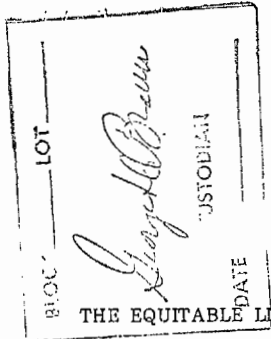


NO PLAN



RECORDED

DEED

MADE this 19th day of JUNE, 1979

from

THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES ("Grantor"), a New York corporation,

To

GATEWAY CAPITAL, INC. ("Gateway"), a Georgia corporation, and THREE RIVERS CAPITAL, INC. ("Three Rivers"), a Georgia corporation, being hereinafter sometimes collectively called "Grantees".

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WITNESSETH:

THAT Grantor, in consideration of the sum of \$ 1,400,000.00, lawful money of the United States of America, paid to Grantor by Grantees, does hereby grant, bargain, sell and convey to Grantees, and their respective successors and assigns forever the following described premises and all improvements thereon and thereunder and the appurtenances belonging to said premises, all in the manner and to the extent hereinafter set forth and subject to the matters herein set forth and to the express exceptions and reservations and to the express covenants and conditions herein contained:

All that certain lot or parcel of land situate in the Second Ward of the City of Pittsburgh, Allegheny County, Pennsylvania being Lot No. 2 ("Lot No. 2") in Gateway Plan of Lots No. 2 of record in the Office of the Recorder of Deeds of Allegheny County, Pennsylvania in Plan Book Volume 110, Page 94-96, more particularly bounded and described, as follows:

BEGINNING at a point on the easterly side of Commonwealth Place at the dividing line between Lots Nos. 2 and 3 in said Plan; thence along the easterly side of Commonwealth Place North $18^{\circ}54'45''$ West a distance of 114.04 ft. to a point; thence by the arc of a circle deflecting to the right having a radius of 35 ft., an arc distance of 54.958 ft. to a point on the southerly side of Fort Duquesne Boulevard, thence along the southerly side of Fort Duquesne Boulevard North $71^{\circ}03'15''$ East a distance of 215.145 ft. to a point on the dividing line between Lots Nos. 1 and 2 in said Plan; thence along the dividing line between Lots Nos. 1 and 2, aforesaid by the arc of a circle curving to the right having a radius of 28 ft. an arc distance of 19.65 ft. to a point on said dividing line;

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 CITY OF PITTSBURGH
 DEED TRANSFER TAX

No. 146457 **STAMP** 125 1979
 BLOCK & LOT NO. 1167
 For \$14,000.00 \$1,400.00
 CITY TREAS.

thence continuing along said dividing line South 18° 54'45" East a distance of 131.09 ft. to a point on the dividing line between Lots Nos. 2 and 3 in said Plan; thence along the dividing line between Lots Nos. 2 and 3 in said Plan South 71° 05'15" West a distance of 256.74 ft. to a point on the easterly side of Commonwealth Place at the place of beginning.

HAVING constructed on Lot No. 2, at 320 Fort Duquesne Boulevard, a 26-story combination commercial and residential building with basement and subbasement, known as "Gateway Towers", and having constructed underneath a portion of the surface of Lot No. 2 a part of a one-story underground parking garage.

TOGETHER WITH all right, title and interest of Grantor in and to a certain reinforced concrete vault lying within the lines of Fort Duquesne Boulevard adjacent to the 26-story building referred to below.

BEING part of the same premises conveyed to Grantor by deed of record in said Office in Deed Book Volume 2990, page 75, Deed Book Volume 3344, Page 609 and Deed Book Volume 3105, Page 450, and being designated as part of Lot 167 Block 1-C.

SUBJECT TO the following:

- (i) lease dated as of December 5, 1962 from Grantor to Tracco Gateway, Inc. of Record in the aforesaid Office in Deed Book Volume 4055, Page 1, as the same has been amended and supplemented from time to time;
- (ii) rights of tenants in possession of Lot of No. 2, portions thereof and the improvements thereon;
- (iii) any state of facts which would be disclosed by an accurate survey or a careful examination of Lot No. 2;
- (iv) laws, ordinances, resolutions, regulations and orders of all municipal, county, state, federal and other governmental bodies, boards, agencies, commissions or other authorities having jurisdiction; and
- (v) a covenant running with the land that no person shall be deprived of the right to live on Lot No. 2, or to use any facilities thereon by reason of race, creed, color or national origin.

