Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Green Hills Office Partners c/o Brookside Properties, Inc. 2002 Richard Jones Road Suite 200-A Nashville, Tennessee 37215	117-150-153	c/o Brookside Properties, Inc. 2002 Richard Jones Road Suite 200-A Nashville, Tennessee 37215
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (apc) 1600 Division Street, Suite 700,, Nashville, TN 37203		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and 00/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, GREEN HILLS OFFICE PARK, LIMITED PARTNERSHIP, a Tennessee limited partnership, also known as GREEN HILLS OFFICE PARK, LIMITED (the "Grantor") has bargained and sold, and by these presents transfers and conveys to GREEN HILLS OFFICE PARTNERS, a Tennessee general partnership (the "Grantee"), Grantee's successors and assigns, an undivided 77.13% fee simple interest in and to certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters set forth on Exhibit B.

This is improved property known as Green Hills Office Park, 2002 Richard Jones Road, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Davidson County DEEDWARR
Recvd: 03/08/06 16:14 4 pgs
Fees:23.00 Taxes:37527.60

20060308-0027284

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $10,142,595.00.

Affiant

Subscribed and sworn to before me this 7th day of March 2006.

Notary Public
My Commission Expires: 11-24-2007

THERESA HOSTETLER
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

1248869 v1
010098-205 03/06/06

My Commission Expires NOV. 24, 2007

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, and not further or otherwise.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 7th day of March 2006.

GREEN HILLS OFFICE PARK, LIMITED PARTNERSHIP, a Tennessee limited partnership

By: GHOP, Inc., a Tennessee corporation, Managing General Partner

By: _____
William M. Warfield, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Jan Bachus, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared William M. Warfield, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of GHOP, Inc., a Tennessee corporation, which is the Managing General Partner of Green Hills Office Park, Limited Partnership, the within named bargainor, a Tennessee limited partnership, and that he as such President of such Managing 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 himself as President of its Managing General Partner.

WITNESS my hand and seal at office in Nashville, Tennessee, on this the 6 day of March, 2006.

_____
Notary Public

My Commission Expires:
11-23-08

JAN L. BACHUS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN

EXHIBIT A

LEGAL DESCRIPTION

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the northerly side of Richard Jones Road, and being more particularly described as follows:

BEGINNING at an iron pin in the northerly margin of Richard Jones Road, said iron pin being N 88° 43' W, 544.63 feet, as measured along said northerly margin from the westerly margin of Hillmont Drive, said iron pin also being the southeasterly corner of the herein-described parcel;

THENCE, with said northerly margin, N 88° 43'W, 546.00 feet to an iron pin;

THENCE, leaving said northerly margin with the easterly line of the property conveyed to Frank Becker by deed of record in Book 996, page 693, R.O.D.C., and Thomas Becker et al., by deed of record in Book 4439, page 68, R.O.D.C., N 04° 37' E, 389.58 feet to an iron pin in the southerly line of the Hillsboro High School property;

THENCE, with said southerly line, S 73° 42'E, 541.32 feet to an iron pin;

THENCE, with a westerly line of the Hillsboro High School property, S. 01° 10' W, 248.70 feet to the point of beginning.

Being the same property conveyed to Grantor by deed of record in Book 6813, page 906, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Encumbrances

1. Taxes for the year 2006,a lien, but not yet due and payable.

2. Trust Deed, Security Agreement and Assignment of Rents executed by Green Hills Office Park, Limited, a Tennessee limited partnership, to C. Thomas Cates, Trustee, dated June 28, 2001, recorded July 2, 2001, as Instrument No. 20010702-0069808, Register's Office for Davidson County, Tennessee, in favor of Principal Commercial Funding, LLC, a Delaware limited liability company, together with any terms, conditions, restrictions or limitations recited therein.

   Said Deed of Trust, Security Agreement and Assignment of Rents was amended by Amendment to Trust Deed, Security Agreement and Assignment of Rents recorded July 26, 2001, as Instrument No. 20010726-0079416, in said Register's Office.

   Said Deed of Trust was assigned to LaSalle Bank National Association, as trustee for the benefit of the Holders of Morgan Stanley Dean Witter Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2001 -TOP5 by Assignment of Trust Deed, Security Agreement and Assignment of Rents dated December 27, 2001, of record as Instrument No. 20020506-0055321, said Register's Office.

3. Assignment of Leases and Rents recorded July 2, 2001, as Instrument No. 20010702-0069809, said Register's Office.

   Said Assignment of Leases and Rents was assigned by to LaSalle Bank National Association, as trustee for the benefit of the Holders of Morgan Stanley Dean Witter Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2001-TOP5 by Assignment of Trust Deed, Security Agreement and Assignment of Rents dated December 27, 2001, of record as Instrument No. 20020506-0055321, said Register's Office.

4. UCC-1 Financing Statement naming Green Hills Office Park, Limited, a Tennessee limited partnership, as Debtor, and Principal Commercial Funding, LLC, a Delaware limited liability company, as Secured Party, recorded July 2, 2001, as Instrument No. 2001 0702-006981 0, said Register's Office; as assigned to LaSalle Bank National Association, as trustee for the benefit of the Holders of Morgan Stanley Dean Witter Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2001 -TOP5 by UCC Financing Statement Amendment of record as Instrument No. 20021114-0141488, in said Register's Office; as continued by UCC Financing Statement Amendment of record as Instrument No. 20060222-0020426, in said Register's Office.

5. Matters shown on that certain Green Hills Office Park, Ltd., ALTA/ACSM Land Title Survey, 2002 Richard Jones Road, First Civil District, Twenty-Fifth Councilmanic District, Nashville, Davidson County, Tennessee, originally issued on July 28, 1973, and certified by Judy L. Judson, Registered Land Surveyor No. 1935, on March 2, 2006.

6. Declaration of Reciprocal Easements for Storm Water Sewers of record as Instrument No. 20060301-0023303, said Register's Office.