File 35 L

RECORDING REQUESTED BY
WHEN RECORDED MAIL TO:

Linton W. Hengerer
Grossberg, Yochelson, Fox & Beyda LLP
2000 L Street, N.W., Suite 675
Washington, DC 20036-4907

THIS INSTRUMENT PREPARED BY:

William L. McCown
Attorney for Northwestern Mutual Life
Insurance Company
720 East Wisconsin Avenue
Milwaukee, WI 53202

Davidson County DEEDWARR
Recvd: 07/19/01 15:56 6pgs
Fees:33.00 Taxes:24975.00
20010719-0076899

SPACE ABOVE THIS LINE FOR RECORDER'S USE

IRE 320984

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made as of the 19TH day of July, 2001, between THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY, a Wisconsin corporation, ("Transferor") and SouthPlace Associates, LLC, a Delaware limited liability company ("Transferee").

Transferor, in consideration of the sum of Ten ($10.00) Dollars and other good and valuable consideration from Transferee, the receipt whereof is hereby acknowledged, does hereby convey to Transferee, its heirs, successors, and assigns, the real property situated in the County of Davidson and State of Tennessee which is more particularly described on Schedule 1 hereto, being the same property conveyed to Transferor herein by Warranty Deed of record at Instrument No. 210403 in Book 7843, Page 149 in the Register's Office of Davidson County, Tennessee together with any appurtenances thereto, and together with any estate, right, title, interest, or claim of Transferor, either in law or equity, to the above premises, but SUBJECT, HOWEVER, TO:



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1. Real Estate Taxes not yet due and payable;
2. General and Special Assessments payable after the date hereof;
3. Liens, claims, easements, covenants, restrictions, encumbrances, and other matters of record;
4. Zoning and other laws, ordinances, and regulations;
5. Public utility, drainage, and highway easements, whether or not of record;
6. Rights of parties in possession; and
7. Encroachments and other matters which would be disclosed by an accurate survey or an inspection of the above premises.

The Northwestern Mutual Life Insurance Company hereby covenants with Transferee, its heirs, successors, and assigns, to forever WARRANT AND DEFEND the same against the lawful claims and demands of all persons claiming by, through or under The Northwestern Mutual Life Insurance Company, but against none other.

IN WITNESS WHEREOF, this deed has been executed as of the day and year first written above.

**THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY**, a Wisconsin corporation

By: Northwestern Investment Management Company, LLC, a Delaware limited liability company, its wholly-owned affiliate and authorized representative

By: _____
Name: Donald L. O'Dell
Its: Managing Director

Attest: _____
Name: Daniel C. Knuth
Title: Assistant Secretary



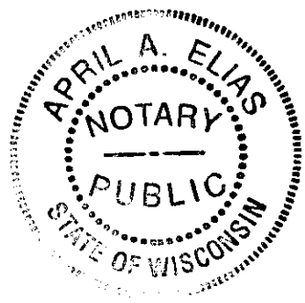
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STATE OF WISCONSIN )
) SS.
COUNTY OF MILWAUKEE )

On this 17th day of July, 2001, before me appeared Donald L. O'Dell and Daniel C. Knuth who are personally to me known and known to me to be a Managing Director and Assistant Secretary of Northwestern Investment Management Company, LLC, and to be the same persons who, as such officers, executed the foregoing instrument of writing in the name of said limited liability company and duly and severally acknowledged the execution thereof as the free act and deed of said limited liability company as an authorized representative of The Northwestern Mutual Life Insurance Company.

And then and there the said Donald L. O'Dell and Daniel C. Knuth, being by me first duly sworn, did say, each for himself, that the said Donald L. O'Dell is Managing Director and the said Daniel C. Knuth is Assistant Secretary of Northwestern Investment Management Company, LLC, that the seal affixed to the foregoing instrument is the corporate seal of The Northwestern Mutual Life Insurance Company and that said instrument was signed and sealed in its behalf.

