THIS INSTRUMENT PREPARED BY:

Eric L. Sidman, Esq.
Sutherland Asbill & Brennan LLP
1114 Avenue of the Americas
New York, New York 10036

AFTER RECORDING, RETURN TO:

Crystal Tessaro, Esq.
Bass, Berry & Sims PLC
100 Peabody Place, Suite 900
Memphis, Tennessee 38103

Davidson County DEEDWARR
Recvd: 07/06/06 08:49 7 pgs
Fees:38.00 Taxes:33729.94
20060706-0080556

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into as of the 28th day of June, 2006, by and between 485 Properties, LLC, a Delaware limited liability company, party of the first part, and Airways Park, LLC, a Tennessee limited liability company, party of the second part.

WITNESSETH: That for and in consideration of Ten Dollars ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, the party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the party of the second part, the following described real estate, situated in County of Davidson, State of Tennessee and being more particularly described on Exhibit "A" attached hereto and incorporated herein by reference, together with all buildings, structures, fixtures and improvements located thereon (collectively, the "Property").

Being the same property conveyed to the party of the first part (or its predecessor) as set forth in Exhibit "A."

TO HAVE AND TO HOLD the Property, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the party of the second part, its successors and assigns in fee simple forever.

The party of the first part does hereby covenant with the party of the second part that it is lawfully seized in fee of the Property; that it has a good right to sell and convey the same; that the same is unencumbered, except for those exceptions, reservations and other matters described on Exhibit "B" attached hereto and incorporated herein by reference; and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons claiming by, through, or under it, but not further or otherwise, subject to the matters described on Exhibit "B."

The word "party" as used herein shall mean "parties" if it refers to more than one person or entity, and pronouns shall be construed according to their proper gender and number according to the context hereof.

IN WITNESS WHEREOF, the party of the first part has caused this instrument to be executed by and through its duly authorized officers as of the day and year first above written.

485 PROPERTIES, LLC,
a Delaware limited liability company

By: _____
Name: Jennifer Hochglaube
Title: Assistant Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Jennifer Hochglaube, with whom I am personally acquainted (or proved to me to be on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the Assistant Secretary of 485 Properties, LLC, a Delaware limited liability company, the within named bargainor, and that he/she as such Assistant Secretary, being authorized so to do, executed the within instrument for the purposes therein contained, by signing the name of the limited liability company by himself/herself as such Assistant Secretary.

WITNESS my hand and Official Seal at office, this 28th day of June, 2006.

_____
Notary Public

My Commission Expires _____

INES SALDANA-OLESEN
Notary Public, State of New York
No. 01SA6035878
Qualified in New York County
Commission Expires January 10, 2010

STATE OF Florida
COUNTY OF Palm Beach

I hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the Property, whichever is greater, is $9,116,200, which amount is equal to or greater than the amount which the Property would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this the 27th day of June, 2006.

Notary Public Jan Ickovic

My commission expires:_____

My Commission DD148366
Expires November 01 2006

TAX PARCEL NO.:

Map 120, Parcels 49, 148 and 155

NAME AND ADDRESS OF A PROPERTY OWNER:

In-Rel Management, Inc.
2328 10th Avenue North, Suite 401
Concept 2 Towers
Lake Worth, Florida 33461-6612
Attention: Charles Stein

NAME AND ADDRESS OF THE PERSON OR ENTITY
RESPONSIBLE FOR THE PAYMENT OF THE REAL PROPERTY TAXES

In-Rel Management, Inc.
2328 10th Avenue North, Suite 401
Concept 2 Towers
Lake Worth, Florida 33461-6612
Attention: Charles Stein

Exhibit "A"

Legal Description Attached

Tract I:

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being more particularly described as follows:

Beginning at an existing iron pin on the westerly margin of McGavock Pike (60 foot R.O.W.) that is South 17 degrees 29 minutes 09 seconds West 129.32 feet from the southerly and of the southwesterly return curve at the intersection of McGavock Pike and Murfreesboro Pike, U.S. Highway 41 (R.O.W. varies); said iron pin also being the southeasterly property corner of a tract of land deeded to James Alvin Crossman as of record in Deed Book 7769, page 788, Register's Office, Davidson County, Tennessee; thence with the westerly right-of-way line of McGavock Pike, South 17 degrees 29 minutes 09 seconds West 278.80 feet to an iron pin (set); thence with a 924.93 foot radius curve to the right a distance of 50.00 feet to an iron pin (set); said curve has a chord bearing and distance of South 19 degrees 02 minutes 04 seconds West 49.993 feet; thence leaving said right-of-way line, with a severance line, North 71 degrees 32 minutes 36 seconds West 547.27 feet to an iron pin (set) on the westerly right-of-way line of the C.S.X. Railroad (120 foot R.O.W.); thence with the easterly right-of-way line of the C.S.X. Railroad, North 18 degrees 01 minutes 10 seconds East 578.00 feet to an existing iron pin on the southerly right-of-way line of Murfreesboro Pike; thence southeastwardly with the southerly right-of-way line of Murfreesboro Pike, having a 4093.07 foot radius curve to the left a distance of 373.465 feet to an existing concrete highway monument, said curve has a chord bearing and distance of South 57 degrees 54 minutes 02 seconds East 373.330 feet; thence with an off-set in said right-of-way line, North 29 degrees 11 minutes 20 seconds East 19.74 feet to an existing concrete highway monument; thence southeastwardly with said right-of-way line, having a 4073.09 foot radius curve to the left a distance of 30.81 feet to an existing iron pin at the northwesterly property corner of the James Alvin Crossman Tract, said curve has a chord bearing and distance of South 60 degrees 55 minutes 01 second East 30.805 feet; thence leaving the southerly right-of-way line of Murfreesboro Pike, with the westerly property line of the James Alvin Crossman Tract, South 17 degrees 23 minutes 08 seconds West 150.00 feet to an existing iron pin at the southwesterly property corner of the Crossman Tract; thence with the southerly property line of the Crossman Tract, South 61 degrees 58 minutes 52 seconds East 150.00 feet to the point of beginning.

Being the same property conveyed to McCandless Joint Venture, Inc. - III, by Deed of record in Book 10749, Page 543, Register's Office for Davidson County, Tennessee.

Tract II:

Land lying in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, according to a survey dated January 12, 1994 by Ragan-Smith Associates, Inc., John O. Spry, Registered Land Surveyor, Tennessee No. 727 and being more particularly described as follows:

Beginning at an existing iron pin on the westerly right-of-way line of McGavock Pike (60-foot right-of-way) that is 528.54 feet South of the southerly and of the southwesterly return curve at the intersection of McGavock Pike and Murfreesboro Pike, U.S. 41 and 70-S, State Route 1 (right-of-way width varies), said iron pin being the northeasterly property corner of a tract of land deeded to the Hortense Downard Irrevocable Trust, F/B/O Melinda Medlin as of record in Deed Book 8828, page 143, Register's Office for Davidson County, Tennessee; thence,

Leaving the westerly right-of-way line of McGavock Pike, with the northerly property line of the Hortense Downard Irrevocable Trust Tract, North 72 deg. 37' 00" West, 541.47 feet to an existing iron pin on the easterly right-of-way line of the C.S.X. Railroad (120-foot right-of-way); thence,

With the easterly right-of-way line of the railroad, North 18 deg. 01' 10" East, 80.35 feet to an iron pin (set); thence,

Leaving said right-of-way line, with a severance line, South 71 deg. 32' 36" East, 547.27 feet to an iron pin (set) on the westerly right-of-way line of McGavock Pike; thence,

Southwestwardly, with the westerly right-of-way line of McGavock Pike, having a 924.93 feet radius curve to the right a distance of 70.42 feet to the point of beginning. Said curve has a chord bearing and distance of South 22 deg. 45' 54" West, 70.407 feet. This tract contains 40,996 square feet or 0.942 of an acre, more or less, as calculated by the above courses which were determined within the precision requirements of a Class "Urban" ALTA/ACSM Land Title Survey of 1992.

