This instrument prepared by:
Tracy H. Michael, Esq.
Piper Rudnick
203 North LaSalle Street, Suite 1800
Chicago, Illinois 60601

After recording return to:
Mike Ross, Esq.
Schain Burney Ross & Citron ltd.
222 North LaSalle Street, Suite 1910
Chicago, Illinois 60601

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
(NAME) Alliance RT Limited Partnership, a Delaware limited partnership	(NAME) Alliance RT Limited Partnership, a Delaware limited partnership	Map 119, Parcel 1
(STREET ADDRESS OR ROUTE NUMBER) 221 North LaSalle Street, 37th floor	(STREET ADDRESS) 221 North LaSalle Street, 37th floor	
(CITY) (STATE) (ZIP) Chicago IL 60601	(CITY) (STATE) (ZIP) Chicago IL 60601	

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, Atlantic-Tennessee Limited Partnership, a Delaware limited partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto the said Alliance RT Limited Partnership, a Delaware limited partnership, the Grantee herein, its (successors), heirs and assigns, certain real estate in Davidson County, Tennessee, as follows:

See Exhibit A attached hereto;
Subject to the matters disclosed on Exhibit B attached hereto.

Davidson County DEEDWARR
Recvd: 09/18/03 15:38 6pgs
Fees:33.00 Taxes:34004.32
20030918-0138517

STATE OF Virginia
COUNTY OF Fairfax

The actual consideration or value whichever is greater, for this transfer is $ 9,190,358.00

Affiant _____ VP

Subscribed and sworn to before me this the 20th *day of August, 2003.*

Notary Public _____

My commission expires: _____ *(Affix Seal)*

Bonnie M. Nelson
NOTARY PUBLIC
Commonwealth of Virginia
My Commission Expires
AUGUST 31, 2004

This is unimproved ( ) property, known as 221 Plus Park Boulevard, Nashville, Tennessee *improved* ☒
(House Number) (Street) (P.O. Address) (City or Town)

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee its (successors), heirs and assigns forever Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter.

Grantor further covenant and bind itself, its heirs and representatives, to warrant and forever defend the title to said real estate to said Grantee, its (successors), heirs and assigns, against the lawful claims of all persons, claiming by, through or under the Grantor.

Whenever used, the singular number shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

Witness our hand this 20th *day of August, 2003, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.*

ATLANTIC TENNESSEE LIMITED PARTNERSHIP, a Delaware limited partnership

By: **SCA-TENNESSEE (3) LLC**, a Delaware limited liability company, its general partner

By: Archstone-Smith Operating Trust, a Maryland real estate investment trust

By: _____
Name: Thomas S. Relf
Title: Vice President

STATE OF Virginia
COUNTY OF Fairfax

Personally appeared before me, Bonnie M. Nelson, a Notary Public in and for said County and State, Thomas S. Reif, of Archstone-Smith Operating Trust, the sole member of SCA-Tennessee ~~Limited~~ (3) LLC ~~Partnership,~~ the general partner of Atlantic-Tennessee Limited Partnership, with whom personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office, this 20th day of August, 2003.

Bonnie M. Nelson
Notary Public

My Commission Expires:

BONNIE M. NELSON NOTARY PUBLIC COMMONWEALTH OF VIRGINIA

Bonnie M. Nelson
NOTARY PUBLIC
Commonwealth of Virginia
My Commission Expires
AUGUST 31, 2004

EXHIBIT "A"

A certain tract of land in the 16th Councilmanic District of Metropoliton Nashville, Davidson County, Tennessee, being all of the same property conveyed to Atlantic-Tennessee Limited Partnership from Shadowbluff, L.P. by Special Warranty Deed of record in Book 10584, page 444, Register's Office for Davidson County (R.O.D.C.), Tennessee, being all of Parcel Number 1.00 as shown on Davidson County Property Map Number 119--00, and being more particularly described as follows:

Beginning at an iron rod(old) with cap stamped "Ragan-Smith & Associates" in the southeasterly corner of Lot 3 as shown on the final plat entitled "THE RESUBDIVISION OF LOT 16 ON THE RESUBDIVISION OF SECTION 12, THE PLUS PARK" of record in Book 5200, page 482, R.O.D.C., Tennessee, said lot being the Invest-X Corporation property of record in Book 8983, page 413, R.O.D.C., Tennessee, said rod also being in the westerly right-of-way of Plus Park Boulevard (60-foot right-of-way) at the existing end of said Boulevard; thence,

Crossing the existing southerly end of said Plus Park Boulevard, North 89 degrees 43 minutes 09 seconds East, 60.00 feet to a p.k. nail(old) in the easterly right-of-way of said Plus Park Boulevard; thence,

With said easterly right-of-way, in a northerly and westerly direction with a 454.59-foot curve to the left, having a central angle of 07 degrees 54 minutes 33 seconds, an arc length of 62.75 feet, and a chord bearing and distance of North 04 degrees 20 minutes 15 seconds West, 62.70 feet to an iron rod(old) with cap stamped "Ragan-Smith & Associates" in the southwesterly corner of Lot 13 as shown on the final plat entitled "RESUBDIVISION OF LOTS 12 & 13 OF THE RESUBDIVISION OF THE PLUS PARK, SECTION 15" of record in Book 5190, page 355, R.O.D.C., Tennessee, said lot being the Jon G. English and Douglas A. Irwin property of record in Instrument Number 20030502-58795, R.O.D.C., Tennessee; thence,

