This instrument prepared by:
Legal Counsel
USAA Real Estate Company
9830 Colonnade Boulevard, Suite 600
San Antonio, Texas 78230

Davidson County DEEDWARR
Recvd: 06/09/06 15:35 5 pgs
Fees:28.00 Taxes:77700.00
20060609-0069069

SPECIAL
WARRANTY DEED

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO: Same	MAP PARCEL NUMBERS
IPC Metrocenter, LLC, a Delaware limited liability company	(NAME)	Map 70-16 Parcel 20.0
(STREET ADDRESS OR ROUTE NUMBER) 303 North Hurstbourne Pkwy Ste 115	(STREET ADDRESS)	
(CITY) (STATE) (ZIP) Louisville KY 40222	(CITY) (STATE) (ZIP)	

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 consideration accepted as cash, the receipt and sufficiency of which is hereby acknowledged, US REAL ESTATE LIMITED PARTNERSHIP, a Texas limited partnership formerly known as USAA REAL ESTATE LIMITED PARTNERSHIP, a Texas limited partnership, GRANTOR, has this day bargained and sold, and do hereby transfer and convey unto the said IPC METROCENTER, LLC, a Delaware limited liability company, GRANTEE herein, its successors and assigns, certain real estate in Davidson County, Tennessee as follows:

Land in Davidson County, being a tract of land known as Lot 2, Tract 9, more particularly described on a plat entitled "Section Nineteen, Resubdivision of part of Block D, Section No. 1, Book 4675, Page 48, Sheet 1 of 2, Metro Center, Tract 9" recorded among the land records of Davidson County, Tennessee, in Plat Book 5800, Page 341 on December 22, 1983, to which plat reference is hereby made for a more complete and accurate description.

Being the same property conveyed to USAA Real Estate Limited Partnership, a Texas limited partnership, by deed from Amherst Plaza II Joint Venture, a Tennessee joint venture, composed of United Services Automobile Association, a reciprocal interinsurance exchange and USAA Real Estate company, a Delaware corporation (USAA Real Estate Company having acquired its interest in the joint venture from Aladdin Resources, Inc., a Delaware corporation, Barry P. Oxford and James W. Stringer by Joint Venture Interest Assignment Agreement dated August 31, 1988) dated November 2, 1991, filed December 30, 1991, of record in Book 8517, Page 675, Register's Office for Davidson County, Tennessee.

This is improved property is known as PLAZA TOWER, 200 Athens Way, Nashville, Tennessee 37228.

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantees its successors and assigns forever; we covenant that we are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered,

except for those encumbrances set forth on Exhibit A Permitted Exceptions, attached hereto and made a part hereof for all purposes.

We further covenant and bind ourselves to warrant and forever defend the title to said real estate to said Grantees, its successors 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.

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Witness our hand this 8th day of June, 2006, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

GRANTOR:

US REAL ESTATE LIMITED PARTNERSHIP,
a Texas limited partnership

By: USAA REAL ESTATE COMPANY,
a Delaware corporation

By: _____
Name: Susan Wallace
Title: Vice President

STATE OF TEXAS
COUNTY OF BEXAR

Personally appeared before me, Deborah Smith, a Notary Public in and for said County and State, Susan Wallace, Vice President of USAA REAL ESTATE COMPANY, a Delaware corporation, general partner of US REAL ESTATE LIMITED PARTNERSHIP, a Texas limited partnership, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he/she executed the within instrument for the purposes therein contained, and who further acknowledged that he/she is an officer 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 in San Antonio, TX, this 7th day of June, 2006

