

FEB 21 12 29 PM '02

SPECIAL WARRANTY DEED

BK 412 PG 45
W.E. DAVIS CH. CLK.]

STATE OF OHIO §
 §
COUNTY OF FRANKLIN §

KNOW ALL MEN BY THESE PRESENTS

That EXEL INC., a Massachusetts corporation ("Grantor"), for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged, does hereby sell, convey and hereby specially warrants unto CROW FAMILY HOLDINGS INDUSTRIAL LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantee"), the following described property:

Being that certain tract of land located in the City of Olive Branch, DeSoto County, Mississippi, and being more particularly described on Exhibit A attached hereto and fully made a part hereof by reference for all purposes, together with all improvements located thereon and all rights and appurtenances thereto in anywise belonging to Grantor, including but not limited to, all interest, if any, of Grantor in (a) strips or gores, if any, between the property described on Exhibit A and abutting properties, whether owned or claimed by deed, limitations or otherwise, and whether or not they are located inside or outside the property described on Exhibit A, and (b) any land lying in or under the bed of any highway, avenue, street, road, alley, easement or right-of-way, open or proposed, in, on, across, abutting or adjacent to the property described on Exhibit A, and all rights, titles and interests of Grantor, if any, in and to any awards made, or to be made in lieu thereof, for damage by reason of change in grade of any such highway, avenue, street, road or alley (all of said property and interest being collectively referred to herein as the "Property").

Subject, however, to the exceptions to title more particularly set forth on Exhibit B attached hereto and fully made a part hereof by reference for all purposes.

[Remainder of page intentionally left blank.]

BK0412PG0046

Executed as of February 7th, 2002.

EXEL INC.

By: Marvin I. Jaeger
Name: Marvin I. Jaeger
Title: Sr. Vice President

[Signature page for Special Warranty Deed.]

EXHIBIT A

LOT 5, PHASE 1, OLIVE BRANCH DISTRIBUTION CENTER AS RECORDED IN PLAT BOOK 74, PAGE 42, SECTIONS 13 AND 24, TOWNSHIP 1 SOUTH, RANGE 6 WEST, IN THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI.

EXHIBIT B**[Exceptions]**

1. The protective covenants, building setback lines, utility easements and other restrictions as shown upon or contained in instrument filed of record in the Office of the Chancery Clerk of DeSoto County, Mississippi, and recorded in said office in Deed Book 391, Page 209, and in Plat Book 74, Page 42 as they affect the subject property but deleting any covenant, condition or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, or national origin to the extent such covenants, conditions or restrictions violate 42 USC 3604(c).
2. Twenty (20) foot drainage easement on the west boundary of the subject lot as shown on the plat recorded in Plat Book 74, Page 42, in the Office of Chancery Clerk of DeSoto County, Mississippi.
3. Ten (10) foot building setback, on the west, south, east and north boundaries of the subject lot as shown on the plat recorded in Plat Book 74, Page 42, in the Office of the Chancery Clerk of DeSoto County, Mississippi.
4. Forty (40) foot utility easement on the south boundary of the subject lot as shown on the plat recorded in Plat Book 74, Page 42, in the Office of the Chancery Clerk of DeSoto County, Mississippi.
5. Ten (10) foot right-of-way easement to Northcentral Mississippi Electric Power Association as recorded in Deed Book 400, Page 671 in the Office of the Chancery Clerk of DeSoto County, Mississippi.