

SEE INSIDE

COMMONWEALTH OF PENNSYLVANIA §

COUNTY OF PHILADELPHIA §

KNOW ALL MEN BY THESE PRESENTS:

DATE: 10-4-95
 INT: D.S.
 STAMPS: 10-4-95

THAT THE **EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED** New York corporation (hereinafter referred to as "Grantor"), for and in consideration of the aggregate sum of **Five Million Five Hundred Thousand and 00/100 Dollars (\$5,500,000.00)** consisting of: (a) **Thirty-Four Million Six Hundred Fifty Thousand and 00/100 Dollars (\$34,650,000.00)** as to that portion of Parcel First described on **Exhibit A** designated as **Block 1-C, Lot 167-01**, (b) **One Million and 00/100 Dollars (\$1,000,000.00)** as to that portion of said Parcel First described designated as **Block 1-C Lot 190**, (c) **Ten Million and 00/100 Dollars (\$10,000,000.00)** as to Parcel Seventh described on **Exhibit A**, and (d) **Five Million Eight Hundred Fifty Thousand and 00/100 Dollars (\$5,850,000.00)** as to the conveyance described in clause (ii) below, and other good and valuable consideration to it in hand paid by **GATEWAY TRIZEC, INC.**, a Delaware corporation (hereinafter referred to as "**Grantee**"), whose mailing address is c/o Trizec Properties, Inc., 500 W. Madison Street, Suite 2852, Chicago, IL 60661, the receipt and sufficiency of which consideration is hereby acknowledged, and upon and subject to the exceptions, liens, encumbrances, terms and provisions hereinafter set forth and described, has **GRANTED, BARGAINED, SOLD and CONVEYED**, and by these presents does hereby **GRANT, BARGAIN, SELL and CONVEY**, unto Grantee (i) all of the real property situated in Allegheny County, Pennsylvania, described in **Exhibit A** attached hereto and made a part hereof, (ii) an undivided one-half interest in the real property situated in Allegheny County, Pennsylvania, also described as Parcel Fifth Described on **Exhibit A** attached hereto and made a part hereof, for all purposes, together with all and singular the rights, benefits, privileges, easements, tenements, hereditaments and appurtenances thereon or in anyway pertaining thereto, and together with all and singular, the buildings, improvements, thereon or therein, and all machinery, fixtures, equipment and other tangible property attached thereto, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all right, title and interest of Seller in and to the land lying in the bed of each public street, avenue or sidewalk adjoining said premises and in and to the appurtenances thereunto belonging, to the center line of such street or avenue, and (iii) all reservations in favor of Grantor contained in (A) that certain Deed from Grantor to Three Rivers Capital, Inc. dated June 19, 1979 and recorded in the Office of the Recorder of Deeds for Allegheny County, Pennsylvania in Deed Book 6123, Page 172, subject to the covenants and conditions contained in such Deed, and as further reflected in that certain Tax Agreement of even date therewith

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between Grantor and Three Rivers Capital, Inc., recorded in the aforesaid Office in Deed Book 6122, Page 848, (B) that certain Deed from Grantor to Gateway Capital, Inc. and Three Rivers Capital, Inc. dated June 19, 1979 and recorded in the aforesaid Office in Deed Book 6123, Page 181, subject to the covenants contained in such Deed, (C) that certain Indenture from Grantor to United Steelworkers Building Fund dated April 9, 1973 and recorded in the aforesaid Office in Deed Book 5998, Page 343, as amended by Corrective Deed dated May 30, 1995, subject to the conditions and agreements contained in such Indenture and (D) that certain Indenture from Grantor to Westinghouse Electric Corporation dated December 6, 1984 and recorded in the aforesaid Office in Deed Book 6998, Page 221, subject to the conditions and agreements contained in such Indenture (said land, rights, benefits, privileges, easements, tenements, hereditaments, appurtenances, improvements, reservations and interests being hereinafter referred to as the "Property").