April A. Elias
Notary Public, State of Wisconsin
My Commission expires: July 11, 2004






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STATE OF NEW YORK )
) ss
COUNTY OF NEW YORK )

I, 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 $6,750,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Lee M. Elm

Subscribed and sworn to before me this 16th day of July, 2001.

Harald Mootz, Notary Public

My Commission Expires:

HARALD G. MOOTZ
Notary Public, State of New York
No. 01MO5087037
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Oct. 27, 2002

HARALD G. MOOTZ NOTARY PUBLIC STATE OF NEW YORK

Property Address: 5880 Nolensville Pike
Nashville, TN

MAP Parcel Numbers: Map 172; Parcel 122

New Owner:
Mail Tax Bills to: Lee Elman
Elman Investors, Inc.
50 ½ East 64th Street
New York NY 10021



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# SCHEDULE 1
## Legal Description

Land in Davidson County, Tennessee, being Lot No. 1 of South Place Office Park, of record in Book 6900, page 696, Register's Office for Davidson County, Tennessee, more particularly described as follows:

Beginning at a concrete monument located in the easterly right-of-way margin of Nolensville Pike, 40 foot right-of-way from centerline, said monument is the northwesterly property corner of the herein described tract and is also the southwesterly property corner of the Thomas H. Smith Property as described in Deed Book 3343, Page 196, R.O.D.C., Tennessee; thence leaving the aforementioned right-of-way margin and following the southerly boundary of the aforementioned T. H. Smith property South 80°16'44" East a distance of 284.38 feet to a concrete monument; thence leaving the T. H. Smith property South boundary and following the southerly boundary of the Woodbine Funeral Home, Inc. property as described in Deed Book 6592, Page 805, R.O.D.C., Tennessee, South 80°07'15" East a distance of 91.42 feet to a concrete monument; thence following the R. G. Gregory and V. M. Williams boundary as described in Deed Book 6309, Page 864, R.O.D.C., Tennessee, South 09°50'13" West a distance of 31.99 feet to a concrete monument; thence South 27°55'02" East a distance of 197.10 feet to a concrete monument; thence South 41°24'58" East a distance of 99.75 feet to a concrete monument; thence South 64°53'46" East a distance of 192.80 feet to a concrete monument; thence following the easterly boundary of Monte Carlo Estates Section I as recorded in Plat Book 4675, Page 68, R.O.D.C., Tennessee, South 34°46'45" East a distance of 270.73 feet to a concrete monument; thence South 60°17'08" West a distance of 176.32 feet to a concrete monument; thence North 55°23'40" West a distance of 146.02 feet to a concrete monument; thence South 58°31'32" West a distance of 179.91 feet to a concrete monument; thence South 25°03'21" West a distance of 169.54 feet to a concrete monument; thence South 17°39'17" East a distance of 125.05 feet to a concrete monument; thence South 17°13'44" West a distance of 291.60 feet to a concrete monument located in the northerly right-of-way margin of Barnes Road 30 foot right-of-way from centerline; thence following said right-of-way margin North 72°50'10" West a distance of 298.54 feet to a concrete monument; thence following a curve to the right having a radius of 25 feet, a central angle of 69°07'11" for an arc distance of 30.16 feet to a concrete monument located in the easterly right-of-way margin of Nolensville Pike, 40 feet right-of-way to centerline; thence following said right-of-way margin North 03°42'59" West a distance of 540.34 feet to a concrete monument; thence following a curve to the right having a radius of 2,825.00 feet, a central angle of 13°11'51" for an arc distance of 650.71 feet to the point of beginning, tract contains 14.452 acres, more or less, or 629,526 square feet, more or less.

Being the same property conveyed to The Northwestern Mutual Life Insurance Company by deed from Eakin & Smith, Inc. of record in Book 7843, page 149 Register's Office for Davidson County, Tennessee.

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