This instrument prepared by:

Elizabeth W. Quinn, Esq.
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3343 Peachtree Road, N.E.
Atlanta, GA 30326

Davidson County DEEDWARR
Recvd: 06/14/07 14:38 12 pg
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20070614-0071469

# SPECIAL WARRANTY DEED

| ADDRESS NEW OWNER(S) AS FOLLOWS: | SEND TAX BILLS TO: | MAP PARCEL NUMBERS | |
|---|---|---|---|
| One Atlantic Center, Suite 3000<br>1201 West Peachtree Street<br>Atlanta, GA 30309 | EAE Investments, LLC<br>c/o Carlton Fields, P.C.<br>One Atlantic Center, Suite 3000<br>1201 West Peachtree Street<br>Atlanta, GA 30309 | 134-20<br>134-265<br>134-269<br>134-271<br>134-275<br>134-276 | 134-277<br>134-284<br>134-285<br>134-286<br>134-287 |

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, SEALY AIRPARK NASHVILLE VENTURES, L.L.C., a Delaware limited liability company, as Grantor, has bargained and sold, and does hereby transfer and convey unto EAE INVESTMENTS, LLC, a Georgia limited liability company, the Grantee herein, its successors, heirs, and assigns, a 24.6540% undivided tenant-in-common interest in certain real estate in Davidson, Tennessee as described on Exhibit A attached hereto and made a part hereof.

**STATE OF GEORGIA**
**COUNTY OF FULTON**

I, the undersigned, hereby affirm that to the best of my knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $23,720,732.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Subscribed and sworn to before me this the 12 day of June, 2007

Edward A. Erbesfield

My commission expires: Affix Seal

Rebecca W. Jordan
Notary Public

REBECCA W JORDAN NOTARY PUBLIC FULTON COUNTY GEORGIA EXPIRES JAN. 9, 2011

This is unimproved ( ) improved (X) property, known as a portion of Airpark Business Center.

TO HAVE AND TO HOLD said interest in said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee, its successors, heirs and assigns forever we covenant that we are 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 on Exhibit B attached hereto.

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.

**IN WITNESS WHEREOF**, Grantor has executed this Special Warranty Deed as of the 13 day of June 2007, to be effective as of June 1, 2007.

**GRANTOR:**

**SEALY AIRPARK NASHVILLE VENTURES, L.L.C.,** a Delaware limited liability company

By: _____
Mark P. Sealy, President

**STATE OF LOUISIANA**

**PARISH OF CADDO**

Before me, the undersigned Notary Public in and for the State and Parrish aforesaid, personally appeared Mark P. Sealy, 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 President of the within named grantor, and that he/she, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Grantor by himself/herself as such President as his/her free act and deed.

Witness my hand and official seal, at office in Shreveport, Caddo Parish, LA, this 11th day of June, 2007.

Peggy Day Gill
Notary Public

My Commission Expires: PEGGY DAY GILL, NOTARY PUBLIC CADDO PARISH, LOUISIANA MY COMMISSION IS FOR LIFE NOTARY NO. 2425

(Seal)

PEGGY DAY GILL NOTARY PUBLIC 2425 CADDO PARISH LA

Return to:

**Joseph B. Pitt, Jr.**
**Chicago Title Insurance Company**
**725 Cool Springs Blvd., Suite 160**
**Franklin, Tennessee 37067**

## EXHIBIT "A"

Legal Description

All those certain tracts or parcels of land, together with improvements erected thereon, situated in the City of Nashville, County of Davidson, State of Tennessee, more particularly described as follows:

**Tract 1:**

Lot 5 of Airpark Center of record in Plat Book 7900, page 80, Register's Office for Davidson County, Tennessee.

Together with the rights and benefits set forth in Book 8659, page 874; Book 7191, page 683; Instrument No. 20060719-0087113 and Plat Book 7900, page 80.

**Tract 2:**

Lot 4 of Airpark Center of record in Plat Book 7900, page 80, Register's Office for Davidson County, Tennessee.

Together with the rights and benefits set forth in Book 8659, page 874; Book 7191, page 683; Instrument No. 20060719-087113 and Plat Book 7900, page 80.

**Tract 3:**

Lot 3 of Airpark Center of record in Plat Book 7900, page 80, Register's Office for Davidson County, Tennessee.

Together with the rights and benefits set forth in Book 8659, page 874; Book 7191, page 683; Instrument No. 20060719-087113 and Plat Book 7900, page 80.

**Tract 4:**

Lot 2 of Airpark Center of record in Plat Book 7900, page 80, Register's Office for Davidson County, Tennessee.

Together with the rights and benefits set forth in Book 8659, page 874; Book 7191, page 683; Instrument No. 20060719-087113 and Plat Book 7900, page 80.

