Davidson County DEEDWARR
Recvd: 09/15/06 12:34 6 pgs
Fees:33.00 Taxes:5920.00
20060915-0114575

This Instrument prepared by:
Adams and Reese/Stokes Bartholomew LLP (DRH)
424 Church Street Suite 2800
Nashville, Tennessee 37219

ADDRESS NEW OWNER:
ProLogis
4545 Airport Way
Denver, CO 80239

SEND TAX BILL TO:
Same

MAP-PARCEL
Map 175
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, **INTERCHANGE CITY ASSOCIATES, LTD., L.P.**, a Tennessee limited partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **PROLOGIS**, a Maryland real estate investment trust (the "Grantee"), and Grantee's 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.

The conveyance of the property herein, and 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, estate, title and interest thereto belonging to the said Grantee, and Grantee's successors and assigns forever.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to the property 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.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 12th day of September, 2006.

INTERCHANGE CITY ASSOCIATES, LTD., L.P.

By: AFPC Equity Investors, Ltd., General Partner

By: 222 Partners, Inc., General Partner

By: _____
Robert E. Lehning, Jr., Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said county and state, Robert E. Lehning, Jr., 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 the Vice President of 222 Partners, Inc., a Tennessee corporation, the general partner of AFPC Equity Investors, Ltd., L.P., a Tennessee limited partnership, which is the general partner of Interchange City Associates, Ltd., L.P., a Tennessee limited partnership, 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 12th day of September, 2006.

_____
Notary Public

My Commission Expires: 7-19-08

CAROLE M. MAXSON
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN

341821.1/602047-45

STATE OF Colorado)
COUNTY OF Denver)

The actual consideration or value, whichever is greater, for this transfer is $1,600,000.00.

Shirley M. Fox, Agent for Grantee
Affiant

Subscribed and sworn to before me
this 14 day of September, 2006.

Notary Public

My Commission Expires: Nov. 9, 2009

PHILLIP LEE MEYER NOTARY PUBLIC STATE OF COLORADO
My Commission Expires NOVEMBER 9, 2009

341821.1/602047-45

EXHIBIT A

A certain tract of land in the 32nd Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee. Bounded on the North by Teledyne Place Tn LLC, of record in Instrument No. 200309160136167, Register's Office, Davidson County, Tennessee, AAA Cooper Transportation, of record in Deed Book 10932, Page 652, Register's Office, Davidson County, Tennessee and Protech Investors L.L.C. of record in Deed Book 11606, Page 420, Register's Office, Davidson County, Tennessee. Bounded on the East by Protech Investors L.L.C. of record in Deed Book 11606, Page 420, Register's Office, Davidson County, Tennessee, Heil Quaker Boulevard, First Industrial Mortgage Partnership of record in Deed Book 9909, Page 340, Register's Office, Davidson County, Tennessee. Bounded on the South by First Industrial Mortgage Partnership of record in Deed Book 9909, Page 340, Register's Office, Davidson County, Tennessee, Corporate Place, Moll Plasticrafters Limited Partnership of record in Deed Book 10879, Page 194, Register's Office, Davidson County, Tennessee, J. H. Moore of record in Deed Book 967, Page 141, Register's Office, Davidson County, Tennessee. Bounded on the West by John H. Moore of record in Deed Book 542, Page 291, Register's Office, Davidson County, Tennessee and being more particularly described as follows:

Beginning at 1 inch iron rod (old) lying in the westerly right-of-way of Heil Quaker Boulevard located North 07 degrees 15 minutes 19 seconds East, 1002 feet from the centerline intersection of Heil Quaker Boulevard and Corporate Place, said rod also being the northeast corner of the said First Industrial Mortgage Partnership; thence,

Leaving the westerly right-of-way of Heil Quaker Boulevard with the said First Industrial Mortgage Partnership North 81 degrees 01 minutes 34 seconds West, 506.25 feet to a 5/8 inch iron rod (old), said rod being the northwesterly corner of said First Industrial Mortgage Partnership; thence,

With the westerly property line of said First Industrial Mortgage Partnership, South 08 degrees 58 minutes 32 seconds West, 971.66 feet to a 1/2" iron rod (old) lying in the northerly right-of-way of Corporate Place, said rod being the southeast corner of the subject tract; thence,

Leaving First Industrial Mortgage Partnership with the northerly right-of-way of said Corporate Place North 80 degrees 52 minutes 12 seconds West, 0.35 feet to an iron rod (new); thence,

