

BK 0476 PG 0243

First American Title Insurance  
6077 Primacy Parkway, STE 121B  
Memphis, TN 38119 *MS-819610 BVP*

STATE MS. - DESOTO CO.

SS  
SS

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EX 476 PG 243  
F. BAYNE JR. CLK.

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After recording, return to:

Thomas E. Smith, III, Esq.  
Paul, Hastings, Janofsky & Walker, LLP  
600 Peachtree St. N.E.  
Suite 2400  
Atlanta, GA 30308 *404-815-2244*

STATE OF GEORGIA

COUNTY OF FULTON

**SPECIAL WARRANTY DEED**

THIS INDENTURE is made this 3<sup>rd</sup> day of June, 2004, by ROBERT PATTILLO PROPERTIES, INC., a Georgia corporation, as party of the first part (hereinafter called "Grantor"), in favor of PROLOGIS-MACQUARIE MS INVESTMENT TRUST, a Maryland real estate investment trust, as party of the second part (hereinafter called "Grantee") (the words "Grantor" and "Grantee" to include their respective successors and assigns where the context requires or permits);

WITNESSETH, That:

GRANTOR, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) in hand paid at and before the sealing and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, has granted, bargained, aliened, sold, conveyed and confirmed and by these presents does grant, bargain, alien, sell, convey and confirm unto said Grantee, all that certain real property lying and being in Desoto County, Mississippi, being particularly described on Exhibit A attached hereto (the "Property"), together with any and all plants, trees, timber, shrubbery, improvements, and fixtures located thereon or attached thereto, and together with any and all improvements, fixtures, rights, easements, licenses, and benefits appurtenant thereto, subject only to those matters set forth on Exhibit B attached hereto (the "Permitted Exceptions");

TO HAVE AND TO HOLD the Property with all and singular the rights, members and appurtenances thereof, to the same being, belonging, or in anywise appertaining to the only proper use, benefit and behoof of Grantee forever in FEE SIMPLE.

AND GRANTOR shall specially warrant and forever defend the right and title to the Property unto Grantee against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise, subject only to the Permitted Exceptions.

[EXECUTION ON FOLLOWING PAGE]

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

GRANTOR:

ROBERT PATTILLO PROPERTIES, INC., a Georgia corporation

By: [Signature]  
Name: Clay W. Reese  
Title: Vice President

By: [Signature]  
Name: Danny Wald  
Title: Vice President

STATE OF GEORGIA )  
COUNTY OF FULTON )

Personally appeared before me, the undersigned authority in and for the said county and state, on this 3<sup>rd</sup> day of June, 2004 within my jurisdiction, the within named Clay W. Reese and Danny Wald, as Vice Presidents of Robert Pattillo Properties, Inc., and that as their free act and deed they executed the above and foregoing instrument on behalf of Robert Pattillo Properties, Inc.

[Signature]  
Notary Public

My commission expires: 1/21/08



Property Address:

11624 South Distribution Cove  
Olive Branch, Mississippi

Address of Grantor:

Robert Pattillo Properties, Inc., a Georgia corporation  
2987 Clairmont Road  
Suite 550  
Atlanta, Georgia 30329  
404-235-3550

Address of Grantee, and Mail Tax Bills to:

ProLogis-Macquarie MS Investment Trust, a Maryland real estate investment trust  
14100 East 35th Place  
Aurora, Colorado 80011  
303-375-9292

**EXHIBIT A**

DESCRIPTION OF PROPERTY

81961 – Olive Branch, MS

Lot 4 Olive Branch Distribution Center, Phase I, Sections 13 and 24, Township 1 South, Range 6 West, City of Olive Branch, DeSoto County, Mississippi, as shown by Plat appearing of record in Plat Book 74, Pages 42-43, in the Office of the Chancery Clerk, DeSoto County, Mississippi.

**EXHIBIT B**

## PERMITTED EXCEPTIONS

1. 2004 taxes, a lien not yet due or payable.
2. Utility Easement by and between Central States Investment Co., a Tennessee corporation; Robinson Family Investments, L.P., a Tennessee Limited Partnership and Gilbert A. Robinson, III, Trustee under the Carl Gregory Robinson Living Trust (Grantors) and the City of Olive Branch (Grantee) recorded August 25, 1998 in Book 338, Page 731 with the Chancery Court Clerk's Office of DeSoto County, Mississippi and as shown on survey by Jones-Davis & Associates, Inc. dated April 27, 2004.
3. Road Right of Way Deed by and between Central States Investment Co., Robinson Family Investments, L.P. and Gilbert A. Robinson, III, Trustee under the Carl Gregory Robinson Living Trust (Grantors) and DeSoto County (Grantee) recorded July 13, 2003 in Book 355, Page 516 with the Chancery Court Clerk's Office of DeSoto County, Mississippi and as shown on said survey.
4. Right-of-Way Easement by and between Gilbert A. Robinson, III, Trustee of the Carl Gregory Robison Living Trust dated April 10, 1998, Robinson Family Investment L.P., a Tennessee Limited Partnership, Central States Investment Co, a Tennessee corporation and OBDC Association, Inc. (Grantors) and Northcentral Mississippi Electric Power Association (Grantee) dated May 3, 2001 and recorded May 31, 2001 in Book 393, Page 274 with the Chancery Court Clerk's Office of DeSoto County, Mississippi and as shown on said survey.
5. Index of Declaration of Covenants and Restrictions for Phase I of Olive Branch Distribution Center recorded April 27, 2001 in Book 391, Page 209 with the Chancery Court Clerk's Office of DeSoto County, Mississippi.
6. Subdivision restrictions, building lines and easements as shown on plat of record in Plat Book 74, Page 42 in the Chancery Court Clerk's Office of DeSoto County, Mississippi, and as shown on said survey which contains no reversionary clause, but deleting, however, any covenant, condition, or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, marital status, ancestry, disability, handicap, familial status, or national origin, to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c).
7. Location of power poles, concrete monuments, fences, as shown on said survey.
8. Rights of parties in possession with no option to purchase or right of first refusal, to wit: Pottery Barn, Inc.
9. Survey prepared by Jones-Davis & Associates, Inc., dated May 28, 2004 , shows the following:

- (a) Water Main and Water Lines;
  - (b) 60" concrete pipe on northern boundary;
  - (c) 66" concrete pipe in southwest corner;
  - (d) Rip Rap extending onto neighboring property to the west.;
  - (e) 63' and 23' building setback lines;
  - (f) 10' drainage easement serving Lot 4A and Lot 4B.
10. Memorandum of Reconveyance Option Agreement dated June 3, 2004, recorded simultaneously herewith in the Chancery Court Clerk's Office in DeSoto County, Mississippi.
11. Memorandum of Land Option Agreement dated June 3, 2004, recorded simultaneously herewith in the Chancery Court Clerk's Office in DeSoto County, Mississippi.