File 35
CTIC (JBP)

SPECIAL WARRANTY DEED

TO: G&I IV OCP, L.P.

FROM: Shorenstein Realty Investors Two, L.P.

This Instrument Prepared By:
Stephen Cox, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, NY 10022

Address New Owner(s) as Follows:	Send Tax Bills To:	Map/Parcel Numbers
G&I Fund IV OCP LLC C/o DRA Advisors LLC 220 East 42nd Street, 27th Floor New York, New York 10017	Same	Map 95 Parcels 30 & 31

Davidson County DEEDWARR
Recvd: 04/29/03 15:45 4pgs
Fees:23.00 Taxes:195175.00
20030429-0057369

STATE OF New York)
COUNTY OF New York)

The actual consideration or value, whichever is greater, for this transfer is $52,750,000.00.

Affiant

Sworn to and subscribed before me, this 28th day of April, 2003.

Notary Public

My Commission Expires:

RUDDICK LAWRENCE
Notary Public, State of New York
No. 31-4762183
Qualified in New York County
Commission Expires July 31, 20 06

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named Buyer, and other good and valuable considerations, the receipt of which is hereby acknowledged **Shorenstein Realty Investors Two, L.P.** (hereinafter called the "Seller"), has bargained and sold, and by these presents does transfer and convey unto **G&I IV OCP, L.P.** (hereinafter called the "Buyer"), and Buyer's successors and assigns all of Seller's interest in certain real property located in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by reference, and any improvements thereon.

The above-referenced property is conveyed subject to the matters set forth on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the said real property, together with all rights and appurtenances thereunto belonging or in any wise appertaining to Buyer, its successors and assigns, forever in fee simple.

Seller further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to said real estate to Buyer, and Buyer's successors and assigns, against the lawful claims of all persons claiming through and under Seller (other than claims arising out of the matters set forth in Exhibit B hereto), but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

This is improved property known as 26 Century Blvd., Nashville, Tennessee 37214 (as to Tract 1); and unimproved property known as 2417 Old Elm Hill Pike, Nashville, Tennessee 37214 (as to Tract 2).

IN WITNESS WHEREOF, Seller has caused this Special Warranty Deed to be executed effective as of the 29th day of April, 2003.

SELLER: Shorenstein Realty Investors Two, L.P.,
a California limited partnership

By: SRI Investors Two, L.P.,
a California limited partnership,
its general partner

By: _____
Gentry Ashmore Hoit
Vice President

STATE OF New York)
COUNTY OF New York)

Before me, Ruddick Lawrence the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Gentry Ashmore Hoit, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged herself to be a Vice President of SRI Investors Two, L.P., the general partner of Shorenstein Realty Investors Two, L.P., the within named bargainor, a California limited partnership, and that she as such Vice President of the general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by herself as Vice President of SRI Investors Two, L.P., general partner of Shorenstein Realty Investors Two, L.P.

Witness my hand and seal, at office in 450 Seventh Ave., New York N.Y., this the 28th day of April, 2003.

_____
Notary Public

My Commission Expires:_____

RUDDICK LAWRENCE
Notary Public, State of New York
No. 31-4762183
Qualified in New York County
Commission Expires July 31, 20 06

EXHIBIT A

PROPERTY DESCRIPTION

TRACT I:

Land in Davidson County, Tennessee, being Lot 1 on the Final Plat Revision to the Re-subdivision of Century City West of record in Book 9700, pages 572 and 573, Register's Office for Davidson County, Tennessee, to which reference is hereby made for a more complete description of said lot.

Being part of the same property conveyed to Shorenstein Realty Investors Two, L.P., by Special Warranty Deed from Willis Corroon Corporation of Tennessee, a Tennessee corporation, of record in Book 9903, page 621, Register's Office for Davidson County, Tennessee.

TRACT II:

A tract of land in the Fifteenth Councilmanic District of Davidson County, City of Nashville, Tennessee, being the same property conveyed to H.S. Allen, et al as evidenced in Deed Book 412, page 470, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin (old) in the south right-of-way of Old Elm Hill Pike, a 50-foot right-of-way; said pin being situated 90.86 feet, more or less, from the easterly end of the southeast return curve at the intersection of Old Elm Hill Pike and Ermac Drive, a 50-foot right-of-way; thence,

1. With the south right-of-way of Old Elm Hill Pike S 68 deg. 56 min. 29 sec. E, a distance of 208.06 feet to an iron pin (old) in the west property line of Lot 1 as shown on the Final Plat of "Resubdivision of Century City West" of record in Book 9700, page 324 and page 325, R.O.D.C., Tennessee; thence,

2. Leaving said south right-of-way with the west property line of said Lot 1, N 03 deg. 03 min. 47 sec. E, a distance of 197.00 feet to an iron pin (old); thence,

3. S. 68 deg. 17 min. 41 sec. E, a distance of 209.72 feet to an iron pin (old); thence,

4. S 68 deg. 18 min. 33 sec. W, a distance of 194.24 feet to the Point of Beginning and containing 38,818 square feet or 0.89 acres, more or less, as calculated by the above courses and distances which were determined within the precision requirements of an ALTA/ACSM "Urban" Land Title Survey of 1992.

Being the same property conveyed to Shorenstein Realty Investors Two, L.P. by deed from Robert J. Notestine, III, Trustee for the NAKP, a Tennessee General Partnership, of record in Book 10426, page 175, Register's Office of Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Real property taxes for 2003, a lien not yet due and payable.

2. Terms, conditions, easements, rights and liens, as set forth in the Declaration of Protective Covenants of record in Book 6504, page 723, as amended in Book 8048, page 30, Register's Office for Davidson County, Tennessee.

3. Matters shown on Plan of record in Book 9700, pages 572 and 573, Register's Office for Davidson County, Tennessee.

4. Memorandum of Lease by and between Willis Corroon Corporation of Tennessee and Magnetek, Inc., of record in Book 9732, page 734, Register's Office for Davidson County, Tennessee.

5. Memorandum of Lease by and between Willis Corroon Corporation of Tennessee and Continental Casualty Company, of record in Book 9776, page 936, Register's Office for Davidson County, Tennessee.

6. Memorandum of Lease by and between Willis Corroon Corporation of Tennessee and Willis-Corroon Corporation, of record in Book 9903, page 613, Register's Office for Davidson County, Tennessee.

7. Assignment of Lessor's Interest in Lease by Shorenstein Realty Investors Two, L.P. to Metropolitan Life Insurance Company of record in Book 10435, page 713, Register's Office for Davidson County, Tennessee.

8. UCC-1 Financing Statement Amendment Continuation naming Shorenstein Realty Investors Two, L.P., as debtor, and Metropolitan Life Insurance Company, a New York corporation, as secured party, of record as instrument No. 20020131-0013574, Register's Office for Davidson County, Tennessee.

9. Deed of Trust, Security Agreement and Fixture Financing Statement executed by Shorenstein Realty Investors Two, L.P., to C. Dewees Berry, IV, trustee, dated April 30, 1997, recorded April 30, 1997 at 3:52 p.m. in Book 10435, page 652, Register's Office for Davidson County, Tennessee, in favor of Metropolitan Life Insurance Company, as amended by First Amendment to Loan Documents of record as Instrument No. 20011227-0142670, Register's Office for Davidson County, Tennessee.