3 tracts

F-435 (3)
CTE (bsl)

This instrument prepared
(with advice of Tennessee counsel) by:
Ann M. Saegert, Esq.
Haynes and Boone, L.L.P.
901 Main Street, Suite 3100
Dallas, Texas 75202-3789

Tax Parcel I.D. Nos. Map 183, Parcel 54
and Map 183, Parcel 56
and Map 183, Parcel 59

BOOK 10923 PG 1

LIMITED WARRANTY DEED

THIS INDENTURE, made and entered into this 6th day of May, 1998, by and between MIT UNSECURED L.P., a California limited partnership ("Grantor"), and SCI-NORTH CAROLINA LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantee").

W I T N E S S E T H:

That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee, subject to the exceptions on Exhibit B (the "Permitted Exceptions"), the land situated and being in Davidson County, Tennessee as more particularly described on Exhibit A attached hereto, together with all improvements located thereon (collectively, the "Property").

TO HAVE AND TO HOLD the aforesaid real estate together with all and singular the development rights, rights, benefits, privileges, easements, tenements, appurtenances, and hereditaments thereon or in anywise appertaining to such Property, and all right, title, and interest of Grantor in and to all strips and gores and any land lying in the bed of any street, road, or alley, open or proposed, adjoining such Property, unto Grantee, its successors and assigns forever, subject to the Permitted Exceptions.

Grantor does hereby covenant with Grantee that the title and quiet possession thereto Grantor will warrant and forever defend, subject to the Permitted Exceptions, against the lawful claims of all persons claiming by, through, or under Grantor, but not further or otherwise.

Part of the consideration for the conveyance of the Property from Grantor to Grantee as set forth herein is the conveyance from Grantee to Grantor of that certain real property (including any improvements thereon) situated in Shelby County, Tennessee, as more particularly described in the Special Warranty Deed of even date herewith from Grantee to Grantor.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officer the day and year first above written.

MIT UNSECURED L.P.,
a California limited partnership

By: MIT Unsecured, Inc.,
a California corporation,
its general partner

By: _____
Timothy B. Keith, Vice President

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Timothy B. Keith with whom I am personally acquainted, and who, upon oath, acknowledged himself/herself to be the Vice President of MIT Unsecured, Inc., a California corporation, the general partner of MIT Unsecured L.P., a California limited partnership, the within named bargainor, and that he as such Vice President executed the foregoing instrument for the purposes therein contained by signing the name of the corporation as general partner of the limited partnership.

WITNESS my hand and official seal at office this 6th day of May, 1998.

_____
Notary Public

My Commission Expires:

_____

LISA J. PINC
MY COMMISSION EXPIRES
April 15, 2002

****

Property Address(es):
1610 J.P. Hennessy Drive
Nashville, Tennessee _____

1550 Heil Quaker Boulevard
Nashville, Tennessee _____

1600 Corporate Place
Nashville, Tennessee ____

Name and Address of Owner and Mail Tax Bills To:
SCI-North Carolina Limited Partnership
14100 East 35th Place
Aurora, Colorado 80011

I hereby swear or affirm that, to the best of affiant's knowledged, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 7,976,572, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

SUBSCRIBED AND SWORN to before me this 7th day of May, 1998.

Notary Public

My Commission Expires:

7-23-2001

BRENDA S. LANE NOTARY PUBLIC AT LARGE DICKSON COUNTY

EXHIBIT A-1

Legal Description

THE "HENNESSY PROPERTY" IN NASHVILLE

[See attached.]

Being the same real estate conveyed to Grantor (as successor to DFW Nine, a California corporation) by that certain Quitclaim Deed from Meridian Industrial Trust, Inc., a Maryland corporation (the successor by merger to Meridian Point Realty Trust IV Co., a Missouri corporation, formerly known as Sierra Capital Realty Trust IV Co., the successor by merger to Sierra Capital Realty Trust IV, a California corporation), and recorded in Book 10067, Page 507 in the Register's Office of Davidson County, Tennessee.

