BILL GARRETT, Davidson County
Trans:T20100074875 DEEDWARRSP
Recvd: 11/29/10 10:22 10 pgs
Fees:53.00 Taxes:9895.18
20101129-0094635

THIS INSTRUMENT PREPARED BY:	PROPERTY OWNER:	PROPERTY ADDRESS:	MAIL TAX BILLS TO:	TAX PARCEL NO.:
Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, New York 10017 Attention: David Gross **WHEN RECORDED RETURN TO:** Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, New York 10017 Attention: David Gross	BRE/TN Industrial Properties L.L.C., a Delaware limited liability company	1634 J. P. Hennessey Drive, LaVergne, TN 37086	Thomson Reuters PTS 229 Peachtree St NE Ste 1900 Atlanta, GA 30303	Map 183 Parcel 054.00

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into as of the 18th day of November, 2010, by and between **PROLOGIS-NORTH CAROLINA LIMITED PARTNERSHIP**, formerly known as SCI North Carolina Limited Partnership, a Delaware limited partnership, whose address is 4545 Airport Way, Denver, Colorado 80239 ("**Grantor**"), and **BRE/TN Industrial Properties L.L.C.**, a Delaware limited liability company, whose current address is c/o The Blackstone Group, 345 Park Avenue, New York, NY 10154 ("**Grantee**");

WITNESSETH:

THAT for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the following described real estate, situated and being in City of LaVergne, Davidson County, State of Tennessee, to-wit:

All of that certain real estate described in **Exhibit A** attached hereto (the "**Property**")

TO HAVE AND TO HOLD the Property, together with all improvements thereon and all appurtenances and hereditaments thereunto belonging or in anywise appertaining unto Grantee, its successors, and assigns in fee simple forever.

AND, subject always to (i) all zoning and building laws, ordinances, maps, resolutions, and regulations of all governmental authorities having jurisdiction which affect the Property and the use and improvement thereof; (ii) tenant leases; (iii) Permitted Exceptions as set forth on **Exhibit B**, attached hereto; (iv) any state of facts which an accurate survey made of the Property as of the date hereof would show; and (v) any state of facts which a personal inspection of the Property made as of the date hereof would show. Grantor does hereby covenant with Grantee that title to the aforesaid real estate Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

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

PROLOGIS-NORTH CAROLINA LIMITED PARTNERSHIP, formerly known as SCI North Carolina Limited Partnership, a Delaware limited partnership

By: ProLogis North Carolina (1) Incorporated, a Maryland corporation, its general partner

By: _____

Christianne C. Chen
Senior Vice President

Name: _____

Title: _____

County of New York, State of New York:

Multi-State Acknowledgment:

On 11/ 18 /10, before me, the undersigned officer, personally appeared Christianne C. Chen, who acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the Senior Vice President of the foregoing entity (hereinafter, the "Entity"); and that as such officer, being duly authorized to do so pursuant to its bylaws or operating agreement, executed, subscribed and acknowledged the foregoing instrument for the purposes therein contained, by signing the name of the Entity by himself / herself in his / her authorized capacity as such officer as his / her free and voluntary act and deed and the free and voluntary act and deed of said Entity. Witness my hand and official seal.

Uniform Acknowledgment which is supplemental to the foregoing acknowledgment:

On 11/ 18 /10, before me, the undersigned, a Notary Public in and for said State, personally appeared Christianne C. Chen, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his / her / their authorized capacity(ies), and that by his / her / their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument. Witness my hand and official seal.

Notary Public

AIMEE SORBO
NOTARY PUBLIC, State of New York
No 01SO6155956
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 20, 2010

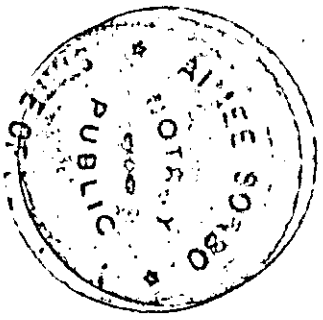


EXHIBIT A

TO

SPECIAL WARRANTY DEED

Legal Description Attached

BEING the same property conveyed to SCI-North Carolina Limited Partnership, from MIT Unsecured L.P. by Deed of record in Book 10923, Page 1, Register's Office of Davidson County, TN.