**Tract 5:**

Lot 1 of Airpark Center of record in Plat Book 7900, page 80, Register's Office for Davidson County, Tennessee.

Together with the rights and benefits set forth in Book 8659, page 874; Book 7191, page 683; Instrument No. 20060719-087113 and Plat Book 7900, page 80.

**Tract 6:**

Being a parcel of land in the First Civil District to Nashville, Davidson County, Tennessee, located in the northwest quadrant of the intersection of Harding Place and Airpark Center Drive and being more particularly described as follows:

BEGINNING at an iron pin in the westerly margin of Airpark Center Drive, said pin being the southeast corner of Lot No. 1 of Airpark Center of record in Plat Book 7900, Page 80, R.O.D.C. and the northwest corner of herein described tract.

Thence, with the westerly margin of Airpark Center Drive, South 06°38'00" West, 329.82 feet to an iron pin;

Thence, South 58°28'17" West, 131.04 feet to a point in the northerly margin of Harding Place;

Thence, with said margin and a curve concave to the south having a central angle of 14°40'27", a radius of 1512.40 feet and a chord of South 89°30'37" West, 386.29 feet for an arc length of 387.35 feet to an iron pin;

Thence, leaving said margin, with the northeast line of Metropolitan Nashville Airport Authority of record in Deed Book 9194, Page 486, R.O.D.C., North 50°29'35" West, 540.22 feet to an iron pin;

Thence, with the east line of Metropolitan Nashville Airport Authority of record in Deed Book 8661, Page 492, R.O.D.C., North 06°52'36" East, 169.46 feet to an iron pin;

Thence, with the south line of aforementioned Lot 1, Airpark Center, South 83°07'24" East, 939.35 feet to the point of beginning.

Containing 345,009 square feet or 7.92 acres, more or less.

Together with the rights and benefits set forth in Book 8659, page 874.

**Tract 7:**

Lot No. 3, Plan of First Revision Second Addition to Airpark West Properties, of record in Plat Book 6900, page 354, Register's Office for Davidson County, Tennessee.

Together with the rights and benefits set forth in Instrument No. 20060719-0087113; Plat Book 6900, page 353.

**Tract 8:**

Lot No. 2, First Revision, Addition to Airpark West Properties, of record in Plat Book 6900, page 353, Register's Office for Davidson County, Tennessee.

Together with the rights and benefits set forth in Instrument No. 20060719-0087113; Plat Book 6900, page 372.

**Tract 9:**

A tract of land in the First Civil District, Twenty-Eighth Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, and being more fully described as follows:

Beginning at an iron pin found in the easterly right of way line of Donelson Pike, said iron rod found being the northwest corner of Lot 4, AIRPARK WEST PROPERTIES, of record in Book 6200, page 915; said iron rod found being the TRUE POINT OF BEGINNING of the herein described tract;

Thence, with the easterly right of way line of said Donelson Pike as follows:

North 22°33'52" East, a distance of 465.27 feet to an iron rod found with an ID of "IDE ASSOC";

Thence, with a non-tangent curve to the left, said curve having an arc length of 315.10 feet, with a radius of 1067.04 feet, and a chord of North 14° 06'06" East, a distance of 313.96 feet to an iron rod found with an ID of "IDE ASSOC";

Thence, North 05°37'00" East, a distance of 785.07 feet, to an iron found with no ID;

Thence, with a non-tangent curve to the right, said curve having an arc length of 199.01 feet, with a radius of 1950.00 feet, and a chord of North 08°36'02" East, a distance of 198.92 feet to an iron rod found, with no ID, in the south right of way line of Old Ezell Road;

Thence, with said right of way line of Old Ezell Road South 84°22'57" East, a distance of 9.00 feet;

Thence, leaving said right of way line, with the EZELL HOUSE PARTNERSHIP property, of record in Book 9171, page 275, as follows:

South 01°51'49" West, a distance of 200.70 feet, to a 4x4 concrete monument with a lead disk;

Thence, South 81°50'52" East, a distance of 150.08 feet, to a 4x4 concrete monument with a lead disk;

Thence, with the ELVIS L. WALLACE property, of record in Inst. 20011108-122825, as follows:

South 81°46'12" East, a distance of 281.63 feet, to an iron rod found with no ID;

Thence, North 12°25'18" East, a distance of 226.33 feet, to an iron rod found, with no ID, in the south right of way line of said Old Ezell Road;

Thence, with said right of way line South 80°04'30" East, a distance of 48.55 feet, to an iron rod found, with no ID;

Thence, leaving said right of way line, with the RAYMOND L. CALDWELL property, of record in Book 9943, page 345, as follows:

South 12°08'38" West, a distance of 227.28 feet;

