PICK-UP

ADDRESS OF NEW OWNER and
SEND TAX BILLS TO:

Valley Forge Life Insurance Company
c/o Swiss Re Life & Health America Inc.
175 King Street
Armonk, New York 10504
Attn: Richard Bonomi

This instrument prepared by
Brian L. Taylor, Esq.
Attorney at Law
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, New York 10019

Davidson County DEEDWARR
Recvd: 05/05/04 11:01 6pgs
Fees:33.00 Taxes:73141.23
20040505-0051208

SPECIAL (LIMITED) WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of FIFTEEN MILLION AND NO/100 DOLLARS ($15,000,000.00) cash in hand paid, the receipt of which is hereby acknowledged, and for other good and valuable consideration, CONTINENTAL ASSURANCE COMPANY, an Illinois stock life insurance company having an address at CNA Plaza, Chicago, Illinois 60685, hereinafter called GRANTOR, has this day bargained and sold and by these presents transfers and conveys to VALLEY FORGE LIFE INSURANCE COMPANY, a Pennsylvania stock life insurance company having an address c/o Swiss Re Life & Health America Inc., 175 King Street, Armonk, New York 10504, hereinafter called GRANTEE, its successors and assigns forever, a fee simple interest in and to the following described property, to wit:

TRACT I Map 96 Parcel 28

Being a parcel of land in the Second Civil District of Davidson County, Tennessee, located on the easterly side of McCrory Creek Road, being Lot No. 1 as shown on Larchwood Commercial Subdivision, Section Three as of record in Book 5200, page 389, R.O.D.C., and being more particularly described as follows:

Beginning at a point in the easterly margin in McCrory Creek Road, said point being approximately 823 feet southwesterly from the southerly margin of Stewarts Ferry Pike, said point also being the northeasterly corner of Waterfalls Park, Section 8, of record in Book 4175, page 93, R.O.D.C.

Thence with said easterly margin along a curve to the left 60.00 feet to a point, said curve having a radius of 266.22 feet, a central angle of 12° 54' 47", a tangent distance of 30.13 feet and a chord of N 62° 30' 44" E, 59.87 feet;

Thence, leaving said easterly margin of McCrory Creek Road S 39° 27' 49" E, 335.00 feet to a point;

Thence, N 50° 32' 12" E, 400.00 feet to a point;

Thence, S 87° 27' 49" E, 440.00 feet to a point;

Thence, S 37° 33' 09" E, 574.54 feet to a concrete monument in the westerly margin of Interstate 40;

Thence, with said margin S 40° 25' 59" W, 362.70 feet to a concrete monument;

Thence, continuing with said I-40 margin S 56° 31' 42" W, 1185.93 feet to a concrete monument;

Thence, leaving said margin along the northeasterly boundary of herebefore said Waterfalls Park, Section 8, N 02° 26' 53" W, 429.21 feet to a point;

Thence, continuing with said northeasterly boundary of N 25° 26' 16" E, 95.02 feet to a point;

Thence, N 05° 16' 44" W, 150.00 feet to a concrete monument;

Thence, N 15° 21' 44" W, 229.11 feet to a concrete monument;

Thence, N 06° 23' 53" W, 380.49 feet to a point;

Thence, N 21° 01' 53" W, 127.32 feet to the point of beginning.

Being the same property conveyed to GRANTOR herein by deed of record in Book 6273, Page 620, Register's Office for Davidson County, Tennessee.

TRACT II Map 96 Parcel 54

Being a parcel of land in the Second Civil District of Davidson County, Nashville, Tennessee, located south of Stewarts Ferry Pike between McCrory Creek Road and I-40 and being a part of Lot No. 2, Section 3 as shown on Larchwood Commercial Subdivision, as of record in Book 5200, page 389, Register's Office of Davidson County, and being more particularly described as follows:

Beginning at a concrete monument marking the intersection of the south margin of Stewarts Perry Pike with the west margin of I-40; thence with the right of way of I-40, S 38 degrees 19' 43" W, 288.00 feet to a concrete monument; thence S 15 degrees 56' 42" W, 460.57 feet to a concrete monument; thence, leaving I-40 with the north line of Lot 1, CNA Insurance Company, N 37 degrees 33' 09" W, 574.54 feet; thence N 87 degrees 27' 49" W, 440.00 feet; thence S 50 degrees 32' 12" W, 400.00 feet; thence, N 39 degrees 27' 49" W, 335.00 feet to a point in the east margin of McCrory Creek Road; thence, with said Road, in a northerly direction along a curve to the left, said curve having a central angle of 17 degrees, 12' 30" a radius 266.22 feet, a chord bearing N 47 degrees 27' 04" E, 79.66 feet and a curve length of 79.96 feet; thence N 38 degrees 50' 49" E, 302.61 feet; thence, N 43 degrees 27' 49" E, 62.12 feet; thence, with a curve to the left having a central angle of 07 degrees 30' 22", a radius of 2606.85 feet, a chord bearing N 35 degrees 05' 38" E, 341.27 feet and a curve length of 341.51 feet; thence, N 42 degrees 21' 45" E, 44.00 feet to a point in the south right of way of Stewarts Ferry Pike; thence, with said right of way S 72 degrees 08' 18" E 226.09 feet to an existing concrete right of way monument; thence S 74 degrees 14' 18" E, 497.83 feet to an existing iron pin; thence, S 18 degrees 42' 33" W, 97.00 feet; thence, with an access control fence, S 67 degrees 57'

02" E, 98.35 feet to a concrete monument; thence S 70 degrees 18' 02" E, 366.65 feet to the point of beginning.

