SPECIAL WARRANTY DEED

CORNERSTONE SUBURBAN OFFICE, L.P., a Delaware limited partnership ("Grantor"), for and in consideration of the sum of Ten and No/100 Dollars ($10.00) paid to Grantor and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has, GRANTED, SOLD, and CONVEYED and does hereby GRANT, SELL, and CONVEY unto EP REAL ESTATE FUND, L.P., a Tennessee limited partnership ("Grantee"), certain land located in Nashville, Tennessee, being more particularly described in Exhibit A attached hereto, together with all improvements located on such land (such land and improvements being collectively referred to as the "Property").

TO HAVE AND TO HOLD the Property, together with all rights and appurtenances pertaining thereto, including all of Grantor's right, title and interest, if any, in and to adjoining streets, alleys and rights-of-way, unto Grantee and Grantee's successors, heirs, and assigns forever; and Grantor does hereby bind itself and its successors and heirs to warrant and forever defend the Property unto Grantee and Grantee's successors, heirs, and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through, or under Grantor, but not further or otherwise. This conveyance is made and accepted subject to all matters and conditions of record and those matters set out in Exhibit B attached hereto.

For the considerations aforesaid, Grantor does hereby bargain, sell, quitclaim, remise, release, and convey unto Grantee any right, title, and interest Grantor may have in the real property described on Exhibit C attached hereto and the improvements located thereon.

EXECUTED as of the 4th day of June, 2002.

CORNERSTONE SUBURBAN OFFICE, L.P., a Delaware limited partnership

By: Cornerstone Office Management, Limited Liability Company, a Delaware limited liability company, its general partner

By: Cornerstone Real Estate Advisers, Inc., a Massachusetts corporation, its managing member

By: Ronald J. Leoni

Its: Vice President

Davidson County DEEDWARR
Recvd: 06/04/02 14:50 9pgs
Fees:48.00 Taxes:92340.90
20020604-0067640

STATE OF Illinois

COUNTY OF Cook

Personally appeared before me, John R. Wooton, a Notary Public in and for said State and County, Ronald J. Leoni, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, under oath, acknowledged that he/she executed the within instrument for the purposes therein contained, and who further acknowledged that he/she is the Vice President of Cornerstone Real Estate Advisers, Inc., the managing member of Cornerstone Office Management, Limited Liability Company, the general partner of maker Cornerstone Suburban Office, L.P., and that he/she is authorized by said managing member, the managing member being authorized by said general partner, said general partner being authorized by maker, to execute this instrument on behalf of the maker.

Witness my hand and seal at office this 29th day of May, 2002.

"OFFICIAL SEAL"
JOHN R. WOOTON
Notary Public, State of Illinois
My Commission Expires 08/19/05

John R. Wooton
Notary Public

My Commission Expires:

Tax Parcel ID Number: 131-6-A/1
131-6-A/2

Property Address:
1 and 30 Burton Hills Blvd
Nashville, TN 37215

Mail tax bills to: (Person or Agency responsible for payment of taxes)
EP Real Estate Fund, L.P.
c/o Eakin Properties, LLC
5141 Virginia Way
Brentwood, TN 37027

Name and address of new owner:
SAME

This instrument prepared by:
W. Rowlett Scott
Armstrong Allen, PLLC
80 Monroe Avenue, Suite 700
Memphis, Tennessee 38103

Surveyor: Kenneth R. Shreeve
License No. TN RLS No. 2298

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 $24,957,000 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

John W Eakin
Affiant

STELLA M. McDANIEL NOTARY PUBLIC AT LARGE DAVIDSON CO. TENN.

Subscribed and sworn to before me this 4th day of June, 2002.

Stella M McDaniel
Notary Public

My commission expires: STELLA M. McDANIEL Notary Public, Davidson Co., TN My Comm. Expires Nov. 27, 2004

Please return to:
Stokes Bartholomew Evans & Petree, P.A.
424 Church St., Suite 2800
Nashville, TN 37219
Attn: Robert R. Campbell, Jr.

