

STATE OF GEORGIA     )  
                                  )  
COUNTY OF FULTON    )

SPECIAL WARRANTY DEED

KNOWN ALL MEN BY THESE PRESENTS:

*Consideration*  
\$ 83,083.40


That for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration to it in cash in hand paid by the GRANTEE named herein, the receipt of which is hereby acknowledged, WELLS EXCHANGE-MEADOW BROOK PARK, BIRMINGHAM, LLC, a limited liability company organized and existing under the laws of the State of Georgia ("GRANTOR"), by virtue of the consent of its sole member, does hereby grant, bargain, sell and convey unto TORONTO TRUST -MEADOW BROOK PARK, BIRMINGHAM, LLC, a limited liability company organized and existing under the laws of the State of Georgia ("GRANTEE"), and unto its successors and assigns forever, an undivided 2.999400 % tenant-in-common interest in the real property situated in the County of Shelby, State of Alabama, as described in Exhibit "A" attached hereto and hereby made a part hereof.

TO HAVE AND TO HOLD the same together with all improvements thereon and all rights, privileges and appurtenances thereunto belonging unto the said GRANTEE, its successors and assigns, subject, nevertheless, to the title exceptions listed on Exhibit "B" attached hereto and hereby made a part hereof.

And GRANTOR, does hereby covenant unto and with the said GRANTEE, its successors and assigns, that it will forever warrant and defend the title to the said real property against the lawful claims of all persons whomever claiming by, through or under GRANTOR, except as aforesaid.

IN WITNESS WHEREOF, GRANTOR has caused its name to be hereunto affixed by its duly authorized officer, as of the 13 day of March, 2003.

WELLS EXCHANGE - MEADOW BROOK  
PARK, BIRMINGHAM, LLC, a Georgia  
limited  
liability company

By:   
Douglas P. Williams  
Executive Vice President

ACKNOWLEDGMENT

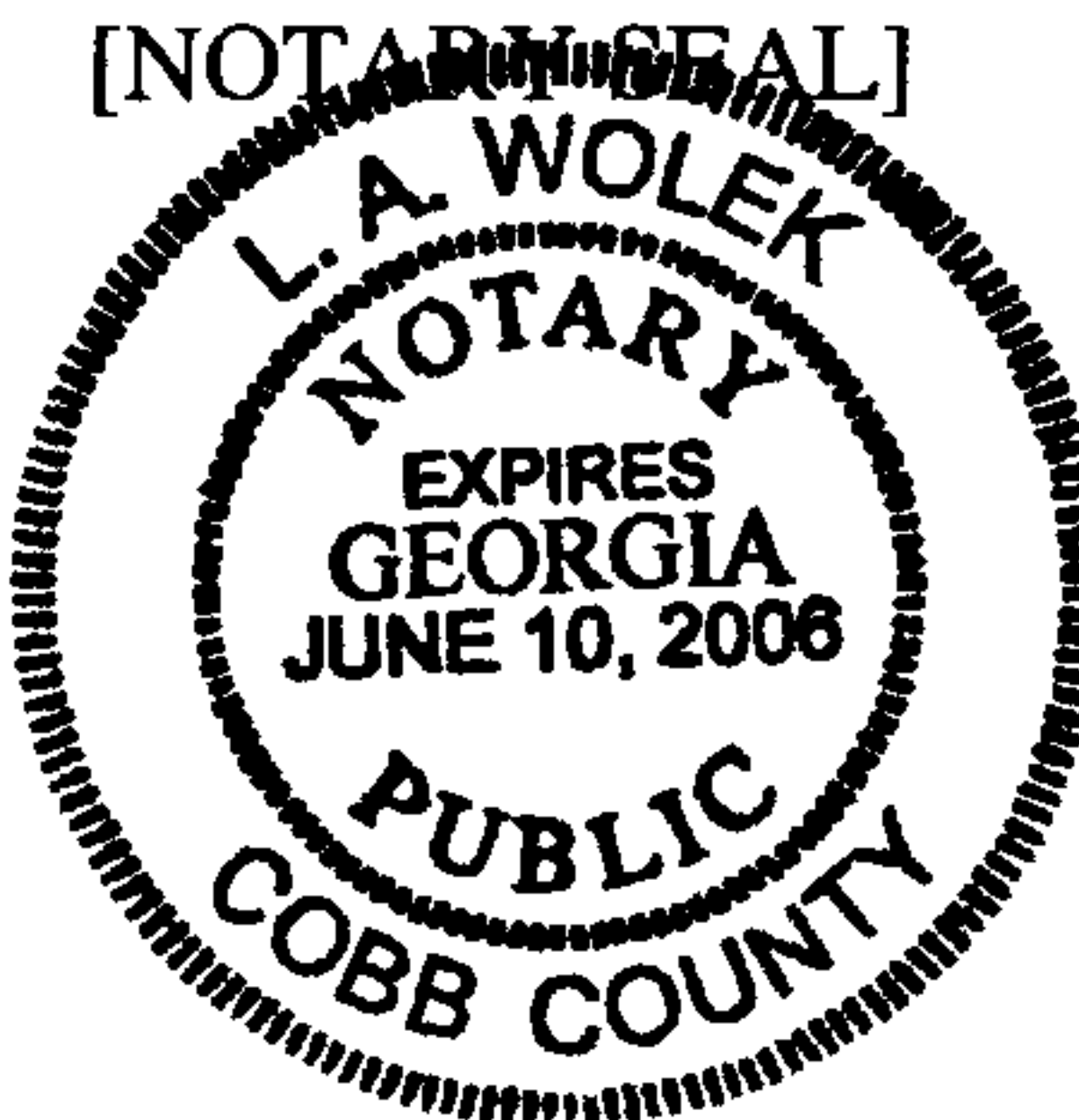
STATE OF GEORGIA )  
                    Cobb, Law<sup>ss.</sup>  
COUNTY OF FULTON )