1634 J. P. Hennessey Drive
LaVergne, TN

LEGAL DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS:

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being all of Lot 1, Re-subdivision of Section "X" (10) of Interchange City Industrial Park as recorded in Book 5210, Page 383, Register's Office for Davidson County, Tennessee and being more fully described as follows:

BEGINNING at an iron pin set at the southwest corner of said Lot 1, same being on the east right-of-way line of J.P. Hennessy Drive, a 60-foot road, that is 2644.54 feet north and east of Firestone Parkway, as measured along the east right of way line of J.P. Hennessey Drive; thence, proceeding as follows:

1. Northwardly with the east right-of-way line of J.P. Hennessey Drive and an 848.51-foot radius curve to the left a distance of 228.14 feet; said curve has a chord bearing and distance of N 23° 32' 10" E, 227.453 feet; thence,

2. N 15° 50' E, 200.15 feet; thence,

3. With a 2261.83-foot radius curve to the right a distance of 212.77 feet; said curve has a chord bearing and distance of N 18° 31' 42" E, 212.677 feet to an iron pin set at the northwest corner of said Lot 1; thence,

4. Leaving J.P. Hennessey Drive with the south right-of-way line of a 60-foot spur tract easement and the northerly line of said Lot 1, S 75° 39' 37" E, 60.06 feet; thence,

5. With a 549.47-foot radius curve to the left a distance of 205.07 feet; said curve has a chord bearing and distance of S 86° 21' 07" E, 203.789 feet to an iron pin set; thence,

6. N 86° 57' 23" E, 221.59 feet to the northeast corner of said Lot 1 and the centerline of Hurricane Creek; thence,

7. With the centerline of said creek, S 26° 14' W, 973.34 feet to the southeast corner of said Lot 1; thence,

8. Leaving Hurricane Creek, with the southerly line of said Lot 1, N 86° 07' W, 265.83 feet to an existing iron pin; thence,

9. N 45° 00' 17" E, 135.62 feet to an existing iron pin; thence,

10. N 55° 01' 46" W, 250.40 feet to the Point of Beginning, and containing 9.011 acres.

Being part of the same property conveyed to SCI – North Carolina Limited Partnership by deed from MIT Unsecured L.P., of record in Book 10923, page 1, Register's Office of Davidson County, Tennessee; SCI – North Carolina Limited Partnership now being Prologis – North Carolina Limited Partnership.

Tax ID No. 18300005400

EXHIBIT B

PERMITTED EXCEPTIONS

Those exceptions appearing in the coinsured Owner's Policy covering the premises conveyed herein issued as of the date hereof by Chicago Title Insurance Company.

TN AFFIDAVIT OF CONSIDERATION OR VALUE

Addendum to Deed to BRE/TN Industrial Properties L.L.C.

Interchange City Dist. Ctr. #7, nas00207, 1634 J. P. Hennessey Drive, LaVergne (Rutherford), TN

County of New York, State of New York

I hereby swear or affirm that the actual consideration for this transfer or the value of the property transferred, whichever is greater, is $2,674,372.00"
§67-4-409(a)(6)(A), TCA

Name: Christianne C. Chen
Senior Vice President

As the _____ of ProLogis North Carolina (1) Incorporated,
the general partner of ProLogis-North Carolina Limited Partnership

Sworn to before me on 11/18/10

Notary Public

AIMEE SORBO
NOTARY PUBLIC, State of New York
No 01SO6155956
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 20, 2010

AIMEE SORBO NOTARY PUBLIC STATE OF NEW YORK

REAL ESTATE TAX BILLS HEREAFTER TO:

Thomson Reuters
Attn: Chris Boyer
229 Peachtree Street NE, Suite 1900
Atlanta, GA 30303

RECORD & RETURN TO:

Simpson Thacher & Bartlett LLP
Attn: David Gross, Esq.
425 Lexington Avenue
New York, NY 10017
(212) 455-2000