Continuing with said right-of-way along a curve to the right with an interior angle of 70 degrees 34 minutes 23 seconds, a radius of 30.00 feet, an arc length of 36.95 feet and a chord bearing and distance of North 45 degrees 54 minutes 46 seconds West, 34.94 feet to an iron rod (old); thence,

Continuing with said right-of-way along a curve to the left with an interior angle of 160 degrees 00 minutes 26 seconds, a radius of 60.00 feet, an arc length of 167.56 feet and a chord bearing and distance of South 88 degrees 48 minutes 05 seconds West, 118.18 feet to an iron rod (old), said rod being a corner to said Moll Plasticrafters Limited Partnership; thence,

With the said Moll Plasticrafters Limited Partnership North 80 degrees 52 minutes 12 seconds West, 293.03 feet to a 5/8 inch iron rod (old) lying in the easterly property line of said J. H. Moore Db. 967, Pg. 141; thence,

With the said J. H. Moore North 05 degrees 34 minutes 31 seconds East, 392.15 feet to a disturbed 1/2" iron rod (old), being the north easterly property corner of said J. H. Moore; thence,

With the northern property line of said J. H. Moore North 81 degrees 58 minutes 48 seconds West, 951.35' to an iron rod (new) being the southeasterly property corner of said John H. Moore Db. 542, Pg. 291; thence

With the easterly property line of said John H. Moore, North 07 degrees 34 minutes 57 seconds East, 1144.66 feet to a 1/2 inch iron rod (old) stamped "RSA" said rod also being a corner to the said Teledyne Place TN LLC ; thence,

With said Teledyne Place TN LLC, South 80 degrees 59 minutes 43 seconds East 706.47 feet to an iron (old) stamped "RSA"; thence

With the easterly property line of said Teledyne Place TN LLC North 08 degrees 50 minutes 14 seconds East, 129.94 feet to an iron rod (old), stamped "RSA", being a property corner of AAA Cooper Transportation; thence,

With the southerly property line of said AAA Cooper Transportation South 81 degrees 00 minutes 45 seconds East, 514.56 feet to a point, said point being a corner to the said Protech Investors L.L,C.; thence,

With the westerly property line of said Protech Investors LLC South 08 degrees 58 minutes 04 seconds West, passing a witness rod at 20.00 feet, in all 617.78 feet to a 1" iron rod (old) and the southwesterly corner of said Protech Investors LLC; thence,

With the southerly property line of said Protech Investors LLC, South 81 degrees 01 minutes 53 seconds East, 700.58 feet to an iron rod (old); thence,

Along a curve to the left with an interior angle of 90 degrees 03 minutes 45 seconds, a radius of 25.00 feet, an arc length of 39.30 feet and a chord bearing and distance of North 45 degrees 06 minutes 21 seconds East, 35.37 feet to an iron rod (old) stamped "BWS&C" lying in the westerly right-of-way of Heil Quaker Boulevard; thence,

With the westerly right-of-way of said Heil Quaker Boulevard, South 08 degrees 56 minutes 53 seconds West, 84.98 feet to the Point of Beginning and containing 1,777,576 square feet or 40.808 acres more or less according to the above courses and distances, described according to the ALTA/ACSM Land Title Survey, ProLogis-North Carolina, LP Prop. Heil Quaker Boulevard, dated April 3, 2006, last revised September 12, 2006, prepared by David A. Johnson, Tennessee No. 1352, Ragan Smith Associates, 315 Woodland Street, Nashville, TN 37206-0070, Job No. 84-095, Wk. Order 8178.

Being part of the same property conveyed to Interchange City Associates, Ltd., a Tennessee limited partnership, by deed from McDowell Development Corporation, a Tennessee corporation, of record in Book 6381, page 227, Register's Office for Davidson County, Tennessee. By virtue of Certificate of Limited Partnership of record in Book 8172, page 308, said Register's Office, the name of the partnership is now Interchange City Associates, Ltd., L.P., a Tennessee limited partnership.

EXHIBIT B

1. Real estate taxes for 2006, a lien, not yet due and payable, which have been prorated between the parties.

2. Colonial Pipeline Company easement of record in Book 3616, page 439, Register's Office for Davidson County, Tennessee.

3. All matters shown on the ALTA/ACSM Land Title Survey, ProLogis-North Carolina, LP Prop. Heil Quaker Boulevard, dated April 3, 2006, last revised September 12, 2006, prepared by David A. Johnson, Tennessee No. 1352, Ragan Smith Associates, 315 Woodland Street, Nashville, TN 37206-0070, Job No. 84-095, Wk. Order 8178, and Surveyor's Report, dated September 11, 2006.