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TOGETHER WITH, an easement (the "Light and Air Easement") over the following described portion of Lot No. 1 in said Gateway Plan of Lots No. 2, for unobstructed light and air for the benefit of Lot No. 2, for so long as the above-mentioned building known as "Gateway Towers" (or any structure hereafter built to replace the same) remains standing on Lot No. 2:

BEGINNING at a point on the southerly side of Fort Duquesne Boulevard at the dividing line between Lots Nos. 1 and 2 in said Plan; thence North 71° 03'15" East along the southerly side of Fort Duquesne Boulevard a distance of 60.62 ft. to a point; thence South 18° 54'45" East through Lot No. 1 in said Plan a distance of 149.20 ft. to a point;

thence South 71°05'15" West a distance of 54.00 ft. to a point on the dividing line between Lots Nos. 1 and 2 in said Plan; thence along the dividing line between Lots Nos. 1 and 2 in said Plan, the following courses and distances:

- (1) North 18°54'45" West a distance of 131.09 ft. to a point of curve; and
- (2) by the arc of a circle deflecting to the left having a radius of 28 ft. an arc distance of 19.65 ft. to a point at the place of beginning.

The aforesaid easement for light and air is subject to a certain driveway or ramp leading from Fort Duquesne Boulevard to certain underground facilities located under Lots Nos. 1, 2 and 3 in said Plan, and is further subject to all improvements and other facilities now or hereafter installed for use in connection with said ramp or driveway, including but not limited to retaining walls adjacent thereto, parapet walls surrounding three sides of said driveway or ramp, walkways, curbs, lighting facilities, traffic control devices and similar facilities subject to the perpetual right of Grantor, its successors and assigns to use and enjoy the same and to inspect, maintain, repair, remove, replace, improve, reconstruct and modify said ramp or driveway and other facilities.

TOGETHER ALSO WITH the right (the "Encroachment Easement") to maintain into or over other land of Grantor to the east, so long as the building known as "Gateway Towers" remains standing, the existing encroachments by footings and retaining wall as shown on a survey made by The Gateway Engineers, Inc., C-4199, Drawing No. 37, 566-A dated April 1964, last revised April 17, 1964.

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EXCEPTING AND RESERVING from Lot No. 2, to Grantor, its successors and assigns forever, the right to enter upon the surface of that portion of Lot No. 2 described as follows from time to time for the purpose of the construction, maintenance, inspection, repair and replacement of a garage building on the surface of Lot No. 3 in said Plan:

BEGINNING at a point on the easterly side of Commonwealth Place, at the dividing line between Lots Nos. 2 and 3 in said Plan; thence along the easterly side of Commonwealth Place North 18°54'45" West a distance of 42 ft. more or less to a point on the facing of the exterior wall of the 26-story building known as "Gateway Towers"; thence North 71°05'15" East along said facing of the exterior wall a distance of 256.74 ft. more or less to a point on the line dividing Lots Nos. 1 and 2 in said Plan; thence South 18°54'45" East a distance of 42 ft. more or less to the southeasterly corner of Lot No. 2 in said Plan; thence along the dividing line between Lots Nos. 2 and 3 in said plan South 71°05'15" West a distance of 256.74 ft. to the point at the place of beginning.

Grantor covenants to make the entries referred to above at reasonable times and in a reasonable manner and to replace and repair at Grantor's own expense any damage resulting from such entries. This covenant shall be a covenant running with the land.

Lot No. 2 and the improvements thereon and thereunder are hereby granted and conveyed to Grantees and accepted by Grantees, subject to matters herein set forth, including the rights and interests granted respectively to Gateway and Three Rivers, and to the express exceptions and reservations and to the express covenants and conditions hereof, as follows:

ONE: Three Rivers hereby accepts:

(a) the following described air space overlying Lot No. 2 and the portions of the building known as "Gateway Towers" which occupy the following described air space:

(i) ALL that certain real property situate in the 2nd Ward of the City of Pittsburgh, Allegheny County, Pennsylvania, consisting of a cube or polyhedron, which lies above (but not below) a horizontal plane (said horizontal plane being below the concrete slab forming the 1st floor of the building known as "Gateway Towers"), the elevation of which horizontal plane is 728.95 feet, measured vertically above sea level as established by the United States Coast and Geodetic Survey, and which lies below, (but not above) a horizontal plane (said horizontal plane being below the concrete slab forming the 4th floor of the building known as "Gateway Towers"), the elevation of which horizontal plane is 765.07 feet, measured vertically above sea level as established by the United States Coast and Geodetic Survey, and which is bounded by four vertical planes which are formed by projecting vertically upward and downward, the boundaries of that certain plot or parcel of land described as follows, together with the portions of the aforesaid building lying within the 6 planes forming said cube or polyhedron of real property:

ALL that certain real property situate in the 2nd Ward, City of Pittsburgh, Allegheny County, Pennsylvania, being a portion of Lot No. 2 in Gateway Plan of Lots No. 2 of record in the Office of the Recorder of Deeds of Allegheny County, Pennsylvania in Plan Book Volume 110, Page 44-45, more particularly bounded and described, as follows:

250 Beginning at a point on the easterly side of Commonwealth Place, said point being North 18° 54' 45" West a distance of 38.00 feet from the line dividing Lot Nos. 2 and 3 in Gateway Plan of Lots No. 2; thence from said point of beginning through Lot No. 2 along a line parallel to and 4.00 feet perpendicular southwardly from the side of a 26 story building known as "Gateway Towers" the following courses and distances:

North 71° 05' 15" East a distance of 254.00 feet to a point;
North 18° 54' 45" West a distance of 80.00 feet to a point;
South 71° 05' 15" West a distance of 253.78 feet to a point; then

along the easterly side of Commonwealth Place in a southerly direction by a curve bearing to the left having a radius of 35.00 feet through an arc distance of 3.94 feet to a point of tangent; thence along same South 18° 54' 45" East a distance of 76.04 feet to the point at the place of beginning.

Containing an area of 20,319.703 square feet or 0.4664 acre;

(ii) ALL that certain real property situate in the 2nd Ward of the City of Pittsburgh, Allegheny County, Pennsylvania, which lies above (but not below) a horizontal plane (said horizontal plane being below the concrete slab forming the 27th floor (there being no 13th floor) of the building known as "Gateway Towers"), the elevation of such horizontal plane being 974.07 feet, measured vertically above sea level as established by the United States Coast and Geodetic Survey, and which is bounded by four vertical planes which are formed by projecting vertically upward, without any upward limit, the boundaries of that certain plot or parcel of land described as follows, together with the portions of the aforesaid building lying within the 5 planes referred to above:

ALL that certain real property situate in the 2nd Ward, City of Pittsburgh, Allegheny County, Pennsylvania, being a portion of Lot No. 2 in Gateway Plan of Lots No. 2 of record in the Office of the Recorder of Deeds of Allegheny County, Pennsylvania in Plan Book Volume 110, Page 97-2/2, more particularly bounded and described, as follows:

Beginning at a point on the easterly side of Commonwealth Place, said point being North 18° 54' 45" West a distance of 38.00 feet from the line dividing Lot Nos. 2 and 3 in Gateway Plan of Lots No. 2; thence from said point of beginning through Lot No. 2 along a line parallel to and 4.00 feet perpendicular southwardly from the side of a 26 story building known as "Gateway Towers" the following courses and distances:

North 71° 05' 15" East a distance of 254.00 feet to a point;
North 18° 54' 45" West a distance of 80.00 feet to a point;
South 71° 05' 15" West a distance of 253.78 feet to a point; then

along the easterly side of Commonwealth Place in a southerly direction by a curve bearing to the left having a radius of 35.00 feet through a arc distance of 3.94 feet to a point of tangent; thence along same South 18° 54' 45" East a distance of 76.04 feet to the point at the place of beginning.

Containing an area of 20,319.703 square feet or 0.4664 acre;

(b) the following described portion of the land underlying Lot No. 2 and the basement portions of the building known as "Gateway Towers" which occupy the following described subterranean space:

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ALL that certain real property situate in the 2nd Ward of the City of Pittsburgh, Allegheny County, Pennsylvania, consisting of a cube or polyhedron, which lies below (but not above) a horizontal plane (said horizontal plane being below the concrete slab forming the 1st floor of the building known as "Gateway Towers"), the elevation of which horizontal plane is 728.95 feet, measured vertically above sea level as established by the United States Coast and Geodetic Survey, and which lies above (but not below) a horizontal plane (said horizontal plane being below the concrete slab forming the sub-basement floor of the building known as "Gateway Towers"), the elevation of which horizontal plane is 703.95 feet, measured vertically above sea level as established by the United States Coast and Geodetic Survey, and which is bounded by four vertical planes which are formed by projecting upward and downward, the boundaries of that certain plot or parcel of land described as follows, together with the portions of the aforesaid building lying within the 6 planes forming said cube or polyhedron of real property:

ALL that certain real property situate in the 2nd Ward, City of Pittsburgh, Allegheny County, Pennsylvania, being a portion of Lot No. 2 in Gateway Plan of Lots No. 2 of record in the Office of the Recorder of Deeds of Allegheny County, Pennsylvania in Plan Book Volume 110, Page 97-2/2, more particularly bounded and described, as follows:

Beginning at a point on the easterly side of Commonwealth Place, said point being North 18° 54' 45" West a distance of 38.00 feet from the line dividing Lot Nos. 2 and 3 in Gateway Plan of Lots No. 2; thence from said point of beginning through Lot No. 2 along a line parallel to and 4.00 feet perpendicular southwardly from the side of a 26 story building known as "Gateway Towers" the following courses and distances:

North 71° 05' 15" East a distance of 254.00 feet to a point;
North 18° 54' 45" West a distance of 80.00 feet to a point;
South 71° 05' 15" West a distance of 253.78 feet to a point; then

along the easterly side of Commonwealth Place in a southerly direction by a curve bearing to the left having a radius of 35.00 feet through a arc distance of 3.94 feet to a point of tangent; thence along same South 18° 54' 45" East a distance of 76.04 feet to the point at the place of beginning.

Containing an area of 20,319.703 square feet or 0.4664 acre;

(c) the following described portion of the land underlying Lot No. 2 and the portions of the underground garage which occupy the following described subterranean space:

ALL that certain real property situate in the 2nd Ward of the City of Pittsburgh, Allegheny County, Pennsylvania, being a portion of Lot No. 2 in Gateway Plan of Lots No. 2 of record in the Office of the Recorder of Deeds in Plan Book Volume 110, Page 94-96, more particularly bounded and described, as follows:

BEGINNING at a point on the easterly side of Commonwealth Place, at the dividing line between Lots Nos. 2 and 3 in said Plan; thence along the easterly side of Commonwealth Place North $18^{\circ} 54'45''$ West a distance of 42 ft. more or less to a point on the facing of the exterior wall of the 26-story building known as "Gateway Towers"; thence North $71^{\circ} 05'15''$ East along said facing of the exterior wall a distance of 256.74 ft. more or less to a point on the line dividing Lots Nos. 1 and 2 in said Plan; thence South $18^{\circ} 54'45''$ East a distance of 42 ft. more or less to the southeasterly corner of Lot No. 2 in said Plan; thence along the dividing line between Lots Nos. 2 and 3 in said plan South $71^{\circ} 05'15''$ West a distance of 256.74 ft. to the point at the place of beginning;

(d) a non-exclusive right in the Light and Air Easement and in the Encroachment Easement;

(e) the above-mentioned reinforced concrete vault; and

(f) all rights to the portion of Lot No. 2 which lies below (but not above) a horizontal plane (said horizontal plane being below the concrete slab forming the 1st floor of the building known as "Gateway Towers") the elevation of which horizontal plane is 728.95 feet, measured vertically above sea level as established by the United States Coast and Geodetic Survey, except as already accepted at (b) and (c) of ONE, above.

TWO: Gateway hereby accepts (a) the following described air space overlying Lot No. 2 and the portions of the building known as "Gateway Towers" which occupy the following described air space:

250 ALL that certain real property situate in the 2nd Ward of the City of Pittsburgh, Allegheny County, Pennsylvania, consisting of a cube or polyhedron, which lies above (but not below) a horizontal plane (said horizontal plane being below the concrete slab forming the 4th floor of the building known as "Gateway Towers"), the elevation of which horizontal plane is 765.07 feet, measured vertically above sea level as established by the United States Coast and Geodetic Survey, and which lies below, (but not above) a horizontal plane (said horizontal plane being below the concrete slab forming the 27th floor (there being no 13th floor) of the building known as "Gateway Towers"), the elevation of which horizontal plane is 974.07 feet, measured vertically above sea level as established by the United States Coast and Geodetic Survey, and which is bounded by four vertical planes which are formed by projecting vertically upward and downward the boundaries of that certain plot or parcel of land described as follows, together with the portions of the aforesaid building lying within the 6 planes forming said cube or polyhedron of real property:

ALL that certain real property situate in the 2nd Ward, City of Pittsburgh, Allegheny County, Pennsylvania, being a portion of Lot No. 2 in Gateway Plan of Lots No. 2 of record in the Office of the Recorder of Deeds of Allegheny County, Pennsylvania in Plan Book Volume 110, Page 94-96, more particularly bounded and described, as follows:

Beginning at a point on the easterly side of Commonwealth Place, said point being North $18^{\circ} 54' 45''$ West a distance of 38.00 feet from the line dividing Lot Nos. 2 and 3 in Gateway Plan of Lots No. 2; thence from said point of beginning through Lot No. 2 along a line parallel to and 4.00 feet perpendicular southwardly from the side of a 26 story building known as "Gateway Towers" the following courses and distances:
North $71^{\circ} 05' 15''$ East a distance of 254.00 feet to a point;

North 18° 54' 45" West a distance of 80.00 feet to a point;
South 71° 05' 15" West a distance of 253.78 feet to a point; then
along the easterly side of Commonwealth Place in a southerly direction by a curve bearing
to the left having a radius of 35.00 feet through a arc distance of 3.94 feet to a point of
tangent; thence along same South 18° 54' 45" East a distance of 76.04 feet to the point at
the place of beginning.

Containing an area of 20,319.703 square feet or 0.4664 acre;

(b) a non-exclusive right in the Light and Air Easement and in the Encroach-
ment Easement; and

(c) Lot No. 2, except as already accepted by Three Rivers at ONE, above
and Gateway at (a) and (b) of TWO, above.

TO HAVE AND TO HOLD Lot No. 2 to and for the use of to Grantees, their
respective successors and assigns forever in the manner and to the extent set forth at
ONE and TWO above.

GRANTOR covenants that Grantor will warrant specially the premises
hereby conveyed.

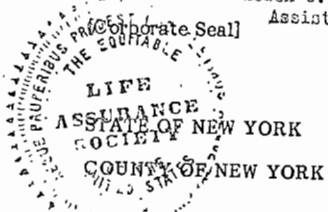
WITNESS the due execution hereof.

Attest:

THE EQUITABLE LIFE ASSURANCE
SOCIETY OF THE UNITED STATES

Helen G. Patrick
Helen G. Patrick
Assistant Secretary

By T. J. Fitzgerald
T. J. Fitzgerald Vice President



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) SS:
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On this 19th day of June, 1979, before me, a Notary Public, the under-
signed officer, personally appeared T. J. Fitzgerald
who acknowledged himself to be a Vice President of THE EQUITABLE LIFE
ASSURANCE SOCIETY OF THE UNITED STATES, a corporation, and that he as such
Vice President, being authorized to do so, executed the foregoing instrument for
the purposes therein contained by signing the name of the corporation by himself as
Vice President.



IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Walter F. Allen
Notary Public
WALTER F. ALLEN
Notary Public, State of New York
Qualified in Kings Co. No. 24-5053000
Cert. Filed in New York County
Commission Expires March 30, 1980

My commission expires:

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
REALTY TRANSFER TAX
JUN 22 79
RD. 11378
500.00

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
REALTY TRANSFER TAX
JUN 22 79
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011828 COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
REALTY TRANSFER TAX JUN 22 '79
16 500.00
R.D. 11374

011824 COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
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12 500.00
R.D. 11374

011825 COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
REALTY TRANSFER TAX JUN 22 '79
13 500.00
R.D. 11374

011826 COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
REALTY TRANSFER TAX JUN 22 '79
14 500.00
R.D. 11374

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011827 COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
REALTY TRANSFER TAX JUN 22 '79
15 500.00
R.D. 11374

JUN 22 1979

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JUN 22 1979

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FROM

THE EQUITABLE LIFE ASSURANCE
SOCIETY OF THE UNITED STATES

TO

2-7

✓ GATEWAY CAPITAL, INC.
and
✓ THREE RIVERS CAPITAL, INC.

MAIL TO:
George L. Cass
57th Floor, U.S. Steel Bldg.
Pittsburgh, PA

REC-6123 192

STATE OF PENNSYLVANIA
COUNTY OF ALLEGANY

RECORDED IN THE OFFICE OF THE RECORDER OF DEEDS, ETC. IN AND FOR THE SAID COUNTY ON THIS 22nd DAY OF June A.D. 19 79 IN BOOK VOL. 6123 PAGE 181 WITH CORRECT SEAL OF SAID OFFICE THE DAY AND YEAR ABOVE SAID.

[Signature]
RECORDER

