Bk 49

Player's Club

THIS INSTRUMENT PREPARED BY:

G. Lee Burns, Jr.
Glenborough Realty Trust Incorporated
400 South El Camino Real
San Mateo, California 94402

Davidson County DEEDWARR
Recvd: 01/10/01 15:31 7pgs
Fees:31.00 Taxes:36356.23
20010110-0003339

SPECIAL WARRANTY DEED

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

Property Address:

1100 Players Court
Nashville, TN 37211

Mail Tax Bill to:
WESTDALE INTERSTATE PROPERTIES
3300 COMMERCE BOULEVARD EAST
DALLAS, TX 75226

Map and Parcel No. of Property:

Parcel No. 226 as shown on
Davidson County Property Map No. 161.

Name and Address of Property Owner:

Glenborough Fund VI, LLC
400 South El Camino Real
San Mateo, California 94402

Please Return To:
American Title Company
1909 Woodall Rodgers Frwy.
Suite 400
Dallas, Texas 75201

That GLENBOROUGH FUND VI, LLC, a Delaware limited liability company (hereinafter called "Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration paid to Grantor by WESTDALE INTERSTATE PROPERTIES, LTD., a Texas limited partnership (hereinafter called "Grantee"), the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to Grantee the real property situated in Davidson County, Tennessee described in Exhibit A attached hereto and made a part hereof, together with all improvements thereon, fixtures affixed thereto, and appurtenances (the "Property"), subject to general real estate taxes on the Property for the current year, zoning laws, regulations and ordinances of municipal and other governmental authorities, if any, affecting the Property, and all of the encumbrances described in Exhibit B attached hereto and made a part hereof (all of the foregoing hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the Property, together with all and singular the rights, and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns forever, and Grantor does hereby bind itself and its successors and assigns to warrant and forever defend all and singular the Property unto Grantee, its 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, subject, however, to the Permitted Encumbrances.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.
SIGNATURE PAGE TO FOLLOW.

IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on the date set forth in the acknowledgement to be effective as of the 22 day of December, 2000.

GRANTOR: Glenborough Fund VI, LLC,
a Delaware limited liability company

By: GRT VI, Inc.,
a Delaware corporation
Its Managing Member

By: _____

Its: Vice President

State of California)
) ss:
County of San Mateo)

On December 28, 2000, before me, Kari Leigh Culp, Notary Public, personally appeared G. Lee Burns, Jr., personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Kari Leigh Culp
Notary Public

Notarial Seal
(including expiration date of commission)

KARI LEIGH CULP
Commission # 1175629
Notary Public - California
Santa Cruz County
My Comm. Expires Mar 7, 2002

AFFIDAVIT

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 9,826,007.00, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

AFFIANT:

GLENBOROUGH FUND VI, LLC,
a Delaware limited liability company

By: GRT VI, Inc.,
a Delaware corporation
Its Managing Member

By: _____

Its: Vice President

SUBSCRIBED AND SWORN TO BEFORE ME on this 22nd day of December, 2000.

_____
Notary Public, State of California

_____
Printed/Typed Name of Notary

KAREN J. WESSON
Comm. # 1147884
NOTARY PUBLIC - CALIFORNIA
San Mateo County
My Comm. Expires July 21, 2001

My commission Expires: July 21, 2001

Players

EXHIBIT A

LEGAL DESCRIPTION
(SITE TN-23)

LAND in Davidson County, Tennessee, being Lot No. 2, on the Plan of Section Two, West Fork, as shown on plat of record in Plat Book 6250, page 985, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Glenborough Fund VI, LLC, a Delaware limited liability company, by Deed of Record in Book 11243, page 62, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

Taxes and/or any assessments levied for the year 2001 and subsequent years. Tax Parcel No. 161/226.

Restrictions as contained in Book 6458, page 94 and amended in Book 6598, page 52; Book 6706, page 1; and Book 6764, page 358.

Storm Water Detention Agreement of record in Book 6871, page 814.

Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 4892, page 536.

Easement(s) to City of Nashville, as set forth in instrument recorded in Book 2595, page 563.

ALL matters shown on Plat recorded in Book 6250, page 985.

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