Exhibit A-1

BOOK 10923 PG 5

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being all of Lot 1, Re-subdivision of Section "X" (10) of Interchange City Industrial Park as recorded in Book 5210, Page 383, Register's Office for Davidson County, Tennessee and being more fully described as follows:

BEGINNING at an iron pin set at the southwest corner of said Lot 1, same being on the east right-of-way line of J. P. Hennessy Drive, a 60-foot road, that is 2644.54 feet north and east of Firestone Parkway, as measured along the east right-of-way line of J. P. Hennessy Drive; thence, proceeding as follows:

1. Northwardly with the east right-of-way line of J. P. Hennessy Drive and an 848.51-foot radius curve to the left a distance of 228.14 feet; said curve has a chord bearing and distance of N 23° 32' 10" E, 227.453 feet; thence,

2. N 15° 50' E, 200.15 feet; thence,

3. With a 2261.83-foot radius curve to the right a distance of 212.77 feet; said curve has a chord bearing and distance of N 18° 31' 42" E, 212.677 feet to an iron pin set at the northwest corner of said Lot 1; thence,

4. Leaving J. P. Hennessy Drive with the south right-of-way line of a 60-foot spur tract easement and the northerly line of said Lot 1, S 75° 39' 37" E, 60.06 feet; thence,

5. With a 549.47-foot radius curve to the left a distance of 205.07 feet; said curve has a chord bearing and distance of S 86° 21' 07" E, 203.789 feet to an iron pin set; thence,

6. N 86° 57' 23" E, 221.59 feet to the northeast corner of said Lot 1 and the centerline of Hurricane Creek; thence,

7. With the centerline of said creek, S 26° 14' W, 973.34 feet to the southeast corner of said Lot 1; thence,

8. Leaving Hurricane Creek, with the southerly line of said Lot 1, N 86° 07' W 265.83 feet to an existing iron pin; thence,

9. N 45° 00' 17" E, 135.62 feet to an existing iron pin; thence,

10. N 55° 01' 45" W, 250.40 feet to the Point of Beginning, and containing 9.011 acres.

Being the same property conveyed to DFW Nine, a California limited partnership, by Quitclaim Deed from Meridian Industrial Trust, Inc., a Maryland Corporation (which is the successor by merger to Meridian Point Realty Trust IV Co., a Missouri corporation, formerly known as Sierra Capital Realty Trust IV Co., which is the successor by merger to Sierra Capital Realty Trust IV, a California corporation), of record in Book 10067, page 507, in the Register's Office for Davidson County, Tennessee.

1634 Hennessey

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT A-2

Legal Description

THE "HEIL QUAKER PROPERTY" IN NASHVILLE

[See attached.]

Being the same real estate conveyed to Grantor (as successor to DFW Nine, a California corporation) by by that certain Quitclaim Deed from Meridian Industrial Trust, Inc., a Maryland corporation (the successor by merger to Meridian Point Realty Trust IV Co., a Missouri corporation, formerly known as Sierra Capital Realty Trust IV Co., the successor by merger to Sierra Capital Realty Trust IV, a California corporation), and recorded in Book 10067, Page 511 in the Register's Office of Davidson County, Tennessee.

Being a parcel of land in Nashville, Second Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located in the southeasterly quadrant of the intersection of Hell-Quaker Boulevard and Corporate Place, being Lot Number One, as shown on the plan of Interchange City Industrial Park, Section XI, as of record in Book 4675, Page 91, R.O.D.C., and being more particularly described as follows:

BEGINNING, at a point in the easterly right-of-way line of Hell-Quaker Boulevard, said point being S 04° 19' W, 430.0 feet from the centerline of Corporate Place, as measured along said easterly right-of-way line, said point also being the northwesterly corner of Lot Number One, as shown on the plan of Second Revision, Interchange City Industrial Park, Section XIII as of record in Book 6900, Page 260, R.O.D.C., and the southwesterly corner of the herein described parcel;

THENCE, with said easterly right-of-way line, N 04° 19' E, 375.52 feet to a point;

THENCE, continuing with said easterly right-of-way line with a curve to the right 38.75 feet to a point in the southerly right-of-way line of Corporate Place, said curve having a central angle of 88° 48', a radius of 25.00 feet, a tangent of 24.48 feet and a chord of N 48° 43' E 34.98 feet;

THENCE, with said southerly right-of-way line S 86° 53' E, 476.78 feet to a point;

THENCE, continuing with said southerly right-of-way line with a curve to the right 83.78 feet to a point, said curve having a central angle of 05° 40' 12", a radius of 846.60 feet, a tangent of 41.92 feet and a chord or S 84° 02' 54" E, 83.75 feet.

THENCE, leaving said southerly right-of-way line with the westerly line of property conveyed to Interchange City Associates, Ltd., by deed of record in Book 6381, Page 227, R.O.D.C., S 08° 29' W, 450.62 feet to a point in the northerly line of Lot Number One as shown on the plan of Second Revision Interchange City Industrial Park, Section XIII as of record in Book 6900, Page 260, R.O.D.C.;

THENCE, with said northerly line with a curve to the left 50.14 feet to a point, said curve having a central angle of 02° 30' 25", a radius of 1,145.92 feet, a tangent 25.07, and a chord of N 80° 15' 47" W, 50.14 feet;

THENCE, continuing with said northerly line, N 81° 31' W, 503.61 feet to the point of beginning.

