves as Vice President and Assistant Secretary.

Witness my hand and official seal, at office in Chicago, Illinois, this 12th day of April, 1999.

Susan A. Bodie
Notary Public

My commission expires: Feb. 24, 2000

[SEAL]
"OFFICIAL SEAL"
SUSAN A. BODIE
Notary Public, State of Illinois
My Commission Expires Feb. 24, 2000

ADDRESS OF NEW OWNER:

Packaging Corporation of America
1900 West Field Court
Lake Forest, Illinois 60045

NAME AND ADDRESS FOR PERSON
RESPONSIBLE FOR TAXES:

AVTAX Inc.
1025 West Everett Road
Lake Forest, IL 60045

MAP PARCEL NUMBER(S):

_____

_____

EXHIBIT A

Legal Description

EXHIBIT B

TITLE EXCEPTIONS

(a) real estate taxes, assessments and other governmental charges not yet due and payable or due but not delinquent as of the date hereof or being contested in good faith by appropriate proceedings;

(b) mechanic's, workmen's, repairmen's, warehousemen's, carriers, or other like liens arising or incurred in the ordinary course of business for amounts which are not delinquent and which will not individually or in the aggregate have a Material Adverse Affect (as such term is defined in that certain Contribution Agreement dated as of January 25, 1999 among Grantor, Grantee and PCA Holdings LLC (referred to herein as the "Contribution Agreement"), original purchase price conditional sales contracts and equipment leases with third parties entered into in the ordinary course of business;

(c) easements, quasi-easements, licenses, covenants, rights-of-way and other similar restrictions, including any other agreements, conditions, restrictions, or other matters which would be shown by a current title report or other similar report or listing;

(d) any conditions that may be shown by a current survey, title report or physical inspection;

(e) zoning, building and other similar restrictions, provided that none of the liens, charges, encumbrances, security interests, options or any other restrictions or third party rights listed in items (c) and (d) above and in this item (e) materially impairs the uses of the Premises as currently used or materially detracts from the value thereof as currently used;

(f) liens, charges, encumbrances, security interests, options or any other restrictions or third party rights not described in items (a) through (e) above and which, individually or in the aggregate, would not have a Material Adverse Effect (as such term is defined in the Contribution Agreement); and

(g) the following specific title exceptions set forth in Chicago Title Insurance Company title commitment bearing effective date of March 10, 1999:

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Recycling Facility
100 River Hills Drive
Nashville, TN
Davidson County
Site 1.5.3

EXHIBIT B

TITLE EXCEPTIONS
(Continued)

1. Subject to all matters shown on the Plan of record in Book 4660, page 77, Register's Office for Davidson County, Tennessee.

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Recycling Facility
100 River Hills Drive
Nashville, TN
Davidson County
Site 1.5.3

EXHIBIT "A"

Legal Description

Being the same property conveyed to Packaging Corporation of America, by deed from Riverhills, Inc., of record in Book 4774, page 584, Register's Office of Davidson County, Tennessee.

Packaging Corporation of America having since changed its name to Tenneco Packaging Inc., as evidenced by instrument of record in Book 10090, page 702, Register's Office for Davidson County, Tennessee.

A tract of land located in the Third Civil District of Davidson County, Tennessee, being - Lot 8-A, Riverhills Industrial Park, Section 11, as recorded in Book 4660, page 77, Register's Office for said county and being more particularly described as follows:

BEGINNING at a concrete monument in the southwest corner of the herein described tract, said monument being in the east right-of-way of River Hills Drive, a 60' right-of-way, and being in the north right-of-way of the L & N Railroad and proceeding as follows: With the east right-of-way line of River Hills Drive, North 4° 50' West a distance of 330' to a concrete monument; thence, leaving said right-of-way, North 85° 10' East a distance of 150' to a concrete monument; thence South 82° 22' 03" East a distance of 211.4' to a concrete monument, said monument being in the east property line of the River Hills Industrial park property and the west property line of the Malvina Huffer property; thence with said line; South 7° 37' 57" West a distance of 291.23' to a concrete monument, said monument being in the north right-of-way of the L & N Railroad; thence, with said right-of-way, South 85° 10' West a distance of 293.55' to the point of beginning and containing 2.387 acres, more or less, as per survey by Turner Engineering Company dated November 19, 1973. The above lot is subject to all public utility and drainage easements, setback lines and owner's certifictes as shown on the plat recorded in Book 4660, page 77, said register's office.

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OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

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0577423

IDENTIFICATION REFERENCE

99 APR 22 PM 2:46

REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

CAMT
341200.00
CON TX 1262.44
PRFEE 1.00
WDEED 32.00
CFEE 2.00
TOTAL 1297.44
CHECK 1297.44

04/22/99 01 14:48 0001 5931

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1475874