BILL GARRETT, Davidson County
Trans:T20100074875 DEEDWARRSP
Recvd: 11/29/10 10:24 10 pgs
Fees:53.00 Taxes:9561.21
20101129-0094636

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	1450 Gould Blvd. Nashville, TN 37086	Thomson Reuters PTS 229 Peachtree St NE Ste 1900 Atlanta, GA 30303	Map 183 Parcel 092.00

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, 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 Nashville, 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, 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

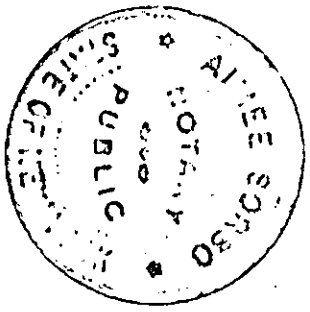


EXHIBIT A
TO
SPECIAL WARRANTY DEED
Legal Description Attached

BEING part of the same property conveyed to ProLogis-North Carolina Limited Partnership, by Deed of record in Instrument Number 2003102 80158863, Register's Office of Davidson County, TN.

1450 Gould Boulevard
Nashville, TN

LEGAL DESCRIPTION

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

Parcel 1:
A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being all of Lot 1, as shown on the Final Plat of Resubdivision of Section XXII - Interchange City Industrial Park as recorded in Book 5210, Page 202, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

BEGINNING at an existing iron pin on the easterly right-of-way line of Gould Boulevard (60-foot R.O.W.) that is 270.09 feet from the southerly end of the southeasterly curve at the intersection of Firestone Parkway and Gould Boulevard, as measured along the easterly right-of-way line of Gould Boulevard; said iron pin also being the southwesterly property corner of Tract 216B as shows on the Final Plat of Subdivision of Tracts 216A and 216B-Interchange City Industrial Park as of record in Plat Book 6900,page 95, R.O.D.C., Tennessee and proceeding as follows:

1. Leaving said right-of-way line, with the southerly property line of Tract 216B, N 72° 11' 53" E a distance of 221.44 feet to an existing iron pin; thence,

2. S 39° 19' 23" E a distance of 301.14 feet to an existing concrete monument at the common westerly property corner between Tract 216A and 216B; thence,

3. With the westerly property line of Tract 216A, S 17 52 00 E a distance of 507.06 feet to a painted spot on manhole cover in the northerly property line of Lot No. 1 – Section XXI – Interchange City Industrial Park as of record in Plat 5210, Page 88, R.O.D.C., Tennessee; thence,

4. With the northerly property line of Lot No. 1 (Plat Book 5210, Page 88) in part, N 76° 49' 18" W a distance of 217.88 feet to an iron pin (set); thence,

5. S 72° 08' 00" W a distance of 157.97 feet to a railroad spike (set) on the easterly right-of-way line of Gould Boulevard at the northwesterly property corner of Lot No. 1 (Plat Book 5210, Page 88); thence,

6. With the easterly right-of-way line of Gould Boulevard, N 17° 52' 00" W a distance of 542.05 feet to an existing iron pin; thence,

7. With a 686.20-foot radius curve to the right, a distance of 134.013 feet to the point of beginning; said curve has a chord bearing and distance of N 12° 16' 20" W, 133.800 feet.

Being part of the same property conveyed to Prologis - North Carolina, Limited Partnership, by deed recorded in Instrument No. 200310280158863 Register's Office of Davidson County, Tennessee; and Record Book 328, page 2609, Register's Office of Rutherford County, Tennessee.

The tract contains 227,129 square feet or 5.214 acres, more or less.

Parcel 2:
Together with the benefits and subject to the terms, conditions provisions and limitations of the following:
Emergency Vehicle access easement rights for ingress and egress being more particularly described in Declaration of Easement by McDowell Development Corporation of recorded in Book 5453, page 288, Register's Office of Davidson County, Tennessee.

Tax ID No. 18300009200

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 #12, nas00214, 1450 Gould Blvd, Nashville (Davidson), 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 $2,584,110.00"
§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

STATE OF NEW YORK NOTARY PUBLIC AIMEE SORBO

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