Containing 242,402 square feet, or 5.56 acres more or less.

Being the same property conveyed to DFW Nine, a California limited partnership, by Quitclaim Deed from Meridian Industrial Trust, Inc., a Maryland Corporation (which is the successor by merger to Meridian Point Realty Trust IV Co., a Missouri corporation, formerly known as Sierra Capital Realty Trust IV Co., which is the successor by merger to Sierra Capital Realty Trust IV, a California corporation), of record in Book 10067, page 516, in the Register's Office for Davidson County, Tennessee.

EXHIBIT A-3

Legal Description

THE "CORPORATE PROPERTY" IN NASHVILLE

[See attached.]

Being the same real estate conveyed to Grantor (as successor to DFW Nine, a California corporation) by by that certain Quitclaim Deed from Meridian Industrial Trust, Inc., a Maryland corporation (the successor by merger to Meridian Point Realty Trust IV Co., a Missouri corporation, formerly known as Sierra Capital Realty Trust IV Co., the successor by merger to Sierra Capital Realty Trust IV, a California corporation), and recorded in Book 10067, Page 516 in the Register's Office of Davidson County, Tennessee.

Being a parcel of land in Nashville, Second Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located on the easterly side of Heil Quaker Boulevard near Corporate Place, being Lot No. One as shown on the plan of Second Revision, Interchange City Industrial Park, Section XIII, as of record in Book 6900, Page 260, R.O.D.C., and being more particularly described as follows:

BEGINNING, at a point in the easterly right-of-way line of Heil Quaker Boulevard, said point being S 04° 19' W, 430 feet, more or less, from the centerline of Corporate Place, said point also being the southwesterly corner of Section XI, Interchange City Industrial Park as of record in Book 4675, Page 91, R.O.D.C., and the northwesterly corner of the herein described parcel;

THENCE, leaving said easterly right-of-way line of Heil Quaker Boulevard with the southerly line of said Section XI, Interchange City Industrial Park, S 81° 31' E, 503.61 feet to a point, said southerly line also being in the centerline of a railroad spur;

THENCE, continuing with said railroad centerline with a curve to the right, 121.00 feet to an iron pin, said curve having a central angle of 06° 03' , a radius of 1,145.92 feet, a tangent of 60.56 feet and a chord of S 78° 29' 30" E, 120.94 feet;

THENCE, continuing with said centerline, S 75° 28' E, 510.14 feet to an iron pin;

THENCE, leaving said centerline, with the westerly line of property conveyed to Hennessy Industries, Inc. by deed of record in Book 5835, Page 926, R.O.D.C., the following calls :

S 44° 26' W, 455.46 feet to a point;

S 08° 30' W, 63.00 feet to point;

N 81° 32' W, 46.71' feet to a point;

S 44° 26' W, 121.30 feet to an iron pin;

THENCE, with the northerly line of said Hennessy Industries Inc. property, N 81° 31' W, 746.33 feet to an iron pin;

THENCE, continuing with said line, N 58° 37' W, 96.26 feet to an iron pin in the easterly right-of-way line of Heil Quaker Boulevard;

THENCE, with said easterly right-of-way line with a curve to the left, 555.17 feet to an iron pin, said curve having a central angle of 27° 03' 00", a radius of 1,175.92 feet, a tangent of 282.86 feet and a chord of N 17° 50' 30" E, 550.02 feet;

THENCE, continuing with said easterly right-of-way line, N 04° 19' E, 11.32 feet to the point of beginning.

Containing 564,282 square feet or 12.95 acres, more or less.

Exhibit A-3

BOOK 10923 PG 10

Being the same property conveyed to DFW Nine, a California limited partnership, by Quitclaim Deed from Meridian Industrial Trust, Inc., a Maryland Corporation (which is the successor by merger to Meridian Point Realty Trust IV Co., a Missouri corporation, formerly known as Sierra Capital Realty Trust IV Co., which is the successor by merger to Sierra Capital Realty Trust IV, a California corporation), of record in Book 10067, page 511, in the Register's Office for Davidson County, Tennessee.

