This Document Prepared By:
Timothy J. Grant
Bell, Boyd & Lloyd LLC
70 West Madison, #3300
Chicago, Illinois 60602

SPECIAL WARRANTY DEED

Address of New Owners: Becknell Development L.L.C. 201 W. Springfield Ave., Ste. 601 Champaign, Illinois 61820	Send Tax Bills to: Kraft Foods North America, Inc. Three Lakes Drive Northfield, Illinois 60093	Map No. 107-1 Parcel No. 10

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, **Kraft Foods North America, Inc.**, a Delaware corporation, successor by merger to Nabisco, Inc., ("Grantor"), (Articles of Merger attached hereto as Exhibit C) has this day bargained and sold, and does hereby transfer and convey unto **Becknell Development L.L.C.**, an Illinois limited liability company ("Grantee"), its successors, heirs and assigns, certain real estate in Davidson County, Tennessee, as follows:

See Exhibit A

Davidson County DEEDWARR
Recvd: 11/04/03 13:30 11pgs
Fees:58.00 Taxes:2713.81
20031104-0161747

STATE OF ILLINOIS
COUNTY OF COOK
for this
Subscribed and sworn to before me this the 27th
day of June 2003

"OFFICIAL SEAL"
REGINA E. GHOLSTON
Notary Public, State of Illinois
My Commission Expires 9/29/04

My commission expires:
Regina E. Gholston
(Affix Seal)

The actual consideration or value, whichever is greater, transfer is $733,461.

Affiant

Notary Public

This is unimproved ( ) property, known 1740 Elm Hill Pike Nashville
(House Number) (Street) (P.O. Address) (City or Town)
_____ improved (X)

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee, its successors, heirs and assigns forever Grantor covenants that Grantor is lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter.

Grantor further covenants and binds itself, its heirs and representatives, to warrant and forever defend the title to said real estate to said Grantee, its successors, heirs and assigns, against the lawful claims of all persons claiming by, through, or under Grantor, but no others, subject to matters disclosed in Exhibit B hereof.

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.

Witness Grantor's hand this 26th day of June, 2003, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

KRAFT FOODS NORTH AMERICA, INC.,
a Delaware corporation

By: _____
Name: Douglas A. Baddeloo
Its: Director, Corporate Real Estate

STATE OF ILLINOIS
COUNTY OF COOK

Before me, Natalie A. Hernandez, a Notary Public of the State and County aforesaid, personally appeared Douglas A. Baddeloo, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Director, Corporate Real Estate of Kraft Foods North America, Inc., the within named bargainor, a corporation, and that he as such Director, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Director.

Witness my hand and official seal at Three Lakes Drive, this 26 day of June, 2003.

_____
Notary Public

My Commission Expires: 2-3-2007

OFFICIAL SEAL
NATALIE A. HERNANDEZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 2-3-2007

EXHIBIT A

LEGAL DESCRIPTION

Land in Davidson County, Tennessee, being Lot No. 8 on the Plan of Metropolitan Industrial Park, Section Six, as shown on plat of record in Plat Book 3842, Page 178, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Nabisco, Inc. by deed from NAB Properties, Inc. of record in Book 11147, Page 13, Register's Office for Davidson County, Tennessee, the Said Nabisco, Inc., now by Certificate of Merger recorded simultaneously herewith, being Kraft Foods North America, Inc.

EXHIBIT B

TITLE EXCEPTIONS

A.L.T.A. COMMITMENT
CHICAGO TITLE INSURANCE COMPANY
SCHEDULE B - Section 2

Commitment Number 000507684

Schedule B of the policy or policies to be issued will contain exceptions to the following matters unless the same are disposed of to the satisfaction of the Company.

1. Defects, liens encumbrances, adverse claims or other matters, if any, created, first appearing in the public records or attaching subsequent to the effective date hereof, but prior to the date the proposed insured acquires for value of record the estate or interest or mortgage thereon covered by the commitment.

