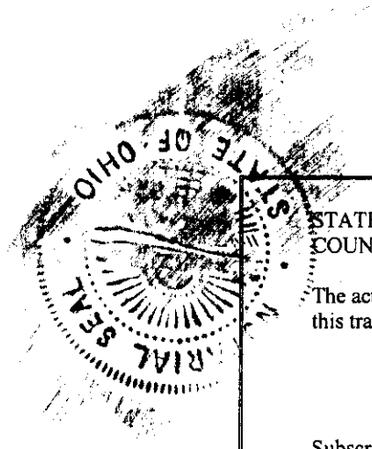


Davidson County DEEDWARR
Recvd: 09/16/03 14:55 5pgs
Fees:28.00 Taxes:36421.51

20030916-0136167

STATE OF OHIO)
COUNTY OF CUYAHOGA)

The actual consideration or value, whichever is greater, for this transaction is $9,843,650.00.

Affiant

Subscribed and Sworn to Before Me This
8 Day of September, 2003

Affiant

Commission Expires: 6/13/05 LINDA R. NEKIC
Notary Public, State of Ohio
My Commission Expires June 13, 2005
Recorded in Geauga County

THIS INSTRUMENT PREPARED BY:	AFTER RECORDING, RETURN TO:
Thompson Hine LLP 3900 Key Center 127 Public Square Cleveland, Ohio 44114 Attn: Thomas J. Coyne	Gerald M. Katz, Esquire Hodes, Ulman, Pessin & Katz, P.A. 901 Dulaney Valley Road, Suite 400 Towson, Maryland 21204

ADDRESS OF NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL
Teledyne Place TN LLC c/o Westport Investment Group 17 Commerce Street Baltimore, Maryland 21202	Same	Map 175 Part of Parcel 100

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **B&W REALTY III LLC**, an Ohio limited liability company (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **TELEDYNE PLACE TN LLC**, a Tennessee limited liability company (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See EXHIBIT A attached hereto and incorporated herein by this reference.

All covenants and warranties of Grantor contained herein are made expressly subject to those matters set forth on EXHIBIT B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, hereditaments, estate, title and interest thereto belonging or in anywise appertaining to the said Grantee, and Grantee's successors and assigns, forever.

Grantor covenants that it is lawfully seized and possessed of said tract or parcel of land in fee simple, and has the right to convey the same. Grantor further covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to said tract or parcel of land to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor, but not further or otherwise.

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.

(*Signatures follow immediately*)

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 10th day of September, 2003.

B&W REALTY III LLC

By: _____
Armond Waxman, a Manager

STATE OF OHIO)
COUNTY OF CUYAHOGA)

Personally appeared before me, the undersigned, a Notary Public of said county and state, Armond Waxman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a manager of B&W REALTY III LLC, 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, this 8th day of September, 2003.

_____
Notary Public

My Commission Expires: 6-13-05

LINDA R. NEKIC
Notary Public, State of Ohio
My Commission Expires June 13, 2005
Recorded in Geauga County

10922571.2

EXHIBIT A

Legal Description of Tennessee Land

Being a portion of a tract of land located in the Twenty-Ninth Councilmanic District, Metropolitan Nashville and Davidson County, Tennessee, said tract of land being Tract 207, Interchange City Industrial Park of record in Deed Book 6381, Page 227, R.O.D.C. and being more particularly described according to a survey prepared by Ragan-Smith Associates, Inc., Job Number 84-095, W.O. 2100, dated November 19, 1999 and proceeding as follows:

Beginning at an existing iron rod in the southwest corner of Lot 1 – Tract 207, Interchange City Industrial Park of record in Plat Book 8250, Page 863, Register's Office for Davidson County, Tennessee (R.O.D.C.), said rod also being the northwest corner of the herein described tract; thence,

With said subdivision's south line, S 84°25'47" E, 667.01 feet to an iron rod (new), the westerly right-of-way terminus of Teledyne Place; thence,

With said right-of-way line in a southerly direction with a curve to the left having a central angle of 89°49'26", a radius of 60.00 feet, a length of 94.06 feet, a tangent of 59.82 feet and a chord bearing and distance of S 39°20'30" E., 84.72 feet to an existing iron rod, said rod being the northwest corner of property conveyed to AAA Cooper Transportation of record in Deed Book 10932, Page 652, R.O.D.C.; thence

Leaving said right-of-way line and with the west line of AAA Cooper Transportation, S 05°44'47"W, 794.17 feet to an iron rod (new), passing an existing iron rod at 664.50 feet, said existing iron rod being the southwest corner of AAA Cooper Transportation; thence

Severing Tract 207, Interchange City Industrial Park, N 84°14'16" W, 706.43 feet to an iron rod (new), said rod being the southwest corner of the herein described tract of land; thence,

Following generally with a fence line, N 04°21'46" E, 851.99 feet to the point of beginning, containing 608,520 square feet or 13.970 acres, more or less, described according to the ALTA/ACSM Land Title Survey, A Portion of Tract 207, Interchange City, dated November 22, 1999, last revised December 14, 1999, prepared by Paul C. Sauve, Tennessee No. 1796, Ragan-Smith Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, Job No. 84-095, Wk. Order 2100.

Being part of the same property conveyed to B&W Realty III LLC by deed of record, in Instrument 20010831-0094917, Register's Office for Davidson County, Tennessee.

Exhibit B

Permitted Encumbrances (Nashville)

1. Taxes and assessments for the year 2003, a lien, which are not yet due and payable.

2. Deed of Trust given to Lawyers Title Insurance Corporation, as Trustee, securing Firstar Bank, N.A., recorded in Instrument No. 199912200305024. Together with the following supporting documents:
   a. Assignment of Rents and Leases recorded in Instrument No. 19991220035025.
   b. First Modification of Deed of Trust, Assignment of Rents and leases, Security Agreement and Fixture Filing recorded in Instrument No. 20010212-0013483.
   c. Loan Modification and Assumption Agreement recorded in Instrument No. 20010831-094918.
   d. UCC-1 Financing Statement recorded in Instrument No. 199912200305026 to Firstar Bank, N.A.
   e. UCC-1 Financing Statement recorded in Instrument No. 20010212-0013485 to Firstar Bank, N.A.

3. Memorandum of Lease between B & W Realty Investors, LLC and Barnett Inc. recorded in Instrument No. 20010227-0018248.

4. Stormwater Detention Agreement to the Metropolitan Government of Nashville and Davidson County, recorded in Instrument No. 20020708-0081612.

5. Survey prepared by Ragan-Smith Associates, Surveyors, dated August 15, 2003 entitled "B&W Realty Investors, LLC Interchange City".

6. Subject to the flow of an unnamed creek as shown on Survey Number 84-095, dated November 22, 1999, last revised December 14, 1999, prepared by Ragan-Smith Associates, Surveyors.

7. All covenants, restrictions, easements, and other conditions of record arising on or in effect prior to December 20, 1999.