Instr:200004250040974 Page: 1 OF 3
REC'D FOR REC 04/25/2000 1:57:06PM
RECORD FEE: $15.00
M. TAX: $0.00 T. TAX: $31820.00

Box 49

OWNER/RESPONSIBLE TAXPAYER:
Nashtower Associates, L.L.C.
c/o Harbor Group Real Estate
555 E. Main Street, Suite 1700
Norfolk, VA 23510
Tax Parcel No. 93-6-1/56

THIS INSTRUMENT PREPARED BY:
Joseph H. Huie, Attorney
CROLEY, DAVIDSON & HUIE PLLC
1500 First Tennessee Plaza
Knoxville, TN 37929
File No. 63906D

SPECIAL WARRANTY DEED

THIS INDENTURE made this 24th day of April, 2000, between **NASHVILLE OFFICE BUILDING I, LTD., a Tennessee limited partnership,** First Party, and **NASHTOWER ASSOCIATES, L.L.C., a Virginia limited liability company,** Second Party;

W I T N E S S E T H :

THAT SAID FIRST PARTY, for and in consideration of the sum of ONE AND NO/100 ($1.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Second Party, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Second Party, the real property with the improvements and structures thereon and the appurtenances thereunto belonging (the "Property") described as follows:

SITUATED in District No. 1 of Davidson County, Tennessee, and being within the corporate limits of the City of Nashville, Tennessee, and located in the Northwesterly quadrant of the intersection of Church Street and Fourth Avenue North, being a part of Lot No. 65 as shown on the plat of the Original Town of Nashville, not of record and being more particularly described as follows:

BEGINNING at the point of intersection of the Northerly margin of Church Street and the Westerly margin of Fourth Avenue North; thence with said Northerly margin, South 62 deg. 24 min. 37 sec. West, 171.46 feet to the point of intersection with the Easterly margin of the Arcade Alley; thence with said Easterly margin, North 27 deg. 20 min. 06 sec. West, 183.17 feet to a building corner; thence leaving said margin, with a building joint, North 62 deg. 24 min. 35 sec. East, 170.87 feet to a point in the Westerly margin of Fourth Avenue North; thence with said Westerly margin, South 27 deg. 31 min. 10 sec. East, 183.17 feet to the point of BEGINNING, containing 31,352 square feet or 0.72 acre, more or less.

TOGETHER WITH appurtenant easements created by the Skybridge Development, Construction, Maintenance and Easements Agreement executed by and between Life and Casualty Insurance Company of Tennessee and Third National Bank Tower Associates, of record in Book 6127, page 553, in said Register's Office, as amended by Amendment to Skybridge Development, Construction, Maintenance and Easements Agreement of record in Book 7656, page 743, in the said Register's Office.

TOGETHER WITH appurtenant easements created by Reciprocal Agreement by and between Third National Tower Associates and Life and Casualty Insurance Company of Tennessee, of record in Book 6127, page 576, in the Davidson County Register's Office.

The foregoing description was prepared from the survey of Wendell H. Talley, Sr., RLS No. 785, Barge, Waggoner, Sumner & Cannon, Inc., dated February 24, 1984, last revised April 19, 2000. The surveyor's address is 2400 First Tennessee Plaza, Knoxville, TN 37929.

BEING the same property conveyed to Nashville Office Building I, Ltd., a Tennessee limited partnership, by deed from Gulf Life Insurance Company, a Tennessee corporation, of record in Book 9122, page 459, in the Davidson County Register's Office.

TO HAVE AND TO HOLD the same unto the Second Party, its successors and assigns, together with all of the rights and interest thereunto belonging, in fee simple and all rights, privileges and easements appertaining to the Property, including but not limited to, any*

The First Party covenants that it is lawfully seized in fee simple of the premises; that it has a good and lawful right to sell and convey the same; and that said property is free and clear and unencumbered, with the exception of the 2000 taxes, which shall be prorated as of the date of closing, and any and all other matters shown on Exhibit "A" attached.

The First Party further covenants that it will warrant and defend the title to said premises unto the Second Party, its successors and assigns, against the lawful claims of all parties claiming by, through, or under the First Party, but no further or otherwise.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, as the case may demand.

IN WITNESS WHEREOF, the said First Party has caused this instrument to be executed the day and year first above written.

*right, title and interest of First Party in and to streets, alleys and rights-of-way adjacent to the Property.

NASHVILLE OFFICE BUILDING I, LTD.

BY: _____

TITLE: Executive Vice President of Prime Group Realty Trust, Managing general partner of Prime Group Realty, L.P., its general partner

STATE OF Illinois)
)SS:
COUNTY OF Cook)

PERSONALLY APPEARED before me, the undersigned authority, a Notary Public in and for said County and State, Jeffrey A. Patterson, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be the Exec. V.P. of NASHVILLE OFFICE BUILDING I, LTD., the within named bargainor, a Tennessee limited partnership, and that he as such Exec. V.P., being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as Exec. V.P. of the Managing General Partner of the General Partner.

WITNESS my hand and official seal at office this 24th day of April, 2000.

My Commission expires:
2-19-2001

Notary Public

OFFICIAL SEAL
MELITA SHAW
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 2-19-2001

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $8,600,000.00.

Affiant Jason N Hurie, Agent

Subscribed and sworn to before me this 24 day of April, 2000.

My Commission Expires:
Nov. 4, 2002

Notary Public

NOEL BARRETT NOTARY PUBLIC AT LARGE DAVIDSON COUNTY TENNESSEE

ws16/wd/special.63906D

EXHIBIT "A"

a. Terms and conditions of the easement and the lien created and retained by Ordinance No. 65-862 of the Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 6120, page 536, in the Davidson County Register's Office. (This lien affects all of the land described above. The terms and conditions affect only the easements).

b. Bond of record in Book 3983, page 943, in the Davidson County Register's Office, executed by Life and Casualty Insurance Company of Tennessee, Inc., in favor of the Metropolitan Government of Nashville and Davidson County, Tennessee, and the lien therein retained.

c. Terms and conditions of the Skybridge Development, Construction, Maintenance and Easements Agreement executed by and between Life and Casualty Insurance Company of Tennessee and Third National Bank Tower Associates of record in Book 6127, page 553, as amended by Amendment to Skybridge Development, Construction, Maintenance and Easements Agreement of record in Book 7656, page 743, in the Davidson County Register's Office.

d. Terms and conditions of the Reciprocal Agreement by and between Third National Bank Tower Associates and Life and Casualty Insurance Company of Tennessee, of record in Book 6127, page 576, in the Davidson County Register's Office.

e. Short Form Lease Agreement by and between Life and Casualty Insurance Company of Tennessee, and Third National Bank in Nashville, of record in Book 6193, page 41, in the Davidson County Register's Office.

f. Matters depicted or disclosed by survey of Wendell H Talley, Sr., of Barge, Waggoner, Sumner & Cannon, dated February 24, 1984, last revised April 19, 2000, to specifically include concrete walks along the South and East sides of the property; electric vaults located across the South property line; fins projecting from face of building over a portion of Arcade (Overton) Alley; steam and chilled water service lines cross the property; and flood lights located on the building entend into Arcade Alley.

g. Rights of tenants in possession, as tenants only, under unrecorded leases.