

This Instrument Prepared By:

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Brunini, Grantham, Grower & Hewes,
PLLC
190 East Capitol Street, Suite 100
Jackson, MS 39201
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MS Bar No. 8911

Grantor's Address:

Teachers Insurance and Annuity
Association of America, For the Benefit
of the Real Estate Account
730 Third Avenue - 4th Floor
New York, NY 10017
Attention: Lynette Pineda
(B) 212-490-9000

After Recording Return to:

Brack Bryant, Esq.
Haynes and Boone, LLP
2323 Victory Avenue, Suite 700
Dallas, TX 75219
Telephone: (214) 651-5335

Grantee's Address:

Airways Distribution Center, LLC
3090 Olive Street, Suite 300
Dallas, TX 75219

Attention: Tom Fishman (B) 972-201-2902
After Recording, Return to:
The McCaskill Law Firm, P.C.
P.O. Box 1608 *
Southaven, MS 38671
(662) 996-1112 L012027

Indexing Instructions: Lot 9, Building D, Airport Industrial Park, P.B.P.,
Section 24, T-1 S. R-8-W, PLAT BOOK 86, Pages 10-11

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, **TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, FOR THE BENEFIT OF THE REAL ESTATE ACCOUNT**, a New York corporation ("**Grantor**"), does hereby sell, convey and warrant specially unto **AIRWAYS DISTRIBUTION CENTER, LLC**, a Delaware limited liability company ("**Grantee**"), the following described land, together with all improvements and appurtenances, situated in DeSoto County, Mississippi ("**Subject Property**"), to wit:

Lot 9, Building D, Airport Industrial Park P.B.P., situated in Section 24, Township 1 South, Range 8 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 86, Pages 10-11, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

Together with, all rights and interests granted in that certain Declaration of Protective Covenants, agreements, easements, charges and lien recorded in Book 405, Page 720, in the Office of the Chancery Clerk of DeSoto County, Mississippi, and all rights and interests granted in those certain Easement Agreements recorded in the Chancery Clerk's Office of DeSoto County, Mississippi, in Book 390, Page 30, Book 410, Page 352, Book 465, Page 421 and Book 441, Page 571, as amended in Book 450, Page 412 and Book 465, Page 42.

Without in any way broadening the special warranty contained herein, Grantor's conveyance is made subject to the following exceptions:

1. Real property taxes and assessments for the year 2012 and subsequent years that are not yet due and payable;
2. Rights of tenants, as tenants only, of the property under the terms and conditions of all leases affecting the property;
3. Any prior reservation or conveyance, together with release of damages of minerals of every kind and character, including, but not limited to oil, gas, sand, and gravel in, on, and under the property;
4. 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 Plat Book 86, Pages 10-11;
5. Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Airways Distribution Center recorded December 10, 2001 in Book 405, Page 720 in the Office of the Chancery Clerk of DeSoto County, Mississippi;
6. Right of Way and Easement from Industrial Developments International, to Entergy Mississippi, Inc. recorded February 9, 2006 in Book 521, Page 38 in the Office of the Chancery Clerk of DeSoto County, Mississippi;
7. Guard Shack concrete slab encroachment onto adjacent property by 1.4 feet on its West side and 1.00 feet east on its East side.

In witness whereof, Grantor, acting by and through its duly authorized officer, has executed this instrument on the date of its acknowledgment below, and effective on the 19th day of December, 2012.

[Signature Page Follows]