Being the same premises conveyed to GRANTOR herein by deed of record in Book 9800, Page 715, Register's Office for Davidson County, Tennessee.

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

The conveyance made hereby is subject to those matters on Schedule A attached hereto and made a part hereof for all purposes.

The GRANTOR further covenants and binds itself, its successors and assigns to warrant and defend the title to the said land to the GRANTEE, its successors and assigns against the lawful claims of all persons whomsoever relating to such covenant, as aforesaid, but not otherwise.

Executed on this 30th day of April, 2004.

CONTINENTAL ASSURANCE COMPANY

By: Margaret M. Steck
Name: MARGARET M. STECK
Title: Senior Vice President

STATE OF ILLINOIS
COUNTY OF COOK

Before me, the undersigned Notary Public of the State and County aforesaid, personally appeared Margaret M. Steck with whom I am personally acquainted, and who, upon oath, acknowledged him/herself to be the Senior Vice President of Continental Assurance Company, an Illinois stock life insurance company, the within named bargainor, and that s/he, as such Senior Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of Continental Assurance Company by him/herself in the capacity stated.

Brenda D. Wilson
Notary Public

My Commission Expires:
January 19, 2005

"OFFICIAL SEAL"
BRENDA D. WILSON
Notary Public, State of Illinois
My Commission Exp. 01/19/2005

SCHEDULE A

PERMITTED EXCEPTIONS

1. Any and all provisions of any ordinance, municipal regulation or public or private law.

2. Taxes and assessments which are a lien, but which are not yet billed, or are billed but are not yet due and payable and any assessments not shown on the public record.

3. The license agreement dated December 23, 2003 between Grantor and Hartford Fire Insurance Company.

4. The Plan of Larchwood Commercial Subdivisions, Section 3, of record in Book 5200, Page 389, and revised in Book 5200, Page 519, said Register's Office, shows an Owner's Certificate, a 10 foot public utility and drainage easement along the northerly, easterly and southerly boundaries, a 20 foot sanitary sewer easement across the southwesterly corner, a 100 foot wide green belt commons (undisturbed) easement along the southerly boundary, a 25 foot drainage easement along the westerly boundary and the following notes: (Tract I)

   (a) No building permit is to be issued until the final master development plan for each lot is approved by the Metropolitan Planning Commission in accordance with the provisions of the planned unit development district regulations of the Metropolitan Zoning Ordinance.

   (b) This property is zoned commercial planned unit development. Final site plan must be approved by the Metropolitan Planning Commission. Metropolitan Ordinance No. 75-1206.

   (c) Any excavation, fill or any disturbance of the existing ground elevation must be done in accordance with Storm Water Drainage Ordinance No. 78-840 and approved by the Metropolitan Department of Public Works.

5. No access to a limited access highway along the easterly boundary of the property described herein by Instrument of record in Book 5503, Page 55, Register's Office for Davidson County, Tennessee (Tracts I and II).

6. Restrictive Covenants set out in that certain deed dated January 14, 1982 from Larchwood Associates to 1897 Corp. recorded in Book 5840, Page 537, Register's Office for Davidson County Tennesseee; as confirmed by Deed of Confirmation recorded in Book 5859, Page 333, aforesaid records; as futher set out in deed from 1897 Corp. to Continental Assurance Company dated April 15, 1983, recorded in Book 6273, Page 620, aforesaid records; as amended by that certain Amendment to Restrictive Covenants dated December 31, 1986, recorded in Book 7294, Page 71, aforesaid records.

7. Subject to Deed of Conveyance to The Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services recorded in Book 6518, Page 900, Register's Office for Davidson County, Tennessee (Tracts 1 and II).

8. Restrictive Covenants set out in that certain instrument dated June 23, 1982 filed by Larchwood Associates, recorded in Book 5904, Page 194, Register's Office for Davidson County, Tennessee; as amended by that certain Amendment to Retrictive Covenants dated December 31, 1986, recorded in Book 7294, Page 71, aforesaid records.

9. All matters shown on the Plan of Section 3, Larchwood Commercial Subdivision, recorded in Plat Book 5200, Page 389 and revised in Book 5200, Page 519, Register's Office for Davidson County, Tennessee, including the owner's certificate, 25-foot drainage easement located at the southwest corner, public utility and drainage easement 10 feet in width which extends along the entire southerly boundary, location of approximate flood plain boundary of McCrory Creek along the westerly portion of the subject property, Greenbelt commons easement across the southwest corner, two 5' x25' anchor easements along the westerly property line, and access control fence extending along the easterly boundary and a portion of the northerly boundary line of the subject property (Tract II).

10. Agreement for dedication of easement for sanitary sewers and/or storm drainage of record in Book 4889, Page 185, Register's Office for Davidson County, Tennessee (Tract II).

STATE OF ILLINOIS

COUNTY OF COOK

The actual consideration or value, whichever is greater for this transfer, is $19,767,900.00.

Margaret M Stuck
AFFIANT

Subscribed to and sworn before me, this the 30th day of April, 2004.

Brenda D. Wilson
NOTARY PUBLIC

My Commission Expires:

January 19, 2005

"OFFICIAL SEAL"
BRENDA D. WILSON
Notary Public, State of Illinois
My Commission Exp. 01/19/2005

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