I, L.A. Wolek a Notary Public in and for said County, in said State, hereby certify that Douglas P. Williams whose name as Executive Vice President of Wells Exchange – Meadow Brook Park, Birmingham, LLC, a Georgia limited liability company is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date .

Given under my hand and official seal this 27<sup>th</sup> day of December, 2002.

My commission expires: 6/10/06

L.A. Wolek  
Notary Public



**EXHIBIT "A"**  
**LEGAL DESCRIPTION**

**Parcel 1**

Lot 11-G, Meadow Brook Corporate Park South, Phase II, Resurvey No. 8, as recorded in Map Book 25 page 91 A & B in the Office of the Judge of Probate of Shelby County, Alabama; being more particularly described as follows:

Begin at the Southeasterly corner of Lot 11-G, Meadow Brook Corporate Park South, Phase II, Resurvey No. 8 as recorded in Map Book 25 page 91 A & B in the Office of the Judge of Probate of Shelby County, Alabama and run North 90 deg. 00 min. West (assumed) a distance of 603.04 feet to the Southwesterly corner of Lot 11-G; thence North 0 deg. 00 min. East a distance of 603.74 feet to a point on the Southeasterly right of way line of Resource Drive; thence North 64 deg. 16 min. 06 sec. East along the Southeasterly right of way line of Resource Drive a distance of 223.21 feet to the P. C. (point of curve) of a curve to the left having a radius of 460.00 feet, a central angle of 28 deg. 27 min. 36 sec. and a chord bearing of North 50 deg. 02 min. 18 sec. East; thence along the arc of said curve and the Southeasterly right of way line of Resource Drive a distance of 228.49 feet to the P. R. C. (point of reverse curve) of a curve to the right having a radius of 25.00 feet, a central angle of 79 deg. 47 min. 55 sec. and a chord bearing of North 75 deg. 42 min. 28 sec. East; thence along the arc of said curve and the Southeasterly right of way line of Resource Drive a distance of 34.82 feet to a point on the Southwesterly right of way line of Corporate Drive, said point being the P. R. C. (point of reverse curve) of a curve to the left having a radius of 362.21 feet, a central angle of 10 deg. 38 min. 30 sec. and a chord bearing of South 69 deg. 42 min. 50 sec. East; thence along the arc of said curve and the Southwesterly right of way line of Corporate Drive a distance of 67.27 feet to the P. T. (point of tangent) of said curve; thence South 75 deg. 02 min. 05 sec. East tangent to said curve along the Southwesterly right of way line of Corporate Drive a distance of 52.34 feet to a point; thence South 0 deg. 25 min. 10 sec. East a distance of 97.46 feet to a point; thence South 15 deg. 00 min. 40 sec. West a distance of 43.23 feet to a point; thence South 0 deg. 25 min. 10 sec. East a distance of 460.67 feet to a point; thence South 22 deg. 45 min. 40 sec. East a distance of 235.47 feet to the point of beginning; being situated in Shelby County, Alabama.