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EXHIBIT A

BURTON HILLS I

Land lying in the Thirty-Third (33rd) Councilmanic District of Nashville, Davidson County, Tennessee, and being Parcel 1, Tract 1 as shown on the plan of the Resubdivision of Tracts 1, 2 and 11, of Burton Hills as of record in Book 6250, Page 978, as amended in Book 6900, Page 304, Register's Office, Davidson County, Tennessee ("R.O.D.C."), and being more particularly described as follows:

Beginning at an iron rod on the easterly right-of-way of Hillsboro Pike, said iron rod being South 66 degrees 32 minutes 05 seconds East 6.49 feet from a concrete monument, said monument being at the northwesterly corner of the property conveyed to Burton Hills, of record in Book 6326, Page 580, R.O.D.C., and the southwesterly corner of Overton Hills, of record in Book 843, Page 66, R.O.D.C., Tennessee; thence with the newly dedicated right-of-way of Hillsboro Pike, said dedicated right-of-way being 52.00 feet from the centerline of said road, South 51 degrees 09 minutes 12 seconds West 204.85 feet to an iron rod; thence South 45 degrees 37 minutes 20 seconds West 51.80 feet to an iron rod, said iron rod being the true point of beginning; thence leaving said right-of-way South 44 degrees 22 minutes 40 seconds East 33.00 feet to an iron rod; thence South 89 degrees 17 minutes 20 seconds East 61.24 feet to an iron rod; thence North 48 degrees 58 minutes 59 seconds East 33.00 feet to an iron rod in the southerly right-of-way of Burton Hills Boulevard, said dedicated right-of-way being 92.00 feet; thence with said right-of-way and with a curve to the left, said curve having a radius of 281.53 feet, an arc length of 205.47 feet, a chord of South 61 degrees 55 minutes 30 seconds East 200.94 feet to an iron rod; thence South 82 degrees 50 minutes 00 seconds East 149.60 feet to an iron rod; thence with a curve to the right, said curve having a radius of 616.90 feet, an arc length of 599.36 feet, a chord of South 55 degrees 00 minutes 00 seconds East 576.06 feet to an iron rod; thence with a curve to the right, said curve having a radius of 330.57 feet, an arc length of 392.33 feet, a chord of South 06 degrees 50 minutes 00 seconds West 369.71 feet to an iron rod; thence South 40 degrees 50 minutes 00 seconds West 48.00 feet to an iron rod; thence with a curve to the left, said curve having a radius of 601.31 feet, an arc length of 129.27 feet, a chord of South 34 degrees 40 minutes 29 seconds West 129.02 feet to an iron rod; thence leaving said right-of-way North 45 degrees 00 minutes 00 seconds West 254.01 feet to an iron rod; thence North 45 degrees 00 minutes 00 seconds East 100.00 feet to an iron rod; thence North 45 degrees 00 minutes 00 seconds West 475.00 feet to an iron rod; thence South 45 degrees 00 minutes 00 seconds West 100.00 feet to an iron rod; thence North 45 degrees 00 minutes 00 seconds West 484.41 feet to an iron rod in the easterly right-of-way of Hillsboro Pike; thence with said right-of-way North 45 degrees 37 minutes 20 seconds East 139.87 feet to the point of beginning, containing 9.17 acres or 399,445.2 square feet, more or less.

Being the same property conveyed to Massachusetts Mutual Life Insurance Company, a Massachusetts corporation by deed from Burton Hills Properties Phase I, a Kentucky general partnership, of record in Book 8304, Page 966, Register's Office for Davidson County, Tennessee.

Tax Parcel ID No.: 07DA 91506 Map Number: 131-6A

BURTON HILLS II

A. Fee Simple Tract

Tract I:

Land lying in the Thirty-Third (33rd) Councilmanic District of Nashville, Davidson County, Tennessee, and being Parcel 2, Tract 2 as shown on the plan of the Resubdivision of Tracts 1, 2 and 11 of Burton Hills as of record in Book 6250, Page 978, as amended in Book 6900, Page 304, Register's Office, Davidson County, Tennessee ("R.O.D.C."), and being more particularly described as follows:

Beginning at an existing iron rod, said rod located on the westerly line of the property described herein, also being the northeasterly corner of Parcel 17, Tract 17, and located on the southerly line of Parcel 1, Tract 1, said rod being North 47 degrees 01 minute 57 seconds East 117.06 feet, North 29 degrees 04 minutes 20 seconds East 105.81 feet, North 39 degrees 52 minutes 35 seconds East 236.95 feet; thence North 45 degrees 37 minutes 20 seconds East 55.30 feet, South 45 degrees 00 minutes 00 seconds East 431.98 feet from a concrete monument in the easterly right-of-way of Hillsboro Road and intersection of Burton Hills Boulevard; thence South 45 degrees 00 minutes 00 seconds East 52.43 feet to an existing iron rod; thence North 45 degrees 00 minutes 00 seconds East 100.00 feet to an existing iron rod, thence South 45 degrees 00 minutes 00 seconds East 238.00 feet to an existing iron rod, thence South 45 degrees 00 minutes 00 seconds West 459.47 feet to an existing P.K. Nail in the northerly right-of-way of Burton Hills Boulevard; thence with said Right-of-way and a curve to the left, said curve having a radius of 969.00 feet, an arc length of 317.49 feet and a chord bearing and distance of North 54 degrees 37 minutes 41 seconds West 316.07 feet to an existing P.K. Nail; thence leaving said right-of-way North 26 degrees 02 minutes 15 seconds East 225.56 feet to an existing P.K. Nail; thence with a curve to the right, said curve having a radius of 1194.56 feet, an arc length of 98.64 feet, and a chord bearing and distance of South 61 degrees 38 minutes 20 seconds East 98.61 feet to an existing P.K. Nail; thence North 45 degrees 00 minutes 00 seconds East 170.78 feet to the point of beginning and containing 3.359 acres or 146,317.5 square feet, more or less.

Being the same property conveyed to Massachusetts Mutual Life Insurance Company, a Massachusetts corporation by Trustee's Deed from W. Rowlett Scott, Trustee, of record in Book 8340, Page 626, Register's Office for Davidson County, Tennessee.

B. Easement Tracts

Easements for ingress and egress and pedestrian and traffic circulation to and from Burton Hills Boulevard over paved driveways under the Declaration of Reciprocal Rights and Easements dated November 11, 1988, of record in Book 7703, Page 301, in the Register's Office of Davidson County, Tennessee, on and across the following described property:

Tract II

Land in Davidson County, Tennessee, being Parcel 18, Tract 18 on the Plan of the Resubdivision of Tracts 15 and 18, Burton Hills, of record in Book 6900, Page 607, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being the same property conveyed to Burton Hills III, L.L.C., a Tennessee limited liability company by Special Warranty Deed from Tennessee Real Estate Investments, L.P., a Tennessee limited partnership, of record in Book 9780, Page 817, Register's Office for Davidson County, Tennessee.

Tract III

Land in Davidson County, Tennessee, being Parcel 22, Tract 22 on the Plan of the Resubdivision Plat of Tract 22 of Burton Hills, of record in Book 9700, Page 158, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being the same property conveyed to Corrections Corporation of America, a Delaware corporation by Special Warranty Deed from Tennessee Real Estate Investments, L.P., a Tennessee limited partnership, of record in Book 9988, Page 180, Register Office for Davidson County, Tennessee.

Tract IV

Land in Davidson County, Tennessee, being Parcel 17, Tract 17 on the Plan of the Resubdivision of Tracts 1, 2 and 11, of Burton Hills, of record in Book 6250, Page 978, as amended in Book 6900, Page 304, Register's Office for Davidson County, Tennessee, to which plans reference is hereby made for a more complete description.

Being the same property conveyed to Joseph N. Barker, Trustee, by Quitclaim Deed from Tennessee Real Estate Investments, L.P., a Tennessee limited partnership, of record in Book 10237, Page 827, and re-recorded in Book 10244, Page 907, Register's Office for Davidson County, Tennessee.

Tax Parcel ID No.: 131-06-0A 002.00 CO

Being the property conveyed to Grantor by deeds recorded in Book 10471, Page 926 and Book 10474, Page 316, Register's Office, Davidson County, Tennessee.

EXHIBIT B

1. [Intentionally deleted]

2. Taxes for the year 2002, a lien, which are not yet due and payable. Tax Parcel Nos. 131-6-A-2; 131-6-A-1; 131-6-A-18; 131-6-A-17; and 131-6-A-22.

3. If improvements are completed after January 1 of any year, the Law requires supplemental assessment for the year in which improvements are completed as defined by Statute.

4. Short Form Lease as of record in Book 10068, page 583. (Tract II, Parcel B, Easement Tract 1)

5. Memorandum of Lease as of record in Book 10911, page 319. (Tract II, Parcel B, Easement Tract 1)

6. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 6470, page 366, and in any allied instrument(s) referred to in said restrictions. (Tract I)

7. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 547.

8. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 563.

9. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 571.

10. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 590.

11. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7240, page 595.

12. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7275, page 826.

13. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 880.

14. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 884.

15. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 888.

16. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 929.

17. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 934.

18. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7461, page 939.

19. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7593, page 508.

20. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7593, page 531.

21. Deeds of Conveyance to Burton Hills Properties for water and/or sewer distribution system of record in Book 7593, page 570.

22. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 7519, page 978. (Tract II, Parcel A; Tract II, Parcel B, Easement Tracts 1 and 3)

23. Grant of 20' Public Utility Easement as of record in Book 10222, page 436. (Tract II, Parcel B, Easement Tract 2)

24. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 10248, page 243. (Tract II, Parcel B, Easement Tract 1)

25. Storm Water Detention Agreement of record in Instrument No. 200110150112114. (Tract II, Parcel B, Easement Tract 3)

26. Easement(s) to XO Tennessee, Inc., as set forth in instrument recorded in Instrument No. 200012140123189. (Tract II, Parcel B, Easement Tract 2)

27. Declaration of Reciprocal, Rights, and Easements as of record in Book 7703, page 301. (Tract II, Parcel A)

28. ALL matters shown on Plat recorded in Book 6250, page 978 as amended in Book 6900, page 304.

29. Deed of Trust given to Stuart Jones, as Trustee(s) in Instrument No. 200110020106251, securing EBS Foundation.

Together with the following supporting document(s):
(a) Subordination Agreement as of record in Instrument No. 200110040107918.
(b) Deed of Trust and Security Agreement as of record in Book 9980, page 843.
(c) Assignment of Rents and Leases as of record in Book 9980, page 868.
(d) Subordination Agreement as of record in Book 9980, page 878.
(e) Amendment to Loan Documents as of record in Instrument No. 200005160049357.
(f) Subordination, Attornment and Non-Disturbance Agreement as of record in 10068, page 587.
(Tract II, Parcel B, Easement Tract 1)

30. Deed of Trust given to Lesa Hartley Skoney, as Trustee(s) in Book 11301, page 245, securing NationsBank, N.A.

Together with the following supporting document(s):
(a) Amended and Restated Deed of Trust and Security Agreement as of record in Book 11625, page 622.
(b) Second Amended and Restated Deed of Trust as of record in Instrument No. 200205060055606.
(Tract II, Parcel B, Easement Tract 2)

31. Deed of Trust given to Daniel S. Harrington, as Trustee(s) in Instrument No. 200012290127501, securing SouthTrust Bank.

Together with the following supporting document(s):
(a) Assignment of Rents and Leases as of record in Instrument No. 200012290127502.
(b) UCC-1 Financing Statement as of record in Instrument No. 200012290127503.
(c) UCC-1 Financing Statement as of record in Instrument No. 200012290127504.
(d) First Amendment to Deed of Trust as of record in Instrument No. 2001041600-36924.
(e) Assignment as of record in Instrument No. 200105040046039.
(f) Assignment of UCC as of record in Instrument No. 200110030107506.
(g) Assignment of UCC as of record in Instrument No. 200110030107507.
(h) Amended and Restated Deed of Trust as of record in Instrument No. 200110030107509.
(i) Amended and Restated Assignment of Rents and Leases as of record in Instrument No. 200110030107510.
(Tract II, Parcel B, Easement Tract 3)

32. Matters shown on survey of Kenneth R. Shreeve dated May 31, 2002.

EXHIBIT C

PROPERTY DESCRIPTION - TRACT I

Land lying in the Thirty-Third Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, and being more particularly described as follows:

Being all of Parcel 1, Tract 1 on the plan entitled "Resubdivision of Tracts 1, 2 & 11 of Burton Hills Subdivision" of record in Book 6250, Page 978, as amended in Book 6900, Page 304, Register's Office for Davidson County, Tennessee, and being described by metes and bounds as follows:

Beginning at an iron rod (new) with cap stamped "Ragan-Smith-Associates" in the southeasterly right of way of Hillsboro Pike (right of way varies) at the common property corner of Parcel 17, Tract 17, said Burton Hills and the herein described Parcel 1, Tract 1; thence,

With the southeasterly right of way of Hillsboro Pike, North 45 degrees 39 minutes 01 seconds East, 139.87 feet to an iron rod (old); thence,

Leaving said right of way of Hillsboro Pike with the line of said Parcel 1, Tract 1, South 44 degrees 26 minutes 18 seconds East, 32.87 feet to an iron rod (old); thence,

South 89 degrees 16 minutes 42 seconds East, 61.26 feet to an iron rod (old); thence,

North 48 degrees 58 minutes 59 seconds East, 32.98 feet to an iron rod (old) in the southerly right of way of Burton Hills Boulevard (92-foot right of way); thence,

