Prepared by:

Glast, Phillips & Murray, P.C.
220 0 One Galleria Tower
13355 Noel Road
Dallas, Texas 75240

Party responsible for payment of property taxes:

Williams Communications, Inc.
One Williams Center
Suite 4100
Tulsa, Oklahoma 74172

Tax Parcel Identification Number:
Map 81-4, Parcel 381

Instr:200001050001612 Page: 1 OF 5
REC'D FOR REC 01/05/2000 3:43:52PM
RECORD FEE: $23.00
M. TAX: $0.00 T. TAX: $1498.50

SPECIAL WARRANTY DEED

THE STATE OF TENNESSEE §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DAVIDSON §

AMERICAN REALTY TRUST, INC., a Georgia corporation (the "Grantor"), for and in consideration of the sum of Ten and No/100 Dollars ($10.00) cash and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, paid by WILLIAMS COMMUNICATIONS, INC. (the "Grantee"), whose address is One Williams Center, Suite 4100, Tulsa, Oklahoma 74172, HAS GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents DOES GRANT, BARGAIN, SELL and CONVEY unto Grantee that certain tract of land (the "Land") situated in Davidson County, Tennessee, and described on Exhibit "A" which is attached hereto and incorporated herein by reference for all purposes, together with any buildings, structures or improvements, if any, located upon the Land, and together with all of Grantor's right, title and interest, if any, in and to (i) any contract rights, easements, privileges, servitudes, appurtenances and other rights belonging to or inuring to the benefit of Grantor and pertaining solely to the Land, (ii) the centerline of any roadways adjoining the Land and (iii) all of Seller's rights, if any, as set forth in any governmental orders, resolutions, grants, permits, licenses and rights accruing to Grantor as a result of its ownership of the Land (all of such Land, rights and appurtenances being hereinafter collectively referred to as the "Property").

This conveyance and warranties herein contained is made subject, however, to the matters set forth on Exhibit "B" attached hereto and incorporated herein by this reference for all purposes.

TO HAVE AND TO HOLD the Property unto Grantee, and Grantee's successors and assigns forever, and Grantor does hereby bind Grantor, and Grantor's successors and assigns, to WARRANT and FOREVER DEFEND, all and singular the Property unto Grantee and Grantee's successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof,

by, through or under Grantor, but not otherwise, and subject, however, as aforesaid.

EXECUTED this 30 day of December, 1999.

GRANTOR:

AMERICAN REALTY TRUST, INC., a Georgia corporation

By: _____
Name: HENRY A. BUTLER
Title: VICE PRESIDENT

WITNESS:

_____
Date: December 30, 1999

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

Personally appeared before me, LORI LEE BURGIN, a Notary Public in and for said County and State, Henry A. Butler, Vice President of AMERICAN REALTY TRUST, INC., the within bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he/she executed the within instrument for the purposes therein contained.

Witness my hand and official seal at DALLAS, Texas this 30 day of December, 1999.

_____
NOTARY PUBLIC

My Commission Expires:
11/12/01

LORI LEE BURGIN
(Printed Name of Notary)

LORI LEE BURGIN
Notary Public, State of Texas
My Commission Expires 11-12-01

THE STATE OF TEXAS §
§
COUNTY OF Dallas §

The actual consideration or value, whichever is greater, for this transfer, is $405,000.00.

AMERICAN REALTY TRUST, INC., a Georgia corporation

By: H. Butler
Name: HENRY A. BUTLER
Title: VICE PRESIDENT

Sworn to and subscribed before me this 30 day of December, 1999.

Lori Lee Burgin
NOTARY PUBLIC

My Commission Expires:
11/12/01

LORI LEE BURGIN
(Printed Name of Notary)

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot No. 23F on the Resubdivision of Tract 23C of MetroCenter of record on Plat recorded as Instrument No. 199912170304443, Register's Office for Davidson County, Tennessee, to which plat reference is made for a more complete description.

Being part of the same property conveyed to American Realty Trust, Inc., a Georgia corporation, by deed from SunTrust Banks, Inc., of record in Book 11503, page 900, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

1. Taxes for the year 1999.

2. Subject to all matters shown on the Plan of record in Book 9700, page 270, and Plan of record as Instrument No. 199912170304443, Register's Office for Davidson County, Tennessee.

3. Restrictive Covenants in favor of MetroCenter Properties recorded in Book 5242, page 389, as amended in Book 7012, page 61, Register's Office for Davidson County, Tennessee, as modified by instrument of record in Book 9933, page 28, Register's Office for Davidson County, Tennessee.

4. Restrictive Covenants in favor of Arby's, Inc. of record in Book 9382, page 56, Register's Office for Davidson County, Tennessee.

5. Restrictive Covenants in favor of Taco Bell Corp., of record in Book 9420, page 176, Register's Office for Davidson County, Tennessee.

6. Terms, conditions, easements, rights and liens as set forth in the Declaration of Covenants, Conditions and Restrictions of record in Book 7487, page 952, as amended in Book 10602, page 499, Register's Office for Davidson County, Tennessee, in favor of MetroCenter Improvements Association.

7. Easements retained by Metropolitan Government in Delta Ave., closed by Council Bill No. 73-703 as shown on said survey.

8. Restrictions in favor of St. Cecilia Congregation as set out in Grant of Easement of record in Book 9701, page 469, Register's Office for Davidson County, Tennessee.

9. Amendment to Protective Covenants and Waiver of Repurchase Right for MetroCenter tracts, of record in Book 11503, page 607, Register's Office for Davidson County, Tennessee.