

RETURN TO:
CHICAGO TITLE INSURANCE CO.
6060 POPLAR AVE - SUITE LL37
MEMPHIS, TN 38119-0916

2024206

Prepared by ~~and after~~ *Pat*
~~recording return to:~~
Alston & Bird, LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424
Attn: Joseph A. All, Esq.

BK 0428 PG 0634

STATE MS. - DESOTO CO.
FILED

SEP 20 1 00 PM '02

BK 428 PG 634
W.E. DAVIS CH. CLK.]

SPECIAL WARRANTY DEED

INDUSTRIAL DEVELOPMENTS INTERNATIONAL, INC. GRANTOR

TO

**CHICKASAW AND GOODMAN REALTY
HOLDING COMPANY**

GRANTEE

For and in consideration of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt of all of which is hereby acknowledged, **INDUSTRIAL DEVELOPMENTS INTERNATIONAL, INC.**, a Delaware corporation, does hereby sell, convey and warrant to **CHICKASAW AND GOODMAN REALTY HOLDING COMPANY**, a Delaware corporation, the land lying and being situated in the City of Southaven, DeSoto County, Mississippi, more particularly described as follows, to-wit:

See Exhibit A attached hereto.

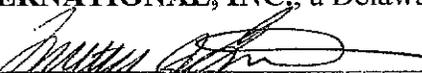
The warranty in this deed is subject to the following, to wit:

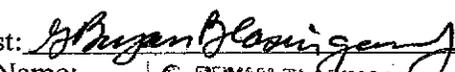
See Exhibit B attached hereto.

Possession is to be given with delivery of this Deed.

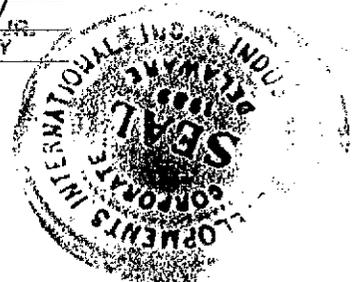
WITNESS Grantor's signature this 5th day of September, 2002.

**INDUSTRIAL DEVELOPMENTS
INTERNATIONAL, INC.**, a Delaware corporation

By: 
Name: TIMOTHY J. GUNTER
Title: SECRETARY

Attest: 
Name: G. BRYAN BLASINGAME, JR.
Title: ASSISTANT SECRETARY

[CORPORATE SEAL]



STATE OF GEORGIA

COUNTY OF FULTON

PERSONALLY, appeared before me the undersigned authority in and for the said county and state, on this 3 day of September, 2002, within my jurisdiction, the within named Timothy Cunter and G. Bryan Blasinger who acknowledged that they are the Secretary and Assistant Secretary respectively of INDUSTRIAL DEVELOPMENTS INTERNATIONAL, INC., a Delaware corporation, and that for and on behalf of said corporation, and as its act and deed they executed, and delivered the above and foregoing instrument after first having been duly authorized by said corporation so to do.

Given under my hand and seal this the 3 day of September, 2002.

My Commission Expires:

2-8-05

Mona E. Kenton
NOTARY PUBLIC

Notary Public, Gwinnett County, Georgia
My Commission Expires Feb. 8, 2005

GRANTOR ADDRESS:
3424 Peachtree Road, Suite 1500
Atlanta, Georgia 30326
Telephone: (404) 479-4000 na

GRANTEE ADDRESS:
522 Fifth Avenue
Floor 9
New York, New York 10036
Telephone: na/na

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EXHIBIT A

DESCRIPTION OF LAND SITUATED IN DESOTO COUNTY, MISSISSIPPI:

Parcel I:

Commencing at the northwest ~~corner~~ ^{quarter} of Section 31, Township 1 South, Range 7 West, Chickasaw Cession in Southaven, DeSoto County, Mississippi; thence South 00 Degrees 00 Minutes 00 Seconds East a distance of 1817.11 feet; thence North 90 Degrees 00 Minutes 00 Seconds East a distance of 944.18 feet to the true point of beginning, said point being at the intersection of the south line of Marathon Way (68' right-of-way) with the west line of Lot 7B, 4th revision to Section "B" of Briargate Commercial Subdivision as recorded in Plat Book 70, Page 37; thence South 89 Degrees 58 Minutes 04 Seconds East with the south line of Marathon Way a distance of 700.68 feet (recorded plat = 697.94 feet) to an iron pin set at a point of curvature; thence northeasterly along a curve to the left having a radius of 434.00 feet and with the south line of Marathon Way a distance of 82.65 feet (chord = North 84 Degrees 34 Minutes 35 Seconds East 82.53 feet, Delta = 10 Degrees 54 Minutes 43 Seconds) (recorded plat = 84.18 feet, delta = 11 Degrees 06 Minutes 46 Seconds) to a point of reverse curve; thence northeasterly along a curve to the right having a radius of 366.00 feet and with the south line of Marathon Way a distance of 69.70 feet (chord = North 84 Degrees 34 Minutes 35 Seconds East 69.60 feet, Delta = 10 Degrees 54 Minutes 43 Seconds) (recorded plat = 70.99 feet, delta = 11 Degrees 06 Minutes 46 Seconds) to a point of tangency; thence South 89 Degrees 58 Minutes 04 Seconds East with the south line of Marathon Way a distance of 295.06 feet to an iron pin set in an east line of said subdivision; thence South 00 Degrees 02 Minutes 34 Seconds West with said east line a distance of 74.78 feet to an iron pin set in a north line of said subdivision; thence South 87 Degrees 54 Minutes 36 Seconds East with said north line a distance of 106.62 feet to an iron pin set in the west line of Lot 7D of said subdivision; thence South 00 Degrees 01 Minutes 56 Seconds West with said west line a distance of 712.53 feet to an iron pin set in the south line of said subdivision; thence North 89 Degrees 35 Minutes 07 Seconds West with said south line a distance of 595.89 feet to an iron pin set at an angle point in the south line of said subdivision; thence North 89 degrees 53 Minutes 25 Seconds West with said south line a distance of 662.96 feet to an iron pin set in the west line of Lot 7B; thence North 00 Degrees 24 Minutes 43 Seconds East with said west line a distance of 771.83 feet (recorded plat = 771.67 feet) to the point of beginning and containing 22.28 acres more or less.

Parcel II:

NON-EXCLUSIVE APPURTENANT EASEMENT as set out in Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Goodman Road Business Park filed of record in Book 332, Page 300, being amended by First Amendment to Declaration of Protective Covenants, Agreements and Easements, Charges and Liens for Goodman Road Business Park AKA Briargate Commercial Subdivision filed of record in Book 413, Page 586, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

EXHIBIT B**PERMITTED TITLE EXCEPTIONS**

1. Right of Treadways Corporation, a California corporation as tenant only, by virtue of that certain Memorandum of Lease between Industrial Developments International, Inc., a Delaware corporation (the "Landlord") and Treadways Corporation, a California corporation (the "Tenant"), dated February 7, 2000, recorded February 28, 2000, at 10:39 A.M. in Book 84, Page 441, in the Office of the Chancery Clerk of DeSoto County, Mississippi.
2. Any lien for real estate taxes and assessments not yet due and payable.
3. Declaration of Protective Covenants, Agreements and Easements, Charges and Liens for Goodman Road Business Park filed of record in Book 332, Page 300, being amended by First Amendment to Declaration of Protective Covenants, Agreements and Easements, Charges and Liens for Goodman Road Business Park AKA Briargate Commercial Subdivision filed of record in Book 413, Page 586 in the aforesaid Clerk's Office.
4. Subdivision restrictions, building lines and easements of record in Plat Book 57, Page 40; Plat Book 60, Page 25; Plat Book 70, Page 37; and Plat Book 78, Pages 2 and 3; recorded in the Office of the Chancery Court Clerk of DeSoto County, Mississippi; with ten foot utility easement along north property line, thirty foot buffer yard along south property line and five foot utility easement along the south property line and along the most southerly north and the most westerly east property lines as shown on survey by Davis Engineering Co. Inc., dated February 25, 2002, last revised _____, 2002 (the "Survey").
5. Right-of-Way Instrument Entergy MS, Inc. filed of record in Book 373, Page 784 in the aforesaid Clerk's Office, thirty foot easement across south portion of the property as shown on the Survey.
6. Fifteen foot utility easement along the north property line, ten foot utility easement along the west property line and twenty foot utility easement along the south property line, all as shown on the Survey, said easements filed of record in Book 332, Page 320 in the aforesaid Clerk's Office.
7. Matters shown on the Survey.