Leaving said easterly right-of-way, with the southerly line of said Lot 3, North 81 degrees 36 minutes 47 seconds East, 107.57 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates" in the most northerly northwest corner of Lot 2 as shown on the final plat entitled "RESUBDIVISION OF LOT NO. 2 ON THE RESUBDIVISION OF LOT 84 & RESERVED PARCEL HILL-N-DALE SECTION TWO" of record in Book 5190, page 746, R.O.D.C., Tennessee, said lot being the Adam W. Quast property of record in Book 1183, page 369, R.O.D.C., Tennessee; thence,

With the westerly line of said Lot 2 for the next four calls:

1. *South 09 degrees 03 minutes 05 seconds East, 74.77 feet to a 5/8-inch iron rod(old) with no cap,*
2. *South 38 degrees 29 minutes 50 seconds West, 39.32 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",*
3. *South 51 degrees 43 minutes 10 seconds East, 67.79 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",*
4. *South 33 degrees 41 minutes 14 seconds East, 122.20 feet to an iron rod(old) with cap stamped "Ragan-Smith & Associates" in the northwesterly line of Jimmy S. Williams and wife, Norma E. Williams of record in Book 7739, page 815, R.O.D.C., Tennessee; thence,*

With said northwesterly line, South 52 degrees 06 minutes 29 seconds West, 50.03 feet to an iron rod(old) with cap stamped "Ragan-Smith & Associates" in the northeasterly line of Lot 112, Glencliff Estates, Section 5, as shown on the final plat entitled "GLENCLIFF ESTATES, SECTION 5" of record in Book 2133, page 21, R.O.D.C., Tennessee, said lot being the Lynda C. Hughes property of record in Book 5326, page 271, R.O.D.C., Tennessee; thence,

EXHIBIT "A"
CONTINUED

With the northwesterly line of said Glencliff Estates, Section 5 for the next seven calls:
1. North 36 degrees 49 minutes 33 seconds West, 15.26 feet to an iron rod(old) with cap stamped "Ragan-Smith & Associates",
2. South 45 degrees 33 minutes 23 seconds West, 153.72 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",
3. South 47 degrees 09 minutes 58 seconds West, 439.12 feet to a point, said point being North 52 degrees 08 minutes 24 seconds West, 20.00 feet from a witness pin, said pin being an iron rod(new) with cap stamped "Ragan-Smith & Associates",
4. South 38 degrees 12 minutes 50 seconds West, 227.04 feet to a point, said point being North 49 degrees 14 minutes 10 seconds West, 10.00 feet from a witness pin, said pin being an iron rod(new) with cap stamped "Ragan-Smith & Associates",
5. South 29 degrees 17 minutes 57 seconds West, 116.07 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",
6. South 00 degrees 33 minutes 11 seconds West, 151.22 feet to an iron rod(new) with cap stamped "Ragan-Smith & Associates",
7. South 02 degrees 50 minutes 05 seconds East, 46.33 feet to a 5/8-inch iron rod(old) with no cap in the northeasterly corner of the Metropolitan Government of Nashville and Davidson County, Tennessee property of record in Book 5413, page 974, R.O.D.C., Tennessee, said property being a portion of Lot 51 as shown on the final plat entitled "CRESCENT HEIGHTS" of record in Book 2331, page 106, R.O.D.C., Tennessee; thence,

With the northerly line of the said Metropolitan Government of Nashville and Davidson County, Tennessee property, South 49 degrees 02 minutes 17 seconds West, 53.23 feet to a 1/2-inch iron rod(old) with no cap in the easterly right-of-way of Interstate Highway 24; thence,

With said easterly right-of-way for the next three calls:
1. North 12 degrees 45 minutes 42 seconds West, 489.02 feet to a concrete monument(old),
2. North 03 degrees 07 minutes 51 seconds West, 557.67 feet to a concrete monument(old),
3. North 03 degrees 06 minutes 46 seconds West, 65.52 feet to a 1/2-inch iron rod(old) with no cap in the southwesterly corner of Lot 2 as shown on the final plat entitled "THE RESUBDIVISION OF LOT 16 ON THE RESUBDIVISION OF SECTION 12, THE PLUS PARK" of record in Book 5200, page 482, Register's Office for Davidson County (R.O.D.C.), Tennessee, said lot being the Primera Iglesia Bautista property of record in Instrument Number 20011231-144905, R.O.D.C., Tennessee; thence,

Leaving said easterly right-of-way, with the southerly line of said Lot 2 and the southerly line of said Lot 3 (said Invest-X Corporation property), North 89 degrees 17 minutes 36 seconds East, 589.14 feet to the point of beginning and containing 464,549 square feet or 10.665 acres, more or less.

EXHIBIT B

Permitted Exceptions

1. Real estate taxes not yet due and payable.

2. Matters disclosed by Survey dated August 13, 1993, last revised May 1, 1997, prepared by Ragan-Smith-Associates, Inc., Surveyors as Survey No. 70-196.

3. Tenants in possession as tenants only under the Leases.

4. Landscape buffer easement contained in Easements, Covenants and Restrictions as set forth in instrument recorded in Book 6668, page 755, said Register's Office.

5. Private Driveway Easement as set forth in instrument recorded in Book 6178, page 843, as modified in Book 10286, page 151, (deleting the license referred to on pages 152 and 153, which has expired) said Register's Office.

6. Lack of direct access to I-24 from the premises in questions, such right of access having been condemned in Suit No. 68154, 3rd Circuit Court of Davidson County, Tennessee.

7. Easement and Right of Entry Agreement of record in Book 9523, Page 507, said Register's Office.

8. Easement Agreement of record in Book 10286, Page 151, as amended by Amendment to Easement Agreement of record in Book 10537, page 242, said Register's Office.