2. Any Owner's Policy issued pursuant hereto will contain under Schedule B the Standard Exceptions set forth at the inside cover hereof. Any loan policy will contain under Schedule B, Standard Exceptions 1, 2 and 3 unless a satisfactory survey and inspection of the premises in made.

3. Taxes for the year of 2003, a lien, but not yet due and payable.

4. Subject to all matters shown on the Plan of record in Book 3842, page 178, Register's Office for Davidson County, Tennessee.

5. Rights of tenants in possession under unrecorded leases.

END OF SCHEDULE B - SECTION 2

NOTE: On loan policies, junior and subordinate matters, if any, will not be reflected in Schedule B.

Exhibit C

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

KRAFT FOODS NORTH AMERICA, INC.

I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the certificate of merger as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 30th day of October, 2003

John E McCormac, CPA
State Treasurer

FILED
JUL 26 2001
STATE TREASURER

CERTIFICATE OF MERGER
OF
NABISCO, INC.
INTO
KRAFT FOODS NORTH AMERICA, INC.

6378950500

TO: THE SECRETARY OF STATE
STATE OF NEW JERSEY

Pursuant to the provisions of Sections 14A:10-4.1 and 14A:10-7 of the New Jersey Business Corporation Act, the undersigned corporations hereby execute the following Certificate of Merger.

1. Nabisco, Inc. ("Nabisco"), a corporation organized and existing under the laws of the State of New Jersey, shall be merged into Kraft Foods North America, Inc. ("KFNA"), a corporation organized and existing under the laws of the State of Delaware, hereinafter designated as the surviving corporation.

2. The laws of the State of Delaware, the State under which KFNA is organized, permit such merger, and the applicable provisions of the laws of said jurisdiction have been, or upon compliance with filing and recording requirements will have been, complied with.

3. The name of the surviving corporation shall be Kraft Foods North America, Inc., and it shall be governed by the laws of the State of Delaware.

4. The address of the surviving corporation's registered office in the State of New Jersey is 820 Bear Tavern Road, Trenton, New Jersey 08628, and the name of its registered agent at such address is The Corporation Trust Company.

5. The Plan and Agreement of Merger annexed hereto and made a part hereof as Exhibit A was approved by the sole shareholder of Nabisco on July 23, 2001, in the manner prescribed by Sections 14A:10-1, 14A:10-3 and 14A:10-7 of the New Jersey Business Corporation Act and was approved by KFNA in the manner prescribed by the laws of the State of Delaware.

6978311
1877202
0100317862

6. As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote, and the number and designation of the shares of any class or series entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Entitled to Vote	Designation of Each Class or Series Entitled to Vote as a Class (if any)	Number of Shares Entitled to Vote of Each Such Class or Series (if any)
Nabisco	100	Common	100

7. As to each corporation whose shareholders are entitled to vote, the number of shares voted for and against the Plan and Agreement of Merger, respectively, and the number of shares of any class entitled to vote as a class that voted for and against the Plan and Agreement of Merger, respectively, are as follows:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Shares Shares Voted For	Shares Shares Voted Against
Nabisco	100	0	Common	100	0

8. KFNA, the surviving corporation to this merger, hereby agrees that, if it is to transact business in the State of New Jersey, it shall comply with the provisions of the New Jersey Business Corporation Act with respect to foreign corporations, and whether or not it is to transact business in New Jersey, it agrees that:

(a) It may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of New Jersey or any foreign corporation, previously amenable to suit in New Jersey, which is a party to the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of New Jersey against the surviving corporation;

(b) The Secretary of State of the State of New Jersey shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding, and the post office address to which the service of process in any such proceeding shall be mailed is Three Lakes Drive, Northfield, Illinois 60093, Attention: General Counsel; and

(c) The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of New Jersey which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

9. The effective time of this Certificate of Merger shall be 11:58 p.m. on July 29, 2001.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its respective Senior Vice President and Executive Vice President as of the 24th day of July, 2001.

KRAFT FOODS NORTH AMERICA, INC.