Thence, South 05°42'28" West, a distance of 104.87 feet;

Thence, with BOWOOD HEIGHTS, Lot 21-28, of record in Book 2331, page 47, as follows:

South 06°48'01" West, a distance of 351.39 feet, to an iron rod found, with an ID of "REGAN SMITH";

Thence, South 09°05'15" West, a distance of 379.36 feet, to an iron rod found, with no ID;

Thence, South 06°59'12" West, a distance of 615.08 feet, to a p.k.nail in stump found at the northeast corner of the PCO Harding Linbar, L.P. property of record in Instrument # 20060912-0113022;

Thence, with the northerly boundary of said property, North 80°15'12" East, a distance of 422.96 feet to a p.k. nail found in asphalt;

Thence, South 10°02'01" West, a distance of 111.82 feet to a ½" rebar found;

Thence, North 80°13'59" West, a distance of 27.91 feet to a ½" rebar found at the northeast corner of the aforementioned Lot 4;

Thence, with the northerly boundary of Lot 4, North 80°13'59" West, a distance of 192.20 feet to the True Point of Beginning.

The above described parcel contains 18.10 acres ( 788,246 square feet) more or less.

Together with the rights and benefits set forth in Instrument No. 20060719-0087113.

**Tract 10:**

Lot No. 1, First Revision, Section One, Airpark West Properties, of record in Plat Book 6900, page 372, Register's Office for Davidson County, Tennessee.

Together with the rights and benefits set forth in Instrument No. 20060719-0087113; Plat Book 6900, page 353.

**Tract 11:**

A tract of land in the First Civil District, Twenty-Eighth Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, bounded on the north by Harding Place, on the east by Ezell Road, on the south and west by the State of Tennessee property, and being more fully described as follows:

Beginning at an iron pin (set) on the westerly right-of-way line of Ezell Road, a 50-foot right-of-way at this point that bears South 07°17'25" West, 175.65 feet from the centerline of Harding Place and preceding as follows:

With the westerly right-of-way line of Ezell Road, South 07°17'25" West, 204.76 feet to an iron rod found;

Thence, leaving said westerly line with the State of Tennessee property, of record in Deed Book 1781, page 573, as follows:

North 82°16'23" West, a distance of 178.40 feet to a 5/8" rebar with cap set;

Thence, South 88°59'26" West, a distance of 155.51 feet to a 5/8" rebar with cap set;

Thence, South 79°18'18" West, a distance of 199.90 feet to an iron rod found;

Thence, North 16°09'57" West, a distance of 299.93 feet to an iron rod found on the southerly right-of-way line of Harding Place, a 160-foot right-of-way at this point;

Thence, with said southerly right-of-way line in a northerly and easterly direction with a 1352.40-foot radius curve to the right, a length of 545.01 feet to a 5/8 rebar with cap set; said curve having a chord bearing of North 85°22'19" East, a chord distance of 541.33 feet;

Thence with the right-of-way line of Harding Place and Ezell Road, South 41°09'58" East, a distance of 149.84 feet to the point of beginning and containing 4.01 acres (174,643 square feet) more or less.

Together with a 10-foot wide sewer easement lying on each side of the following described line:

Beginning at an iron pin set in the southerly line of the above described four-acre tract, iron pin being North 79°18'47" East, 199.87 feet from the southwesterly corner of said tract and proceeding as follows: South 1°49'18" East, 171.39 feet to an existing manhole. The side lines of said 10-foot easement to be extended or shortened to terminate at the southerly line of the above described four-acre tract and the southerly side of said existing manhole. The sewer easement contains 0.04 of an acre (1,714 square feet) more or less.

Tracts 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, and 11 all being the same property conveyed to FirstCal Industrial 2 Acquisition, LLC, a Delaware limited liability company by Deed from Duke Realty Limited partnership, an Indiana limited partnership, recorded as Instrument No. 20051012-0122855 in the Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Grantor by deed, recorded in Instrument Nos. 20070423-0048183 and 20070423-0048184, Register's Office of Davidson County, Tennessee.

## Exhibit "B"

### Permitted Exceptions

1. Taxes for the year of 2007 a lien, not yet due and payable.

2. Declaration of Reciprocal Easements of record in Book 8659, page 874, Register's Office for Davidson County, Tennessee; as to Tracts 1, 2, 3, 4, 5, and 6.

3. Restrictive Covenants of record in Book 7191, page 683 and Book 9775, page 479, Register's Office for Davidson County, Tennessee; as to Tracts 1, 2, 3, 4, and 5.

4. Storm Water Detention Agreement of record in Book 7276, page 908, Register's Office for Davidson County, Tennessee; as to Tracts 2, 3, and 5.

