31-B
FATIC

Davidson County DEEDWARR
Recvd: 04/24/06 14:42 7 pgs
Fees:38.00 Taxes:67525.00
20060424-0046736

This instrument prepared by:
Trent Shuping, Esq.
Sutherland Asbill & Brennan, LLP
999 Peachtree Street, NE
Atlanta, Georgia 30309

After recording return to:
Alan M. Gottlieb
First American Title Insurance Company
Two Penn Center Plaza, Suite 1910
Philadelphia, PA 19102

| Address New Owner: | Send Tax Bills to: | Map-Parcel Numbers |
|---|---|---|
| Commerce Center TN Tower L.P.<br>c/o Sterling Advisors IV LLC<br>111 Great Neck Road<br>Great Neck NY 11021 | Same as New Owner | 096-00-0 028.00<br>096-00-0 054.00 |

# SPECIAL WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are acknowledged, VALLEY FORGE LIFE INSURANCE COMPANY ("Grantor"), has bargained and sold, and hereby transfer and convey to COMMERCE CENTER TN TOWER L.P., a Delaware limited partnership ("Grantee"), Grantee's successors and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit "A" attached hereto and incorporated herein by reference (the "Property").

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

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters described in Exhibit "B" attached hereto and incorporated herein by reference.

Grantor covenants with Grantee that the Property is free from all encumbrances made by Grantor, except as may be set forth in Exhibit "B" attached hereto and incorporated herein by reference.

Grantor further covenants to warrant and forever defend the title to the Property to Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor.

This is improved property located at or near the intersection of Stewart's Ferry Pike and Interstate 40 in Nashville, Tennessee.

Executed this 13th day of April, 2006.

**GRANTOR:**

**VALLEY FORGE LIFE INSURANCE COMPANY**

By: Kenneth W Stewart
Name: Kenneth H. Stewart
Title: Vice President

By:
Name: W. Weldon Wilson
Title: President and Chief Executive Officer

STATE OF NEW YORK )
COUNTY OF Westchester )

Personally appeared before me, Kenneth Stewart, the undersigned, a Notary Public in and for said County and State, the within named Vice President, _____ of Valley Forge Life Insurance Company, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument as his free act and deed with full authority for the purposes therein contained.

WITNESS my hand and seal at office in Armonk, New York on this the 13th day of April, 2006.

Beth A Earley
Notary Public

My Commission Expires:
January 20, 2008

BETH A EARLEY
Notary Public, State of New York
No. 01EA6104215
Qualified in Westchester County
Commission Expires January 20, 2008

AO 1467745.2

STATE OF NEW YORK )
COUNTY OF Westchester )

Personally appeared before me, Weldon Wilson, the undersigned, a Notary Public in and for said County and State, the within named CFO, _____ of Valley Forge Life Insurance Company, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument as his free act and deed with full authority for the purposes therein contained.

WITNESS my hand and seal at office in Armonk, NewYork, on this the 13th day of April, 2006.

Beth A Earley
Notary Public

My Commission Expires:
January 20, 2008

BETH A. EARLEY
Notary Public, State of New York
No. 01EA6104215
Qualified in Westchester County
Commission Expires January 20, 2008

AO 1467745.2

STATE OF NEW YORK
COUNTY OF New York

The actual consideration or value, whichever is greater, for this transfer is $18,250,000.

Affiant: COMMERCE CENTER TN TOWER L.P.

By: SAP IV Commerce Center TN Tower NF GP L.L.C., its general partner

By: SAP IV Manager Inc., its manager

By: _____
Name: Richard A. Wilson
Title: Senior Executive V.P.

Subscribed and sworn to before me,
this the 17 day of April, 2006.

_____
Notary Public

My Commission Expires:_____

GRISELDA RODRIGUEZ
Notary Public, State of New York
No. 01RO6131817
Qualified in New York County
Commission Expires August 22, 2009

AO 1467745.2

**EXHIBIT "A"**

**TRACT I**

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, 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 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 real estate conveyed to Grantor by deed of record Instrument Number 20040505-0051208 in the Register's Office of Davidson County, Tennessee.

**TRACT II**

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 real estate conveyed to Grantor by deed of record Instrument Number 20040505-0051208 in the Register's Office of Davidson County, Tennessee.

**EXHIBIT "B"**

PERMITTED EXCEPTIONS

1. Zoning ordinances affecting the Property.

2. The lien for taxes and assessments not due and payable on or before the April 17, 2006.

3. The Plan of Larchwood Commercial Subdivisions, Section 3, of record in Book 5200, Page 389, and revised in Book 5200, Page 519.

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

5. Restrictions of record (without being reimposed hereby) in Book 5840, Page 537, Register's Office for Davidson County, Tennessee; as confirmed by Deed of Confirmation recorded in Book 5859, Page 333, aforesaid records; as further set out in Book 6273, Page 620, aforesaid records; as amended in Book 7294, Page 71, aforesaid records.

6. 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 I and II).

7. Restrictive Covenants (without being reimposed hereby) 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 Restrictive Covenants dated December 31, 1986, recorded in Book 7294, Page 71, aforesaid records.

8. 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).