_____

Notary Public
My Commission Expires: _____

DEBORAH SMITH
Notary Public
State of Texas
My Comm. Exp. 07-05-2009

EXHIBIT A

PERMITTED EXCEPTIONS

1. Rights or claims of tenants in possession.
2. Restrictive covenants of record in Book 5225, Page 112, in Book 5225, Page 120, in Book 6340, Page 323 and in Book 6585, Page 866, of the Register's Office, Davidson County, Tennessee.
3. Taxes for the year 2006 and subsequent years.
4. All matters shown on subdivision plat of record in Plat Book 4675, Page 48 and in Book 5800, Page 341, of the Register's Office, Davidson County, Tennessee, and as shown on survey prepared by J. Alan Cummings, Tennessee No. 2351, dated April 8, 2005 and last revised March 29, 2006.
5. A permanent pad mounted switch easement by and between Robert C. H. Mathers, Jr., Partner and Metropolitan Government acting by and thr0ugh the Electric Power Board with the perpetual right to enter and to construct, maintain, repair and rebuild underground conduits and one pad mounted switch of record in Book 5229, Page 476 and in Book 5363, pages 3 and 4, in the Register's Office, Davidson County, Tennessee and as shown on survey prepared by J. Alan Cummings, Tennessee No. 2351, dated April 8, 2005 and last revised March 29, 2006.
6. The Plan of record in Book 5800, Page 341, shows an owner's certificate, a 40 foot minimum building setback line from Athens Way and from French Landing, the northeasterly 5 feet and a 320 foot by 45 foot private access and public utility and drainage easement at the northerly front corner of said lot, a 10 foot public drainage easement running generally northwesterly to southeasterly across the southwesterly corner of said lot, a 15 foot public drainage easement across the easterly portion of said lot, a 10 foot by 15 foot NES easement on the easterly middle portion of said lot and as further describe in Deed Book 5363, Page 4 and in Book 5229, Page 476, in the Register's Officer, Davidson County, Tennessee, and as shown on survey prepared by J. Alan Cummings, Tennessee No. 2351, dated April 8, 2005, and last revised March 29, 2006.
7. Deed of Declaration of Easements, dated July 18, 1984, of record in Book 6340, Page 307, in the Register's Officer, Davidson County, Tennessee
8. Matters as shown on survey dated April 8, 2005 and last revised March 29, 2006, as prepared by J. Alan Cummings, Tennessee No. 2351, as follows: (i) a forty foot minimum building set back line, and (ii) an encroachment of the corner of the office building over and into the minimum building set back line.
9. Lease dated August 2, 2004, recorded August 10, 2004, of record in Instrument No. 20040810-0096731, Register's Office, Davidson County, Tennessee.

VALUE AFFIDAVIT

STATE OF TEXAS §
§
COUNTY OF BEXAR §

The actual consideration or value, whichever is greater, for the transfer of the property known as Plaza Tower, located at 200 Athens Way, Nashville, TN, more particularly described as:

A tract of land known as Lot 2, Tract 9, more particularly described on a plat entitled "Section Nineteen, Resubdivision of part of Block D, Section No. 1, Book 4675, Page 48, Sheet 1 of 2, Metro Center, Tract 9" recorded among the land records of Davidson County, Tennessee, in Plat Book 5800, Page 341 on December 22, 1983, to which plat reference is hereby made for a more complete and accurate description.

Being the same property conveyed to USAA Real Estate Limited Partnership, a Texas limited partnership, by deed from Amherst Plaza II Joint Venture, a Tennessee joint venture, composed of United Services Automobile Association, a reciprocal interinsurance exchange and USAA Real Estate company, a Delaware corporation (USAA Real Estate Company having acquired its interest in the joint venture from Aladdin Resources, Inc., a Delaware corporation, Barry P. Oxford and James W. Stringer by Joint Venture Interest Assignment Agreement dated August 31, 1988) dated November 2, 1991, filed December 30, 1991, of record in Book 8517, Page 675, Register's Office for Davidson County, Tennessee. The value of the Property is TWENTY ONE MILLION AND NO/100 DOLLARS ($21,000,000.00).

By: US REAL ESTATE LIMITED PARTNERSHIP,
a Texas limited partnership

By: USAA REAL ESTATE COMPANY,
a Delaware corporation

By: _____
Name: Susan Wallace
Title: Vice President
Date: _____

Subscribed and sworn to before me this the 7th day of June 2006

_____
Notary Public, State of Texas
My commission expires: _____

DEBORAH SMITH
Notary Public
State of Texas
My Comm. Exp. 07-05-2009