5. Easement in Book 5223, page 772, Register's Office for Davidson County, Tennessee; as to Tract 5.

6. Right of Way Agreement by and between the State of Tennessee and the Nashville Gas Company in Book 4340, page 146, Register's Office of Davidson County, Tennessee; as to Tract 6.

7. Declaration of Restrictive Covenants in Book 7015, page 545, Register's Office of Davidson County, Tennessee; as to Tracts 6 and 11.

8. Stormwater Detention Agreement by and between NWI Warehouse Group, L.P. and Metropolitan Government in Book 9871, page 146, Register's Office of Davidson County, Tennessee; as to Tract 6.

9. Sanitary Sewer Easement of record in Book 4260, page 686, Register's Office for Davidson County, Tennessee; as to Tracts 7, 8 and 10.

10. Storm Water Detention Agreement with Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 6709, page 276, Register's Office for Davidson County, Tennessee; as to Tracts 7, 8, and 10.

11. Matters shown on Plat of record in Plat Book 7900, page 80, Register's Office for Davidson County, Tennessee; as to Tracts 1, 2, 3, 4, and 5.

12. Declaration of Covenants, Conditions and Restrictions for Airpark Business Park, recorded in Instrument No. 20060719-0087113, Register's Office for Davidson County, Tennessee; as effected by Assignment of Declarant's Rights in the That Certain Declaration of Covenants, Conditions and Restrictions for Airpark Business Park recorded in Instrument 20070423-0048178 of said Register's Office; as to Tracts 1, 2, 3, 4, 5, 7, 8, 9, and 10.

13. Matters shown on Plat of record in Plat Book 6900, page 372, Register's Office for Davidson County, Tennessee; as to Tract 10.

14. Matters shown on Plat of record in Plat Book 6900, page 354, Register's Office for Davidson County, Tennessee; as to Tract 7.

15. Matters shown on plat of record in Plat Book 6900, page 353, Register's Office for Davidson County, Tennessee; as to Tract 8.

16. Easement of record in Book 4720, page 456, Register's Office for Davidson County, Tennessee; as to Tract 9.

17. Easement of record in Book 5039, page 19, Register's Office for Davidson County, Tennessee; as to Tract 9.

18. Matters shown on the Plat of record in Book 6250, page 368, Register's Office for Davidson County, Tennessee; as to Tract 9.

19. Easements as shown in the deeds of record in Book 10461, page 769 and Book 10749, page 239, Register's Office for Davidson County, Tennessee; as to Tract 9.

20. Rights of non-disturbance to that portion of the land embraced within the bounds of the cemetery as said cemetery is depicted and identified on ALTA/ACSM Land Title Survey made by Gresham Smith and Partners, dated August 26, 2005, last updated March 8, 2007, last revised April 17, 2007, as project no. 26640.02, consisting of three (3) sheets; as to Tract 9.

21. Rights of ingress and egress to the cemetery depicted and identified on ALTA/ACSM Land Title Survey made by Gresham Smith and Partners, dated August 26, 2005, last updated March 8, 2007, last revised April 17, 2007, as project no. 26640.02, consisting of three (3) sheets; as to Tract 9.

22. Storm Water Detention Agreement of record in Book 10696, page 636, in the Register's Office, Davidson County, Tennessee; as to Tract 11.

23. Matters shown on a current and accurate survey of the Property.

24. Public Drainage Easement of record in Book 10696, page 641, Register's Office of Davidson County, Tennessee; as to Tract 11.

25. Memorandum of Agreement by and among Hickman Airpark Nashville, L.L.C., Sealy Airpark Nashville, L.P., and Sealy Airpark Nashville Ventures, L.L.C., recorded in Instrument No. 20070423-0048187, Register's Office for Davidson County, Tennessee.

26. Assignment of Leases and Rents, recorded in Instrument No. 20070517-0059073, Register's Office for Davidson County, Tennessee.

27. Deed of Trust, Security Agreement and Assignment of Rents from Hickman Airpark Nashville, L.L.C., Sealy Airpark Nashville Ventures, L.L.C., and Sealy Airpark Nashville, L.P., to Ronald G. Stern, Jr., Trustee for the benefit of Principal Commercial Funding, LLC, dated April 17, 2007 and recorded in Instrument No. 20070423-0048188, Register's Office for Davidson County, Tennessee.

28. UCC Financing Statement listing Sealy Airpark Nashville Ventures, L.L.C., Sealy Airpark Nashville, L.P., and Hickman Airpark Nashville, L.L.C. as Debtors and Principal Commercial Funding, LLC as Secured Party, recorded in Instrument No. 20070517-0059074. Register's Office for Davidson County, Tennessee.

29. Rights of tenants, as tenants only, under un-recorded leases.