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Bck 57

NAME AND ADDRESS TO WHICH FUTURE TAX BILLS ARE TO BE SENT:

NWI Warehouse Group II, LLC
1410 Donelson Pike, Suite A-5
Nashville, Tennessee 37217

MAP PARCEL NOS.:
50-21
50-8
118-4-364
53-O-D-53K-10

THIS INSTRUMENT WAS PREPARED BY AND SHOULD BE RETURNED TO:

Thomas C. Scott, Esq.
Tune Entrekin & White
315 Deaderick Street
21st Floor
Nashville, Tennessee 37238

0380 12/02 0101 03CHECK 36.00

QUITCLAIM DEED FOR CONTRIBUTION

THIS INDENTURE, made this 27 day of November, 1996, by and between NWI WAREHOUSE GROUP, L.P., a Tennessee limited partnership (hereinafter referred to as "Grantor"), and NWI WAREHOUSE GROUP II, LLC, a Delaware limited liability company (hereinafter referred to as "Grantee") (the words "Grantor" and "Grantee" to include their respective heirs, successors, legal representatives and assigns where the context requires or permits).

W I T N E S S E T H, That:

WHEREAS, Grantor has caused Grantee to be formed as a Delaware limited liability company, with Grantor as its sole member; and

WHEREAS, Grantor desires to contribute the property herein described to the capital of Grantee.

NOW THEREFORE, Grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00) in hand paid at and before the sealing and delivery of these presents, the receipt and sufficiency whereof is hereby acknowledged by these presents, does hereby remise, convey, and forever quitclaim unto the said Grantee all of Grantor's right, title and interest in and to those tracts or parcels of land described on Exhibit A, attached hereto and incorporated herein by this reference, together with all rights, members, structures, easements, alleys, ways, appurtenances, improvements, chattels, timber, shrubbery, trees, plants, fixtures, privileges, tenements or hereditaments incident or appurtenant thereto.

96 DEC -2 AM 11:06
FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
025114 9

ATL-249560-1
November 15, 1996--10:38:32

IN WITNESS WHEREOF, Grantor has executed this instrument under seal as of the day and year first above written.

GRANTOR:

NWI WAREHOUSE GROUP, L.P.,
a Tennessee limited partnership

By: NWI X, L.P.,
a Tennessee limited partnership
its Sole General Partner

By: _____ (SEAL)
John W. Nelley, Jr.
General Partner

By: _____ (SEAL)
Albert W. Buckley, Jr.
General Partner

STATE OF GEORGIA)
COUNTY OF GWINNETT)

Before me, Barbara A. Wilson, a Notary Public of said County and State, personally appeared John W. Nelley, Jr., 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 general partner of NWI X, L.P., a Tennessee limited partnership (the "General Partner"), which is the General Partner of NWI WAREHOUSE GROUP, L.P., the within named grantor, a limited partnership (the "Grantor"), and that he as such general partner of the General Partner executed the foregoing instrument for the purposes therein contained, by signing the name of the Grantor by himself as general partner of the General Partner.

Witness my hand and seal, at the office in Nashville, this 27th day of November, 1996.

Barbara A. Wilson
Notary Public

My Commission Expires:

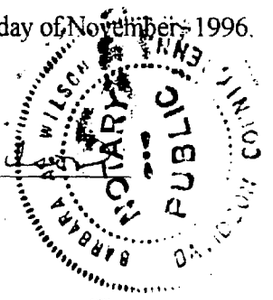
11/22/97

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Barbara A. Wilson, a Notary Public of said County and State, personally appeared Albert W. Buckley, Jr., 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 general partner of NWI X, L.P., a Tennessee limited partnership (the "General Partner"), which is the General Partner of NWI WAREHOUSE GROUP, L.P., the within named grantor, a limited partnership (the "Grantor"), and that he as such general partner of the General Partner executed the foregoing instrument for the purposes therein contained, by signing the name of the Grantor by himself as general partner of the General Partner.

Witness my hand and seal, at the office in Nashville, this 21st day of November, 1996.



Barbara A. Wilson
Notary Public

My Commission Expires:

11/22/97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is zero (0).

Affiant

Subscribed and sworn to before me, this 27th day of November, 1996.

Notary Public

My Commission Expires: 11/22/97

EXHIBIT "A"

BRILEY LAND

TRACT ONE

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being more particularly described according to a survey made by Ragan-Smith Associates, Inc., dated April 23, 1996 and proceeds as follows:

Beginning at an existing concrete highway monument at the southerly right-of-way line of Brick Church Lane, a 50-foot right-of-way, and the easterly right-of-way line of Interstate 24, right-of-way varies, said monument being the northwest corner of the herein described tract; thence,

1. With the southerly right-of-way of Brick Church Lane, S 87041'38" E, 564.59 feet to an iron pin set in the northwest corner of Nashville Electric Service as recorded in Deed Book 3431, Page 342, R.O.D.C., Tennessee; thence,

2. Leaving said right-of-way line of Brick Church Lane with the westerly line of the aforementioned Nashville Electric Service, S 00006'08" E, 533.42 feet to an iron pin set; thence,

3. With a new line of division, S 08024'25" W, 370.25 feet to an iron pin set; thence,

4. S 36005'30" W, 405.70 feet to an iron pin set; thence,

5. S 74003'08" W, 282.00 feet to an iron pin set, said pin being situated N 26002'43" E, 4.46 feet from an existing concrete highway monument; thence,

6.N 80008'10" W, 190.00 feet to an iron pin set in the easterly right-of-way of Interstate 24; said pin being situated N 02052'26" W, 2.77 feet from an existing concrete highway monument; thence,

7. With the easterly right-of-way of Interstate 24, N 02052'26" W, 223.58 feet to an existing concrete highway monument; thence,

8. N 09055'47" E, 499.56 feet to an existing concrete highway monument; thence,

9. N 11047'24" E, 499.52 feet to an iron pin set; thence,

10. N 05050'52" E, 92.42 feet to the point of beginning containing 795,747 square feet or 18.268 acres, more or less as calculated by the above courses which were determined within the precision requirements of an ALTA/ACSM "Urban" Land Title Survey of 1992.

BRILEY LAND

EXHIBIT A

Being part of the property conveyed to NWI Warehouse Group, L.P. by Deed of Record in Book 10,204, Page 135, Register's Office for Davidson County, Tennessee.

EXHIBIT "A"

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I-440 LAND

Land in the First Civil District, Seventeenth Councilmanic District, City of Berry Hill, Davidson County, Tennessee, being Lot 1, being approximately 21.74 acres, on the plan of Four Forty Center, as shown on plat of record in Plat Book 7900, Page 775, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being a portion of the same property conveyed to NWI Warehouse Group, L.P. by deed of record in Book 9941, Page 737 and the same property conveyed to NWI Warehouse Group, L.P. by deed of record in Book 10,231, Page 548 Register's Office of Davidson County, Tennessee.

EXHIBIT "A"

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Out Parcel

Land in Williamson County, Tennessee, being Lot No. 69 on the Plat of the Resubidivision of Lots 69-73, Revision 3, Aspen Grove Subdivision, Sections T2 and T3, of record in Plat Book 22, page 80, in the Register's Office of Williamson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being part of the same property conveyed to NWI Warehouse Group, L.P. by deed of record in Book 1417, page 648, Register's Office of Williamson County, Tennessee.