By _____
Name: Calvin J. Collier
Title: Senior Vice President, General Counsel & Corporate Secretary

NABISCO, INC.

By _____
Name: Calvin J. Collier
Title: Executive Vice President

Exhibit A

PLAN AND AGREEMENT OF MERGER
OF
NABISCO, INC.
WITH AND INTO
KRAFT FOODS NORTH AMERICA, INC.

This Plan and Agreement of Merger (the "Plan") is for the purpose of merging NABISCO, INC., a New Jersey corporation ("Nabisco"), with and into KRAFT FOODS NORTH AMERICA, INC., a Delaware corporation ("KFNA"), Nabisco and KFNA being hereinafter referred to collectively as the "Corporations".

1. Nabisco shall be merged with and into KFNA, and KFNA shall be the Surviving Corporation. The name of the Surviving Corporation shall be KRAFT FOODS NORTH AMERICA, INC.

2. The designation and number of outstanding shares of the Corporations are as follows:

Name of Corporation	Designation	Number
Nabisco, Inc.	Common	100
Kraft Foods North America, Inc.	Common	1,000

Nabisco is a wholly-owned subsidiary of KFNA.

3. The terms and conditions of the Merger (as defined herein) are as follows:

(a) Immediately prior to the Effective Time (as defined herein), (i) KFNA shall execute and deliver a certificate of merger (the "Delaware Certificate of Merger"), which shall be filed with the Secretary of State of the State of Delaware in accordance with the Delaware General Corporation Law (the "DGCL") and (ii) Nabisco and KFNA shall execute and deliver a certificate of merger (the "New Jersey Certificate of Merger"), which shall be filed with the Secretary of State of the State of New Jersey in accordance with the New Jersey Business Corporation Act (the "NJBCA"). Subject to the terms and conditions of this Plan, at the Effective Time, Nabisco shall be merged with an into KFNA in accordance with the provisions of, and with the effects provided in, Subchapter IX of the DGCL and Chapter 10 of the NJBCA (the "Merger"). KFNA shall be the Surviving Corporation resulting from the Merger, and shall continue to be governed by the laws of the State of Delaware and the separate corporate existence of Nabisco shall cease.

(b) Pursuant to the Merger, each share of Nabisco common stock, $2.50 par value per share (the "Nabisco Common Stock"), outstanding or held in the treasury of Nabisco immediately prior to the Effective Time shall, by virtue of the Merger and without

any action on the part of Nabisco or KFNA be canceled, retired and cease to exist and no payment shall be made with respect thereto.

4. The Certificate of Incorporation of KFNA as in effect at the Effective Time shall, from and after the Effective Time, become and be the Certificate of Incorporation of the Surviving Corporation until further amended in accordance with the laws of the State of Delaware.

5. The By-Laws of KFNA as in effect at the Effective Time shall, from and after the Effective Time, become and be the By-Laws of the Surviving Corporation until changed as therein provided.

6. The directors of KFNA in office at the Effective Time shall, from and after the Effective Time, become and be the directors of the Surviving Corporation until their successors are elected in accordance with the By-Laws of the Surviving Corporation and shall have duly qualified.

7. The officers of KFNA in office at the Effective Time shall, from and after the Effective Time, become and be the officers of the Surviving Corporation, holding the respective offices which they held, immediately prior to the Effective Time, in KFNA until their respective successors are elected or appointed in accordance with the By-Laws of the Surviving Corporation and shall have duly qualified.

8. The Merger shall become effective upon (i) the later of the filing and recordation of the Certificate of Merger with the Secretary of State of the State of Delaware or the filing and recordation of the Certificate of Merger with the Secretary of State of the State of New Jersey or (ii) at such later time as is set forth in the Certificates of Merger (the "Effective Time").

NABISCO, INC.

By: _____
Calvin J. Collier
Executive Vice President

KRAFT FOODS NORTH AMERICA, INC.

By: _____
Calvin J. Collier
Senior Vice President, General Counsel
& Corporate Secretary