This conveyance is made subject to (a) those agreements, easements, restrictions, encumbrances and other exceptions to title of public record and (b) those certain utility service agreements not of public record which are set forth on Exhibit B hereto and made a part hereof for all purposes and which are hereby made to run with the Property affected thereby (those items referred to in clauses (a) and (b) immediately preceding being collectively, the "Permitted Exceptions"). By acceptance of this Special Warranty Deed, Grantee agrees to be bound to comply with the provisions, covenants and agreements of Grantor in the agreements set forth on Exhibit B, which covenant is hereby made to run with the Property affected thereby.

Further, by acceptance of this Special Warranty Deed, Grantee agrees to be bound to comply with the provisions, covenants and agreements of Grantor under that certain Ramp Agreement dated June 19, 1979 between Grantor and Three Rivers Capital, Inc., recorded in the Office of the Recorder of Deeds for Allegheny County, Pennsylvania in Deed Book 6122, Page 855.

TO HAVE AND TO HOLD the Property, subject to the Permitted Exceptions relating to specific portions of the Property as shown in Exhibit B, as aforesaid, unto Grantee, its successors and assigns, forever; and Grantor does hereby bind itself and its successors, to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof, by, through or under Grantor, but not otherwise.

By acceptance of this Special Warranty Deed, Grantee assumes payment of all real property taxes on the Property for the year 1996 and subsequent years.

Notwithstanding the foregoing, it is the intention of Grantor and Grantee hereto that (i) the right, title and interest conveyed herein and the interests thereafter of Grantee as both the service provider and the beneficiary under the service agreements set forth in Exhibit B and any and all amendments, replacements or substitutions of any of the foregoing which provide services to the Property shall not merge into this Special Warranty Deed and shall not be deemed to have been extinguished by the acceptance and recording of this Special Warranty Deed, but shall be and remain in full force and effect, and (ii) the right, title and interest conveyed herein and the interests thereafter of Grantee as owner of both the dominant and the servient estates with respect to the easement agreements set forth in Exhibit B and any and all amendments, replacements or substitutions of any of such agreements shall not merge into this Special Warranty Deed and shall not be deemed to have been extinguished by the acceptance and recording of this Special Warranty Deed, but shall be and remain in full force and effect. No future merger of the agreements set forth in Exhibit B shall occur without the written consent of the owners of the Property and the holders of all mortgages on the Property.

10-02-95 15:23BERESNAK 81076
PA TRF TAX \$85833.33
1No
CHECK RE#85833.33

10-02-95 15:24BERESNAK 81078
PA TRF TAX \$85833.33
1No
CHECK RE#85833.33

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1No
CHECK RE#85833.33

10-02-95 15:24BERESNAK 81079
PA TRF TAX \$85833.33
1No
CHECK RE#85833.33

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, this Special Warranty Deed has been executed by Grantor to be effective as of the 27th day of September, 1995.

THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES, a New York corporation

By: [Signature]
Name: Frederick F. Buchholz
Title: Investment Officer

Attest: [Signature]
Name: Geoffrey N. Irvina
Title: Investment Officer

[Corporate Seal]

The undersigned Grantee hereby evidences its acceptance of this Special Warranty Deed.

GATEWAY TRIZEC, INC., a Delaware corporation

By: [Signature]
Name: Casey R. W. [unclear]
Title: [unclear]

Attest: [Signature]
[Corporate Seal]

THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES
GATEWAY TRIZEC, INC.

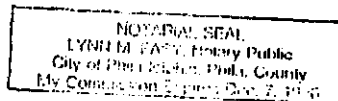
COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF PHILADELPHIA :

On the 27th day of September, 1995, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frederick F. Buchholz, who acknowledged himself to be an Investment Officer of The Equitable Life Assurance Society of the United States, a New York corporation, and that he being authorized to do so executed the foregoing instrument on behalf of such corporation for the purposes therein contained and desired that it may be recorded.

WITNESS my hand and seal the day and year aforesaid.

Lynn M. Fasy
Notary Public

My Commission Expires:



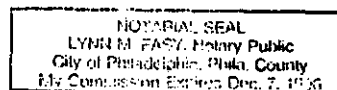
COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF PHILADELPHIA :

On the 27th day of September, 1995, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Casey R. Wold, who acknowledged himself to be the President of Gateway Trizec, Inc., a Delaware corporation, and that he being authorized to do so executed the foregoing instrument on behalf of such corporation for the purposes therein contained and desired that it may be recorded.

