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 226 (Part of)

Davidson County DEEDWARR
Recvd: 09/29/00 16:20 5pgs
Fees:23.00 Taxes:1933.96
20000929-0096718

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 28 day of September, 2000.

GRANTOR:

AMERICAN REALTY TRUST, INC., a Georgia corporation

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

WITNESS:

Date: 9/28/00

THE STATE OF TEXAS §
§
COUNTY OF _____ §

Personally appeared before me, PAT FERTITTA, a Notary Public in and for said County and State, HENRY 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 28th day of September, 2000.

Pat Fertitta
NOTARY PUBLIC

My Commission Expires:

PAT FERTITTA
Notary Public, State of Texas
My Commission Exp. 05-27-200

PAT FERTITTA
(Printed Name of Notary)

THE STATE OF TEXAS §
§
COUNTY OF_____ §

The actual consideration or value, whichever is greater, for this transfer, is $522,692.00.

AMERICAN REALTY TRUST, INC., a Georgia corporation

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

Sworn to and subscribed before me this 28th day of September, 2000.

Pat Fertitta
NOTARY PUBLIC

My Commission Expires:

PAT FERTITTA
Notary Public, State of Texas
My Commission Exp. 05-27-2003

PAT FERTITTA
(Printed Name of Notary)

EXIHIBIT "A"

Being a parcel of land in Nashville, First Civil District, Twentieth Councilmanic District, Davidson County, Tennessee, located north of Dominican Drive and east of Ninth Avenue North, being a portion of Lot 23F as shown on the plat titled Metrocenter Resubdivision of Tract 23C & 23F as of record on Instrument No. 200009210094035, Register's Office of Davidson County, and property conveyed to American Realty Trust, Inc., by deed of record in Book 11503, page 900, Register's Office of Davidson County, and being more particularly described as follows:

Beginning at an iron pin on the easterly right-of-way line of Ninth Avenue North said pin being the northwest corner of Lot 23F as shown on Plat of record as Instrument No. 199912170304443, and being the land conveyed to Williams Communications, Inc. as of record on Instrument No. 200001050001612, Register's Office of Davidson County, Tennessee;

Thence, along said easterly right-of-way line of Ninth Avenue North the following calls:

along a curve to the left 228.26 feet to an iron pin, said curve having a central angle of 37° 14' 37" a radius of 351.16 feet, a tangent of 118.33 feet, and a chord of N 62° 42' 40" W, 224.26 feet to an existing iron pin;

N 81° 19' 47" W, 80.50 feet to an iron pin;

along a curve to the right 140.82 feet to a point, said curve having a central angle of 41° 45' 01", a radius of 193.26 feet, a tangent of 73.70 feet, and a chord of N 60° 27' 22" W, 137.73 feet;

Thence, leaving said right-of-way with a severance line across said Lot 23C, being conveyed to American Realty Trust, Inc. as of record in Book 11503, page 900, Register's Office of Davidson County, the following calls:

N 78° 44' 24" E, 693.52 feet;
S 11° 03' 40" E, 257.20 feet to an iron pin at the northeast corner of said original Lot 23 F;

Thence, with the north line of said original Lot 23F S 78° 44' 24" W, 337.30 feet to the point of beginning.

Containing 130,673 square feet or 3.00 acres, more or less.

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 of Davidson County, Tennessee.

EXHIBIT "B"
TO SPECIAL WARRANTY DEED

1. Taxes for the year of 2000, a lien, not yet due and payable.

2. Subject to all matters shown on the Plan of record in Book 9700, page 270, and Instrument No. 199912170304443 and Instrument No. 200009210094035, 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 5792, page 787, and in Book 7012, page 61, Register's Office for Davidson County, Tennessee, and as further amended by 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.

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. Subject to all matters shown on the ALTA/ACSM Land Title Survey for American Realty Trust, Inc. dated July 21,2000, last revised September 27, 2000, File No. 11469-92, from Barge, Waggoner, Sumner & Cannon, Inc. by Kirk S. Duclos, TRLS No. 1936.