With a 281.53-foot radius curve to the left, an arc length of 205.40 feet, an interior angle of 41 degrees 48 minutes 04 seconds and a chord bearing and distance of South 61 degrees 56 minutes 23 seconds East, 200.87 feet to a concrete monument (old); thence,

South 82 degrees 49 minutes 48 seconds East, 149.64 feet to a concrete monument (old); thence,

With a 616.90-foot radius curve to the right, an arc length of 599.28 feet, an interior angle of 55 degrees 39 minutes 32 seconds and a chord bearing and distance of South 54 degrees 59 minutes 41 seconds East, 575.99 feet to a concrete monument (old); thence,

With a 330.57-foot radius curve to the right, an arc length of 391.91 feet, an interior angle of 67 degrees 55 minutes 38 seconds and a chord bearing and distance of South 06 degrees 48 minutes 27 seconds West, 369.36 feet to a broken concrete monument (old); thence,

South 40 degrees 54 minutes 46 seconds West, 48.27 feet to a concrete monument (old); thence,

With a 601.31-foot radius curve to the left, an arc length of 129.52 feet, an interior angle of 12 degrees 20 minutes 28 seconds and a chord bearing and distance of South 34 degrees 34 minutes 55 seconds West, 129.27 feet to an iron rod (old) with cap stamped "Gresham Smith"; thence,

Leaving the right of way of said Burton Hills Boulevard with the southwesterly line of Parcel 1, Tract 1, North 44 degrees 59 minutes 05 seconds West, 254.09 feet to an iron rod (new) with cap stamped "Ragan-Smith-Associates"; thence,

North 45 degrees 00 minutes 26 seconds East, 100.00 feet to an iron rod (old); thence,

North 45 degrees 01 minutes 01 seconds West, 236.99 feet to an iron rod (old) with cap stamped "Gresham Smith"; thence,

North 44 degrees 58 minutes 06 seconds West, 238.01 feet to an iron rod (old); thence,

South 44 degrees 56 minutes 40 seconds West, 100.16 feet to an iron rod (old) with cap stamped "Ogden"; thence,

North 44 degrees 59 minutes 05 seconds West, 52.41 feet to an iron rod (old) with cap stamped "Gresham Smith"; thence,

North 44 degrees 59 minutes 05 seconds West, 484.41 feet to the Point of Beginning and containing 399,468 square feet or 9.171 acres, more or less, as calculated by the above courses and distances.

PROPERTY DESCRIPTION - TRACT II

Land lying in the Thirty-Third Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, and being more particularly described as follows:

Being all of Parcel 2, Tract 2 on the plan entitled "Resubdivision of Tracts 1, 2 & 11 of Burton Hills Subdivision" of record in Book 6250, Page 978, as amended in Book 6900, Page 304, Register's Office for Davidson County, Tennessee, and being described by metes and bounds as follows:

Beginning at a p.k. nail (new) in the northerly right of way of Burton Hills Boulevard (92-foot right of way) that is 322.08 feet easterly, as measured along said right of way, from the easterly terminus of the northeast curve return at the intersection of said Burton Hills Boulevard and Hillsboro Pike; thence,

Leaving said right of way margin with the line of said Parcel 2, Tract 2, North 26 degrees 02 minutes 56 seconds East, 225.56 feet to a p.k. nail (new); thence,

With a 1194.56-foot radius curve to the right, an arc length of 98.64 feet, an interior angle of 04 degrees 43 minutes 52 seconds and a chord bearing and distance of South 61 degrees 36 minutes 40 seconds East, 98.61 feet to p.k. nail (old); thence,

North 45 degrees 01 minutes 13 seconds East, 170.77 feet to an iron rod (old) with cap stamped "Gresham Smith"; thence,

South 44 degrees 59 minutes 05 seconds East, 52.41 feet to an iron rod (old) with cap stamped "Ogden"; thence,

North 44 degrees 56 minutes 40 seconds East, 100.16 feet to an iron rod (old); thence,

South 44 degrees 58 minutes 06 seconds East, 238.01 feet to an iron rod (old) with cap stamped "Gresham Smith"; thence,

South 45 degrees 00 minutes 00 seconds West, 459.50 feet to a p.k. nail (old) in the easterly right of way of said Burton Hills Boulevard; thence,

With said right of way, with a 969.00-foot radius curve to the left, an arc length of 317.49 feet, an interior angle of 18 degrees 46 minutes 21 seconds and a chord bearing and distance of North 54 degrees 37 minutes 10 seconds West, 316.07 feet to the Point of Beginning and containing 146,311 square feet or 3.359 acres, more or less, as calculated by the above courses and distances.