Being the same property conveyed to McCandless Joint Venture, Inc. - III, by Deed of record in Book 10749, Page 549, Register's Office for Davidson County, Tennessee.

McCandless Joint Venture, Inc. - III having since merged into WRC Properties, LLC, a Pennsylvania limited liability company and WRC Properties, LLC having since merged 485 Properties, LLC, a Delaware limited laibility company as evidenced by Certificate of Merger recorded in Instrument No. 20060706-0080555, Register's Office of Davidson County, Tennessee.

Tract III:

Land in Davidson County, Tennessee, more particularly described as follows:

Beginning at a point in the westerly margin of McGavock Pike, said point being a total of 461.80 feet from the intersection with Murfreesboro Road, and said point also being 311.8 feet southwardly from the southeasterly corner of the Humble Oil and Refining Company Property, as conveyed to the latter, by deed of record in Book 4052, page 448, Register's Office for said County, and as measured along the said margin of McGavock Pike; thence around a curve to the right of 924.93 foot radius, a distance of 467.40 feet to a point on the westerly margin of McGavock Pike; thence South 43 deg. 25' West, 49.18 feet with the westerly margin of McGavock Pike to a point, said point being the point of curvature of a curve to the left having a radius of 911.45 feet; thence with said curve of 911.45 foot radius, a distance of 164.11 feet, more or less, to a point on the westerly margin of McGavock Pike; thence North 87 deg. 05' West 358.75 feet with a line to a point on the easterly margin of the L & N Railroad Spur to Avco; thence northwardly with a curve to the left of 8874.5 foot radius, a distance of 562.72 feet to a point on the said easterly margin of the L & N Railroad Spur; thence North 17 deg. 58' East, 160.4 feet with said easterly margin to a point on the easterly margin of said railroad spur; thence South 72 deg. 35' East, 547.6 feet with a line to a point on the westerly margin of McGavock Pike, said point being the point of beginning, containing 6.98 acres, more or less.

Included in the above but specifically excluded therefrom is that portion thereof included within the land described in the deed from Jack K. Byrd and Hortense Medlin, Co-Executors of the Estate of James M. Medlin to Sunbelt Property Group, Inc. of record in Book 6344, page 967, Register's Office for said County.

Being the same property conveyed to 485 Properties, LLC, a Delaware Limited Liability Company by Deed of record in Book 10846, Page 339, Register's Office for Davidson County, Tennessee.

Exhibit "B"

1. Real Property Taxes and for the year 2006 and subsequent years.

2. Subject to rights of the railroad under a charter right-of-way (Tracts 1 & 2).

3. Subject to lack of direct access to the interchange leading from Murfreesboro Road onto Briley Parkway, such right of access was vested in the State of Tennessee by a decree of the Third Circuit Court, a certified copy is recorded in Book 3909, page 902, Register's Office, Davidson County, Tennessee (Tract 1).

4. Subject to Easements of record in Book 4184, page 753, Book 3498, page 176, Book 3499, page 112, & Book 4403, page 218, Register's Office, Davidson County, Tennessee.

5. Subject to tenants in possession under unrecorded leases.

6. Subject to restrictions of record in Book 2796, page 616, Book 3218, page 155, and in Book 4052, page 444, Register's Office, Davidson County, Tennessee.

7. Matters revealed by that certain survey of the Property prepared by U.S. Surveyor, dated May 20, 2005.

8. Matters revealed by that certain survey of the Property prepared by U.S. Surveyor, dated May 30, 2006, last revised June ___, 2006.