WITNESS my hand and seal the day and year aforesaid.

Lynn M. Fasy
Notary Public

My Commission Expires:



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FIRST DESCRIBED: (Buildings One through Three and Hilton Fee)

ALL that certain lot situated in the 2nd Ward of the City of Pittsburgh, County of Allegheny and Commonwealth of Pennsylvania, being Lot No. 1 in the Gateway Plan of Lots No. 1, of record in the Recorder's Office of Allegheny County, Pennsylvania in Plan Book Volume 110, pages 94 to 96.

*-01 and Block 1-C Lot 190

BEING designated as Block 1-C, Lot 167 in the Deed Registry Office of Allegheny County, Pennsylvania.

TOGETHER with the Landlord's reversionary interest in all improvements located on that portion of this First Described Parcel which is the subject of that certain Agreement of Lease, as supplemented, amended and described in Schedule B No. 12 above and together with all rights reserved to Landlord in said Agreement of Lease.

FIFTH DESCRIBED: (Building Four)

ALL that certain lot situate in the 1st Ward, City of Pittsburgh, County of Allegheny and Commonwealth of Pennsylvania, being Lot No. 1 in the Gateway Plan of Lots No. 1, of record in the Recorder's Office of Allegheny County, Pennsylvania in Plan Book Volume 105, pages 116 and 117.

EXCEPTING therefrom and thereout the following described property which was conveyed by The Equitable Life Assurance Society of the United States and Allianz Real Estate Corporation to the Port Authority of Allegheny County by deed dated March 10, 1982 and recorded in Deed Book Volume 6495, page 289:

SUB-PARCEL A. ALL that parcel of land situate in Gateway Center in the First Ward of the City of Pittsburgh, Allegheny County, Pennsylvania, more particularly bounded and described as follows:

BEGINNING at a point at the intersection of the Northerly line of the Boulevard of the Allies (80.09 feet wide) and the Westerly line of Stanwix Street (30.08 feet wide), said point also being the Southwesterly corner of land now or formerly of the Bell Telephone Company of Pennsylvania; thence along the Westerly line of Stanwix Street North 27 degrees 14' 15" East, a distance of 229.46 feet to a point on the dividing line between Lot No. 1 in the Gateway Plan of Lots No. 1 as recorded in the Recorder's Office of Allegheny County in Plan Book Volume 105, pages 116 and 117, and land now or formerly of the Bell Telephone Company of Pennsylvania; thence along the Westerly line of Stanwix Street, North 27 degrees 14' 15" East, a distance of 322.18 feet to a point of curve (said point being tangent to the preceding course); thence continuing along the Westerly line of Stanwix Street by the arc of a circle curving to the left (having a radius of 35.00 feet, a chord bearing of North 15 degrees 11' 23" East, and a chord length of 14.59 feet) for an arc distance of 14.70 feet to a point on a curve on the Westerly line of Stanwix Street, at the true place of beginning; thence through Lot No. 1 in said Gateway Plan of Lots, by a non-radial, non-tangent line North 69 degrees 03' 21" West, a distance of 44.36 feet to a point; thence continuing through the same North 18 degrees 59' 30" West, a distance of 29.34 feet to a point on a curve (said point not being tangent to the preceding course) on the Southerly line of Liberty Avenue; thence along the Southerly line of Liberty Avenue by an arc of a circle, curving to the right (having a radius of 350.00 feet, a chord bearing of South 72 degrees 36' 39" East, and a chord length of 29.41 feet) for an arc distance of 29.42 feet to a point of compound curve; thence continuing along the Southerly line of Liberty Avenue by the arc of a circle curving to the right (having a radius of 35.00 feet, a chord bearing of South 33 degrees 30' 39" East, and a chord distance of 41.83 feet) for an arc distance of 44.83 feet to a point, said point being the true place of beginning.

