After recording return to:

Gerald E. Wilson, Inc.
30850 Rancho Viejo Road, Suite A
San Juan Capistrano, California 92675
Attn: Gerald E. Wilson, Esq.

Davidson County DEEDWARR
Recvd: 04/05/07 15:30 6 pgs
Fees:33.00 Taxes:60495.00
20070405-0041237

SPECIAL

WARRANTY DEED

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
Merle Elm Hill, LLC 49-841 Canyon View Drive Palm Desert, California 92260 Attn: David S. Sherman	Merle Elm Hill, LLC 49-841 Canyon View Drive Palm Desert, California 92260 Attn: David S. Sherman	Map 108 Parcels 27 & 34

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee (as defined below) and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, COMPSON CMI HOLDINGS LLC, a Delaware limited liability company (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey unto MERLE ELM HILL, LLC, a Delaware limited liability company (the "Grantee"), and its respective successors, heirs, and assigns, certain real estate in Davidson County, Tennessee as described on Exhibit A attached hereto and made a part hereof (the "Property").

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I, the undersigned, hereby affirm that to the best of my knowledge, information and belief, the actual consideration paid by Grantee for this transfer or value of the property transferred to the Grantee, whichever is greater, is $16,350,000, which amount is equal to or greater than the amount which the property transferred to the Grantee would command at a fair and voluntary sale.

Subscribed and sworn to before me this the 7 day of August, 2006

NOTARY PUBLIC-STATE OF FLORIDA
Anthony R. Sartori
Commission # DD485002
Expires: OCT. 23, 2009
Bonded Thru Atlantic Bonding Co., Inc.

COMPSON CMI HOLDINGS LLC, a Delaware limited liability company

By: _____
Michael Comparato, Sole Member

My commission expires: 10/23/09
(Affix Seal)

_____
Notary Public

This is unimproved ( ) improved (X) property, known as the Metropolitan Airport Center, 2957 Elm Hill Pike, Nashville, Tennessee.

844555_1

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, subject to those encumbrances set forth on Exhibit B attached hereto, to the Grantee, its successors, heirs and assigns forever. Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, and has a good right to convey it.

We further covenant and bind ourselves, our 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 the Grantor.

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.

[Signature Page Follows]

COMPSON CMI HOLDINGS, LLC, a Delaware limited liability company

By: _____
Michael Comparato
Sole Member

This document was prepared by:

Amy Rothenhaus, Esq.
Kronish Lieb Weiner & Hellman LLP
1114 Avenue of the Americas
New York, New York 10036

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared Michael Comparato, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon his/her oath, acknowledged himself/herself to be the Sole Member of Compson CMI Holdings LLC, the within named grantor, and that he/she, as such Sole Member, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself/herself as such Sole Member as his/her free act and deed.

Witness my hand and official seal, at office in Palm Beach County, this 7 day of August, 2006.

Anthony R. Sartori.
Notary Public

My Commission Expires: 10/23/09

(Seal)

NOTARY PUBLIC-STATE OF FLORIDA
Anthony R. Sartori
Commission # DD485002
Expires: OCT. 23, 2009
Bonded Thru Atlantic Bonding Co., Inc.

EXHIBIT A

2957 Elm Hill Pike, Nashville, Tennessee

Property located in the 14th Councilmanic District of Davidson County, Tennessee, being described according to a survey by Ragan-Smith-Associates, Inc., dated August 28, 1998; Job No. 98-064/5819 as follows:

Beginning at an existing iron pin in the southerly margin of Elm Hill Pike; said pin being the northwest corner of the herein-described tract and the northeast corner of the Metropolitan Nashville Airport Authority property of record in Book 9558, page 684, R.O.D.C., Tennessee; thence with the margin of Elm Hill Pike, S 58 degrees 25 minutes 09 seconds E, 652.1 5 feet to a existing iron pin; thence with a curve to the left having a radius of 994.93 feet, a delta of 5 degrees 54 minutes 34 seconds, a tangent of 51.35 feet, a chord length of 102.57 feet; said chord having a bearing of S 61 degrees 22 minutes 22 seconds E and an arc length along said curve of 102.62 feet to an existing iron pin; thence leaving the margin of Elm Hill Pike with the westerly line of a cemetery S 10 degrees 21 minutes 41 seconds W 408.31 feet to an iron pin set in the new north right of way line of Interstate 40 as of record in Deed Book 6966, page 227, R.O.D.C. Tennessee; with said new right of way line N 70 degrees 28 minutes 52 seconds W, 949.09 feet to an existing iron pin; thence S 86 degrees 58 minutes 45 seconds W, 35.08 feet to a point in the center of McCrory Creek, said point being the southeast corner of Metro Airport Center, Section 5 - Phase 4 of record in Book 9700, page 375, R.O.D.C., Tennessee; thence with the center of McCrory Creek N 10 degrees 00 minutes 35 seconds E, 47.76 feet to a point; thence N 53 degrees 14 minutes 17 seconds E. 152.52 feet to a point; thence, N 30 degrees 52 minutes 02 seconds E, 152.21 feet to a point, said point being the southeast corner of the Nashville Metropolitan Airport property, aforementioned, thence continuing with said creek, N 35 degrees 34 minutes 21 seconds E, 255.85 feet to the Point of Beginning and containing 9.45 acres, 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 [a part of] the same property conveyed to Compson CMI Holdings LLC, a Delaware limited liability company, by deed from FirstCal Industrial 2 Acquisition, LLC of Instrument No. 20060519-0059323, Register's Office, Davidson County, Tennessee

EXHIBIT B

Permitted Exceptions

1. Taxes and assessments for the year 2006 and subsequent years, which are not yet due and payable.

2. Declaration of Covenants, Conditions and Restrictions of record in Book 6477, Page 870 and Book 6973, Page 359, Register's Office for Davidson County, Tennessee.

3. By-laws of record in Book 6477, Page 890, said Register's Office.

4. Dedication of Easement for Sanitary Sewers and/or storm Drainage of record in Book 8307, Page 997, said Register's Office.

5. Restrictive Covenants of record in Book 4339, Page 881, in said Register's Office, which contains a clearance zone Federal Aviation Regulation, Part 77 5/1/65 (building height restriction).

6. Rights of tenants in possession, as tenants only.

7. Easement for the flow of the waters of a creek, and the rights of the public therein.

8. Rights of upper and lower riparian owners to the flow of the waters of a creek, free from diminution or pollution.

9. Changes in the boundary of the land resulting from erosion or accretion caused by the flow of a creek.