EXHIBIT B-1

Permitted Exceptions

THE "HENNESSY PROPERTY" IN NASHVILLE

Exhibit B-1

1. Taxes for 1998: A lien but not yet due and payable.

2. The Plan of record in Book 5210, page 383, in said Register's Office, shows an owner's certificate, a 20 foot drainage and utilities easement, 20 foot sewer easement along a portion of the northerly line, 60 foot railroad easement, 20 foot easement along the westerly line, 20 foot sewer easement along the southerly line or portion of property.

3. Easement for flow of Hurricane Creek, as shown on survey.

4. Survey made by Ragan, Smith, Murphy & Associates, Inc., dated March 27, 1998, shows 20 foot drainage and utility easement along the north, west, easterly and southerly lines, 20 foot sewer easement along the easterly line and sewer easement along a portion of the northern part of premises, 60 foot railroad easement as set out in Book 4626, page 224, in said Register's Office; 20 foot sewer easement along a portion of the southerly part of premises, 70 foot electrical power line easement running north to south, 60 foot Louisville & Nashville Railroad spur tract running north to south, ramp encroaching onto the northerly sewer line, spur track running behind warehouse, part of asphalt parking encroaching onto the westerly 20 foot drainage and utility easement.

5. Slope and Drainage Easement of record in Book 10682, page 917, in said Register's Office.

6. Rights of tenants in possession, as tenants only, under written leases.

EXHIBIT B-2

Permitted Exceptions

THE "HEIL QUAKER PROPERTY" IN NASHVILLE

Exhibit B-2

1. Taxes for 1998: A lien but not yet due and payable.

2. The Plan of record in Book 4675, page 91, in said Register's Office, shows an owner's certificate, a 20 foot easement for public utilities and drainage along the North, East and West lines of said lot, and a 30 foot railroad easement along the South line of said lot.

3. Survey made by Barge, Waggoner, Sumner & Cannon, Engineers, dated March 27, 1998, last revised April 21, 1998, shows a 20 foot drainage and utility easement along the North, East and West lines of premises, and a 30 foot railroad easement along the Southerly line of said lot.

4. Rights of tenants in possession, as tenants only, under written leases.

EXHIBIT B-3

BOOK 10923 PG 15

Permitted Exceptions

THE "CORPORATE PROPERTY" IN NASHVILLE

Exhibit B-3

1. **Taxes for 1998: A lien but not yet due and payable.**

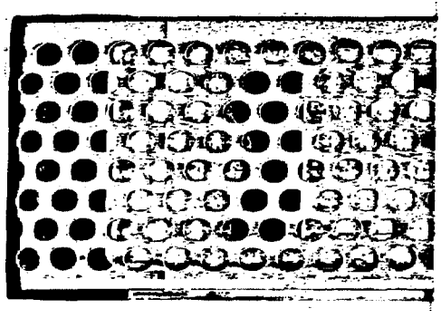
2. **The Plan of record in Book 6900, page 260, in said Register's Office, shows an owner's certificate, a 20 foot drainage and utility easement along the front line, a 10 foot drainage and utility easement along the entire southerly line and portions of the easterly rear line, a 33.5 foot drainage and sewer easement with an 8 inch sewer line contained therein across the northerly portion, a 20 foot sewer easement with an 8 inch sewer line contained therein located in the northeasterly and northwesterly portions of said lot, a 30 foot railroad easement along the northerly line of said lot, a railroad tract across the northerly portion and an existing building to remain.**

3. **As-Built Survey by Barge, Waggoner, Sumner & Cannon, Engineers, dated March 27, 1998, last revised April 21, 1998, shows that the concrete serving said property encroaches onto the ten foot drainage and utility easement located in the southeasterly portion of said lot.**

4. **Rights of tenants in possession, as tenants only, under written leases.**

0435485
IDENTIFICATION REFERENCE
98 MAY -7 PM 4:07
REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

4477 05/07 0101 03CHECK 29578-32



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

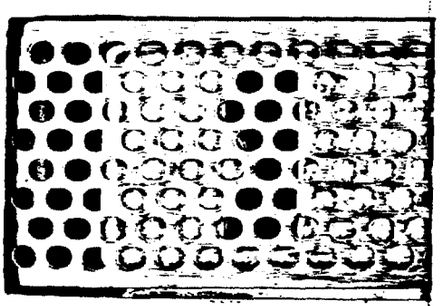
FOR _____

BOOK 10923 PG 17

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
				CAMT 7976572.00
				CON TX 29513.32
				PRFEE 1.00
				WDEED 64.00
				TOTAL 29578.32
				CHECK 29578.32
05/07/98	01			16:10 0001 4677

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0435485
IDENTIF. & REFERENCE

98 MAY -7 PM 4:07

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1290722