Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Level 3 Communications, LLC 1025 Eldorado Blvd. Broomfield, CO 80021 ATTN: Tax Department	132-4-5	Same
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (JSK) 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219		

SPECIAL WARRANTY DEED

BOOK 11628 PAGE 737

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, ***BVT South Oaks Business Center, Ltd.***, a Tennessee limited partnership (the "Grantor") has bargained and sold, and by these presents transfers and conveys to ***Level 3 Communications, LLC,*** a Delaware limited liability company (the "Grantee"), and Grantee's successors and assigns, certain land in the County of Davidson, State of Tennessee being more particularly described on ***Exhibit "A"*** attached hereto and incorporated herein (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters set forth on ***Exhibit "B"*** which is attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 19th day of August, 1999.

BVT South Oaks Business Center, Ltd.

0101 03CHECK 16669.00

By: BVT Management Services, Inc., its General Partner

By: _____
J. Greer Cummings, Jr., Assistant Secretary

0626892

REFERENCE

99 AUG 20 PM 2:34

REGISTER
COUNTY, TN.

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

The actual consideration or value, whichever is greater, for this transfer is $4,500,000.00.

_____
Affiant

Subscribed and sworn to before me this 19th day of August, 1999.

_____
Notary Public
My Commission Expires: _____

JENNIFER KELLY
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires MAY 26, 2002

0584118.03
012455-038 08/19/1999

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Jennifer Kelly the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared J. Greer Cummings, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Assistant Secretary of BVT Management Services, Inc., a general partner of BVT South Oaks Business Center, Ltd., the within named bargainor, a Tennessee limited partnership, and that he as such Assistant Secretary of such general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by himself as Assistant Secretary of BVT Management Services, Inc., general partner of BVT South Oaks Business Center, Ltd.

Witness my hand and seal, at office in Nashville, Tennessee, this the 19th day of August, 1999.

JENNIFER KELLY
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

Jennifer Kelly
NOTARY PUBLIC

My Commission Expires:

My Commission Expires MAY 26, 2002

0584118.02
012455-038 08/19/1999

EXHIBIT "A"
PROPERTY DESCRIPTION

Beginning at an iron rod situated in the eastern margin of Sidco Drive, said point being the southwestern corner of the George Morehead property of record in Book 9916, Page 209, R.O.D.C., Tn., said pint also being the northwester corner of the property described hereon;

Thence, leaving said road, along said property, along a curve to the left, having a central angle of 29deg51'58", a radius of 359.27 feet, a tangent of 95.82 feet, a length of 187.27 feet, and having a chord distance of 185.16 feet to an iron rod.

Thence, N 52deg40'00" E, a distance of 59.01 feet to an iron rod;

Thence, along a curve to the right, having a central angle of 39deg38'00", a radius of 359.27 feet, a tangent of 129.46 feet, a length of 248.52 feet, and having a chord distance of 243.59 feet to an iron rod situated in the northwestern corner of the Tennessee Doughnut Corporation property of record in Book 6126, Page 588, R.O.D.C., Tn.;

Thence, along said property line , S 02deg40'00" W, a distance of 591.68 feet to an iron rod situated in the northern margin of Armory Avenue;

Thence, along said road, N 87deg14'00" W, a distance of 375.13 feet to an iron rod;

Thence, along said road, along a curve to the right, having a central angle of 87deg08'01", a radius of 50.00 feet, a tangent of 47.56 feet, a length of 76.04 feet, and having a chord distance of 68.92 feet to an iron rod situated in the eastern margin of Sidco Drive.

Thence, along said road, N 00deg06'00" W, a distance of 343.41 feet to the point of beginning and containing 5.00 acres of land more or less.

Being the same property conveyed to BVT South Oaks Business Center, LTD, of record in Book 7354, Page 893 in the Register's Office for Davidson County, Tennessee. Also being Lot 58 on the Plan of the Resubdivision of Lot 58, Sidco Section Three, of record in Plat Book 6200, Page 345, R.O.D.C., Tn.

EXHIBIT "B"

1. 1999 Davidson County real property taxes, which Grantee assumes.

2. Subject to all matters shown on the Plan of record in Book 6200, page 345, Register's Office for Davidson County, Tennessee

3. Easement for private railroad and utility easements and rights with reference thereto, as more fully set out in instrument of record in Book 2499, page 79, Register's Office for Davidson County, Tennessee.

4. Restrictive covenants contained in an instrument of record in Book 2708, page, 87, as amended by instruments of record in Book 2741, page 553, Book 3029, page 174, and Book 3221, page 12, and Book 4233, page 714, Register's Office for Davidson County, Tennessee.

5. Reservations of mining rights to the United States of America as set forth in instrument of record in Book 2708, page 349, Register's Office for Davidson County, Tennessee.

6. Easement for railroad purposes as set out in instrument of record in Book 4196, page 214, Register's Office for Davidson County, Tennessee.

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11628 PAGE 741

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

4500000.00
CON TX 16650.00
PRFEE 1.00
WDEED 16.00
CFEE 2.00
TOTAL 16669.00
CHECK 16669.00

08/20/99 01 14:34 0001 8839

CAMT
4500000.00
ERR CO
CAMT
4500000.00-

0626892
IDENTIFICATION REFERENCE

99 AUG 20 PM 2:34
REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1504862