**Parcel 2**

Lot 11-F, according to the Meadow Brook Corporate Park South, Phase II, Resurvey No. 4, as recorded in Map Book 24, Page 42 in the Office of the Judge of Probate of Shelby County, Alabama; being situated in Shelby County, Alabama.



**Exhibit "B"**  
**Permitted Exceptions**

1. Taxes or special assessments which are not shown as existing liens by the public records.
2. General and special taxes or assessments for the year 2003 and subsequent years not yet due and payable.

Parcels 1 and 2

3. Declaration of Covenants, Conditions and Restrictions for Meadow Brook Corporation Park as set out in Real 64 page 91, along with 1st Amendment recorded in Real 95 page 826, 2nd Amendment recorded in Real 141 page 784, 3rd Amendment recorded in Real 177 page 244, 4th Amendment recorded in Real 243 page 453, 5th Amendment recorded in Real 245 page 89, 6th Amendment recorded as Inst. #1992-23529, 7th Amendment recorded as Inst. 1995-03028, 8th Amendment recorded as Inst. #1995-04188, 9th Amendment recorded as Inst. #1996-5491, 10th Amendment recorded as Inst. #1996-32318, 11th Amendment recorded as Inst. #1997-30077, 12th Amendment recorded as Inst. #1997-37856, 13th Amendment recorded as Inst. #1998-5588, 14<sup>th</sup> Amendment recorded as Inst. #1998-41655, 15th Amendment recorded as Inst. #1998-46243, 16th Amendment recorded as Inst. #1999-2935 and, 17<sup>th</sup> Amendment, recorded as Inst. #2002-1217, in Probate Office.
4. The lien of the mortgage to be executed, delivered and recorded in favor of Principal Commercial Funding, LLC, a Delaware limited liability company.
5. Rights of tenants, as tenants only, under unrecorded occupancy agreements, none of which contain rights of first refusal.

Parcel 1 Only

6. Agreement with Alabama Power Company as to underground cables recorded in Real 207 page 348 in Probate Office.
7. Agreement with Alabama Power Company as set out in Misc. Book 48 page 880 in Probate Office.
8. Matters shown on plat recorded in Map Book 25 page 91 A & B, as follows: Building setback line of 40 feet reserved from Resource Drive and Corporate Drive; 20 feet storm sewer easement on the Easterly and Westerly portions with pipe locations extensions; 20 foot sanitary sewer easements and sanitary manholes through Southerly portion; asphalt paving & curbs;
9. Transmission Line Permit(s) to Alabama Power Company as shown by instrument(s) recorded in Inst. #1999-25430 in Probate Office.
10. Sanitary Sewer Line Easement Agreement dated December 27, 2000 by and between Daniel U.S. Properties Limited Partnership II and Shelby County as set out in Inst. #2000-44862 in Probate Office.

11. Unrecorded permit from Daniel International Corporation to Alabama Power Company dated September 29, 1978.  
Parcel 2 Only
12. Agreement with Alabama Power Company as set out in Misc. Book 48 page 880 in the Probate Office.
13. Easement granted to DMB, LLC dated January 9, 1998 as set out in Inst. # 1998-958 in the Probate Office.
14. Matters shown on plat recorded in Map Book 25 page 91 A & B, as follows: Building setback line of 40 feet reserved from Resource Drive and Corporate Drive; 20 feet storm sewer easement on the Easterly and Westerly portions with pipe locations extensions; 20 foot sanitary sewer easements and sanitary manholes through Southerly portion; asphalt paving & curbs;
15. Unrecorded permit from Daniel International Corporation to Alabama Power Company dated September 29, 1978.
16. Unrecorded easement from Daniel U. S. Properties, Ltd. to Alabama Power Company dated July 24, 1985.
17. Transmission Line Permit(s) to Alabama Power Company as shown by instrument(s) recorded in Inst. #1999-25430 in Probate Office.
18. Sanitary Sewer Line Easement Agreement dated December 27, 2000 by and between Meadow Brook South 2500, LLC and Shelby County, Alabama as set out in Inst. # 2001-00004 in the Probate Office.
19. Alabama Power Company Easement at Map Book 24, Page 42 in Probate Records.
20. Reciprocal Access Easement between the owner of the security and the owner of the adjoining property known as 2700 Corporate Park South.