BEING designated as Block 1-C, Lot 167 in the Deed Registry Office of Allegheny County.

SIXTH DESCRIBED:**POOR ORIGINAL**

A non-exclusive easement for free and uninterrupted pedestrian ingress, egress and regress and for unobstructed light and air for the benefit of the property noted above as "Fifth Described" over the "Plaza" (being the property noted below as "Seventh Described") and an easement over the Plaza for light and air, as set forth in the following instruments:

1. Plaza Agreement between The Equitable Life Assurance Society of the United States and Alliant Pennsylvania Enterprises, Inc., dated June 30, 1978 and recorded in Deed Book Volume 5962, page 955; and
2. Declaration of Easement by The Equitable Life Assurance Society of the United States, dated June 6, 1978 and recorded in Deed Book Volume 5948, page 787.

SEVENTH DESCRIBED: (Plaza Parcel)

ALL that certain lot situate in the 1st Ward, City of Pittsburgh, County of Allegheny and Commonwealth of Pennsylvania being Lot No. 2 in the Gateway Plan of Lots No. 1, of record in the Recorder's Office of Allegheny County, Pennsylvania in Plan Book Volume 105, pages 116 and 117.

BEING designated as part of Block 1-C, Lot 200 in the Deed Registry Office of Allegheny County.

POOR ORIGINAL**NINTH DESCRIBED:**

Easements over the walks, stairs and ramps of the property noted above as Fifth Described for free and uninterrupted pedestrian ingress, egress and regress to and from the property noted above as Seventh Described, as provided in the Plaza Agreement between The Equitable Life Assurance Society of the United States and Alliant Pennsylvania Enterprises, Inc., dated June 30, 1978 and recorded in Deed Book Volume 5962, page 955.

TOGETHER WITH THE FOLLOWING EASEMENT BENEFITTING THE SEVENTH DESCRIBED PARCEL (PLAZA PARCEL) DESCRIBED BELOW:

TENTH DESCRIBED:

ALL that certain perpetual easement, together with the right of ingress, egress, and regress, to construct, install or reinstall, repair, renew and maintain sheet piling for shoring in and to the land bounded and described as follows, to-wit:

1-C-200 ✓
PROPERTY

EXHIBIT "A" (continued)

TRACT NO. 1

BEGINNING at a point on the northerly line of the Boulevard of The Allies at the intersection of said line with the southeasterly property line of Project No. G.S.A. 941-1; thence North 63 degrees 49' 20" West along the line of the said Boulevard 1 foot 0 inches to a point; thence North 27 degrees 13' 40" East 34.2 feet to a point on the said southeasterly line of Project No. G.S.A. 941-1; thence South 26 degrees 10' 40" West 34.2 feet, more or less, to a point on the northerly line of the Boulevard of The Allies, the place of beginning.

CONTAINING 27.1 square feet, more or less.

TRACT NO. 2

BEGINNING at a point on the southerly line of Liberty Avenue at the intersection of the said line with the northeasterly property line of Project No. G.S.A. 941-1; thence South 21 degrees 26' 51" East, 134.49 feet along said property line to a point, being a corner at the intersection of the northeasterly line with the southeasterly line of the said Project; thence South 26 degrees 10' 40" West along said southeasterly line 1.0 feet to a point thereon; thence North 21 degrees 26' 51" West, 135.407 feet to a point on the southerly line of Liberty Avenue; thence North 68 degrees 33' 09" East, 1.0 feet to a point on said line, the place of beginning.

CONTAINING 134.95 square feet, more or less.

