FILE BOX 57

Davidson County DEEDWARR
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Fees:27.00 Taxes:16007.30

20010327-0029487

THIS INSTRUMENT PREPARED BY:

Thomas C. Scott

TUNE, ENTREKIN & WHITE, P.C.

21st Floor, AmSouth Center

315 Deaderick Street

Nashville, Tennessee 37238

(615) 244-2770

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater for this transfer is $4,326,298.00

AFFIANT

Subscribed and sworn to before me, this 19th day of March, 2001.

NOTARY PUBLIC

DARREN M. SHARLACH
Notary Public, State of New York
No. 02SH6003044
Qualified in New York County
Commission Expires Feb. 23, 2002

My Commission Expires: 2/23/02

Address New Owners as Follows:	**Send Tax Bills To:**	**Map-Parcel Number:**
MCPA-PLUS (TN) ASSOCIATES c/o W. P. Carey & Co. LLC 50 Rockefeller Plaza, Second Floor New York, NY 10020	Gibson Guitar Corporation 309 Plus Park Boulevard Nashville, TN 37217	Map: 106 Parcel: 122

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged,

Independent Realty Concepts, LLC, a Delaware limited liability company ("Grantor") does hereby bargain, sell, transfer and convey unto MCPA-PLUS (TN) ASSOCIATES, a Tennessee joint venture, ("Grantee") its successors and assigns, all its right, title and interest in and to property located in Nashville Davidson County, Tennessee and more particularly described on the attached Exhibit A.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever.

AND Grantor, does hereby covenant with the said Grantee, that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it and that the same is unencumbered, except for the matters set forth on Exhibit B attached hereto.

AND Grantor does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to said land to the said Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under the Grantor, but not further.

IN WITNESS WHEREOF, this Special Warranty Deed has been executed this 14th day of March, 2001.

INDEPENDENT REALTY CONCEPTS, LLC
a Delaware limited liability company

By: _____
David H. Berryman, Sole Member

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared David H. Berryman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Sole Member, authorized to execute this instrument on behalf of INDEPENDENT REALTY CONCEPTS, LLC, the within named bargainor, and that he as such Sole Member, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as Sole Member.

WITNESS my hand and official seal at office on this the 14th day of March, 2001.

_____
NOTARY PUBLIC

My Commission Expires: 9-29-01

EXHIBIT "A"

Being a parcel of land in Nashville, First Civil District, Sixteenth Councilmanic District, Davidson County, Tennessee, generally located south of Murfreesboro Pike, east of Interstate Highway 24 and West of Plus Park Boulevard, being property conveyed to Independent Realty Concepts, LLC by deed of Record in Book 10895, Page 197, R.O.D.C. also being Lot 7 as shown on the plan of The Plus Park, Section Seven of Record in Plat Book 4470, Page 108, R.O.D.C. and being more particularly described as follows:

BEGINNING at an iron pin found in the Westerly right-of-way line of Plus Park Boulevard (a 60-foot right-of-way), said pin being the southeasterly corner of property conveyed to The Volunteer Building by deed of record in Book 11236, Page 176, R.O.D.C., said pin also being 1365.32 feet more or less from a curve return to the southerly right-of-way line of Murfreesboro Pike;

THENCE, along the Westerly right-of-way line of Plus Park Boulevard (being the same as the boundary line) the following calls;

along a curve to the left, 163.50 feet to an iron pin (found), said curve having a central angle of 22 degrees 22 minutes 12 seconds , a radius of 418.77 feet, a tangent of 82.80 feet and a chord of South 01 degree 32 minutes 50 seconds West 162.46 feet;

South 09 degrees 38 minutes 16 seconds East , 104.21 feet to an iron pin (found);

along a curve to the right, 374.49 feet to an iron pin in the northeasterly corner of property conveyed to Printing Industry Association of the South by deed of record in Book 7830, Page 960, R.O.D.C., said curve having a central angle of 28 degrees 44 minutes 19 seconds, a radius of 745.61 feet, a tangent of 191.27 feet and a chord of South 04 degrees 43 minutes 54 seconds West 370.57 feet;

THENCE with the Northerly line of property of Printing Industry Association of the South, North 70 degrees 53 minutes 47 seconds West, 280.65 to an iron pin (set) in the Easterly right-of-way line of Interstate Highway 24 (variable width right-of-way);

THENCE, along the Easterly right-of-way line of Interstate Highway 24 (being the same as the boundary line) the following calls;

North 02 degrees 00 minutes 00 seconds East, 235.41 feet to an iron pin (found);

North 01 degree 44 minutes 36 seconds East, 199.20 feet to an iron pin (found);

North 01 degree 52 minutes 40 seconds East, 167.78 feet to an iron pin (found) in the southwesterly corner of property conveyed to The Volunteer Building by deed of record in Book 11236, Page 176, R.O.D.C.;

THENCE, along the Southerly line of said property, South 77 degrees 16 minutes 04 seconds East, 269.57 feet to the point of beginning;

Containing 174,322 square feet or 4.00 acres, more or less.

Being the same property conveyed to Independent Realty Concepts, LLC, by Deed of record in Book 10895, page 197, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

1. Taxes for the year 2001, not yet due and payable as of the date of this Lease.

2. Terms and conditions of that certain Slope Easement(s) as set forth in instrument recorded in Book 4548, page 903, Register's Office for Davidson County, Tennessee, and as shown on Survey prepared by Barge Waggoner Sumner and Cannon, Inc. dated February 7, 2001, Job No. 07440-14.

3. All matters shown on Plat recorded in Book 4470, page 108, amended in Book 4982, page 267, Register's Office for Davidson County, Tennessee, including:

a. 15 foot public utilities and drainage easement along northerly, westerly and southerly property line; and
b. 30 foot building setback,

and as shown on survey prepared by Barge Waggoner Sumner and Cannon, Inc. dated February 7, 2001, Job No. 07440-14.

4. Declaration of Restrictions and Easements as contained in Book 4530, page 348 and Book 4548, page 895, Register' s Office for Davidson County, Tennessee.

5. Terms and conditions of the certain (Sub)-Lease dated November 1, 1996 by and between Nashville Corporate Center Company, as Lessors, and State of Tennessee, as Lessee, recorded in Book 10250, page 804, Register's Office for Davidson County, Tennessee.

6. Deed of Trust, Assignment of Rents and Security Agreement made April 17, 1998, as of April 21, 1998 among Independent Realty Corporation, Lawyers Title Insurance Corporation, as Trustee, and Suntrust Mortgage, Inc., recorded in Book 10895, page 203, Register's Office for Davidson County, Tennessee.

Together with the following supporting document(s):

a. Assignment of Leases and Rents recorded in Book 10895, page 219, as assigned to State Street Bank, Trustee in Instrument No. 20000921-0094023, Register's Office for Davidson County, Tennessee.

b. Fixture Filing recorded in Book 10895, page 225, Register's office for Davidson County, Tennessee.

c. Financing Statement filed with Secretary of State under File No. E-0052812.

d. Assignment of Note, Deed of Trust, Assignment of Leases and Rents and Loan Documents recorded in Book 10895, page 231, Register's Office for Davidson County, Tennessee.

7. Survey prepared by Barge Waggoner Sumner and Cannon, Inc. dated February 7, 2001, Job No. 07440-14 shows the following:

a. one story frame portable building lies within the 20 foot building setback line along westerly property line; and
b. curbing extends over easterly properly line into Plus Park Boulevard.

8. Amended and Restated Master Lease Agreement, dated as of April 17, 1998, by and between Independent Realty Concepts, L.L.C. as lessor, and Gibson Guitar Corporation, as tenant.