1158,150.00

A000207938 M A063881
DEED TRANSFER TAX
County of Allegheny

City 088 1.50%
Pgh Wd. 2
Date 10/02/1995
Block/Lot 1 C 167
Amt \$51500000
Rec'd \$772500.00
Check # MB 952

Michael A. Della Vecchia
County Agent
BY

S A063881
DEED TRANSFER TAX
County of Allegheny

S. D. 029 0.75%
Pgh
Date 10/02/1995
Block/Lot 1 C 167
Amt \$51500000
Rec'd \$386250.00
Check # MB 952

Michael A. Della Vecchia
County Agent
BY

(5)
10-02-95 15:25BERESNAK 81080
PA TRF TAX \$85833.33
INo
CHECK RE \$85833.33

(6)
10-02-95 15:26BERESNAK 81081
PA TRF TAX \$85833.35
INo
CHECK RE \$85833.35

TOTAL
\$ 515,000.00

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EXHIBIT B

SOLELY WITH RESPECT TO THE SERVICE OBLIGATIONS OF EQUITABLE AS GRANTOR OF PARCEL FIRST DESCRIBED (i.e. Buildings 1-3 Gateway Center) EXHIBIT A:

- Operating Agreement dated June 30, 1978 between Equitable, on the one hand, and Equitable and Allianz Pennsylvania Enterprises, Inc. ("Allianz"), on the other hand, recorded in the Office of the Recorder of Deeds for Allegheny County, Pennsylvania in Deed Book 5962, Page 969, as amended by Amendment No. 1 to Operating Agreement dated May 1, 1984 (namely, to provide to Building 4 from Building 3 chilled water from the refrigeration plant and city water from the water storage tank and distribution system and to provide to Building 4 steam from the steam boiler plant in Building 2).
- Cooling Agreement dated June 19, 1979 between Equitable and Three Rivers Capital, Inc. and Gateway Capital, Inc., recorded in the aforesaid Office in Deed Book 6122, Page 862, as assigned by Three Rivers Capital, Inc. to Gateway Towers Condominium Association, evidenced by Consent to Assignment by Equitable dated January 6, 1982, recorded in the aforesaid Office in Deed Book 6436, Page 573 (namely, to provide chilled water to Gateway Towers from the refrigeration plant within Building 3).
- Condenser Water Agreement dated December 11, 1984 between Equitable and Westinghouse Electric Corporation and recorded in the aforesaid Office in Deed Book 6998 page 277 (namely, to provide from Building 3 condenser water to Six Gateway Center).
- Agreement dated November 30, 1959 between Equitable and Hilton Hotels Corporation, as amended by Amended and Partially Restated Chilled Water Agreement dated February 2, 1994 (namely, to provide chilled water to the Hilton Hotel property from the refrigeration plant within Building 3).

EASEMENT AGREEMENTS:

- Plaza Agreement dated June 30, 1978 between Equitable, on the one hand, and Equitable and Allianz, on the other hand, recorded in the Office

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EXHIBIT "B" (continued)

of the Recorder of Deeds for Allegheny County,
Pennsylvania in Deed Book 5962 page 955.

- Declaration of Easement by Equitable dated as of
June 6, 1978, recorded in the aforesaid Office in
Deed Book 5946 page 787.

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CERTIFICATE OF RESIDENCE

I hereby certify that the precise residence of the Mortgage herein is c/o
Trizec Properties, Inc., 500 W. Madison Street, Suite 2852, Chicago, IL
60661

Paul F. Thorsen, Jr.
AGENT

RECORDED IN DEEDS
ALLEGHENY COUNTY, PA
OCT 2 3 39 PM '95

Oct 2 95 12 24 11

FROM:

THE EQUITABLE LIFE ASSURANCE
SOCIETY OF THE UNITED STATES

TO:

GATEWAY TRIZEC, INC.

D 35 50
MB-458

DEED *MB-458*

MAIL TO:


KEITH PASCUS, ESQUIRE
KATTEN MUCHIN & ZAVIS
525 WEST MONROE STREET
SUITE 1600
CHICAGO, IL 60661

 **COMMONWEALTH**
LAND TITLE INSURANCE COMPANY
A Reliance Group Holdings Company
Mezzanine - The Frick Building
437 Grant Street, Pittsburgh, PA 15219-6060

J-378663

I hereby CERTIFY that this document is recorded in a Deed Volume in the Recorder's Office of Allegheny County, Pennsylvania

Michael A. Della Vecchia
MICHAEL A. DELLA VECCHIA
RECORDER OF DEEDS



DEED
REGISTRY
OCT 4 '95
COUNTY OF
ALLEGHENY, PA

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