

① 8 pages #6950

Return to Marilyn Taylor
Chicago Title Insurance Co.
5447 Nellie Davis Lane
Tampa, FL 33634

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2006128800 8 PGS
2006 JUL 17 10:21 AM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
HJAMES Receipt#807355

AFTER RECORDING RETURN TO:

~~20060252~~
Stutzman, Bromberg, Esserman & Plifka,
A Professional Corporation
2323 Bryan Street, Suite 2200
Dallas, Texas 75201
Attention: Kenneth F. Plifka

Doc Stamp-Deed: 198,800.00

Parcel Identification Nos.: _____



SPECIAL WARRANTY DEED

STATE OF FLORIDA §
 §
COUNTY OF SARASOTA §

KNOW ALL MEN BY THESE PRESENTS:

THAT **SARASOTA GATEWAY ASSOCIATES, LLLP**, a Florida limited liability limited partnership ("Grantor"), for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration in hand paid by **GATEWAY A/B FUND VII, L.P.**, a Delaware limited partnership ("Grantee"), whose address is c/o TA Associates Realty, 28 State Street, 10th Floor, Boston, Massachusetts 02109, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, SOLD AND CONVEYED, and by these presents does GRANT, SELL AND CONVEY, unto Grantee all of Grantor's rights, titles, powers, privileges and interests in and to that certain real property situated in Sarasota County, Florida, and more particularly described on Exhibit A attached hereto and made a part hereof for all purposes (the "Land"), together with (i) all buildings, improvements, fixtures and other items of real estate located on the Land (collectively, the "Improvements"), and (ii) all and singular the rights, titles, privileges, remainders, reversions, easements, tenements, hereditaments, interests and appurtenances of Grantor pertaining to the Land and the Improvements, including, without limitation, any right, title and interest of Grantor (but without warranty whether statutory, express or implied) in and to adjacent strips or gores, if any, between the Land and abutting properties, and in and to adjacent streets, highways, roads, alleys or rights-of-way, either at law or in equity, in possession or expectancy (all of the above-described properties together with the Land and the Improvements are hereinafter collectively referred to as the "Property"). This conveyance is made and accepted subject and subordinate to (a) standby fees, taxes and assessments by any taxing authority for the current year, and subsequent years, and subsequent taxes and assessments by any taxing authority for prior years due to change in land usage or ownership, and (b) the matters set forth on Exhibit B attached hereto and made a part hereof for all purposes (collectively, the "Permitted Encumbrances").

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in any wise belonging unto Grantee, Grantee's heirs, executors, administrators, personal representatives, successors and assigns forever and subject to the Permitted Encumbrances, Grantor does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, Grantee's heirs, executors, administrators, personal representatives, successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise, subject, however, to the Permitted Encumbrances.

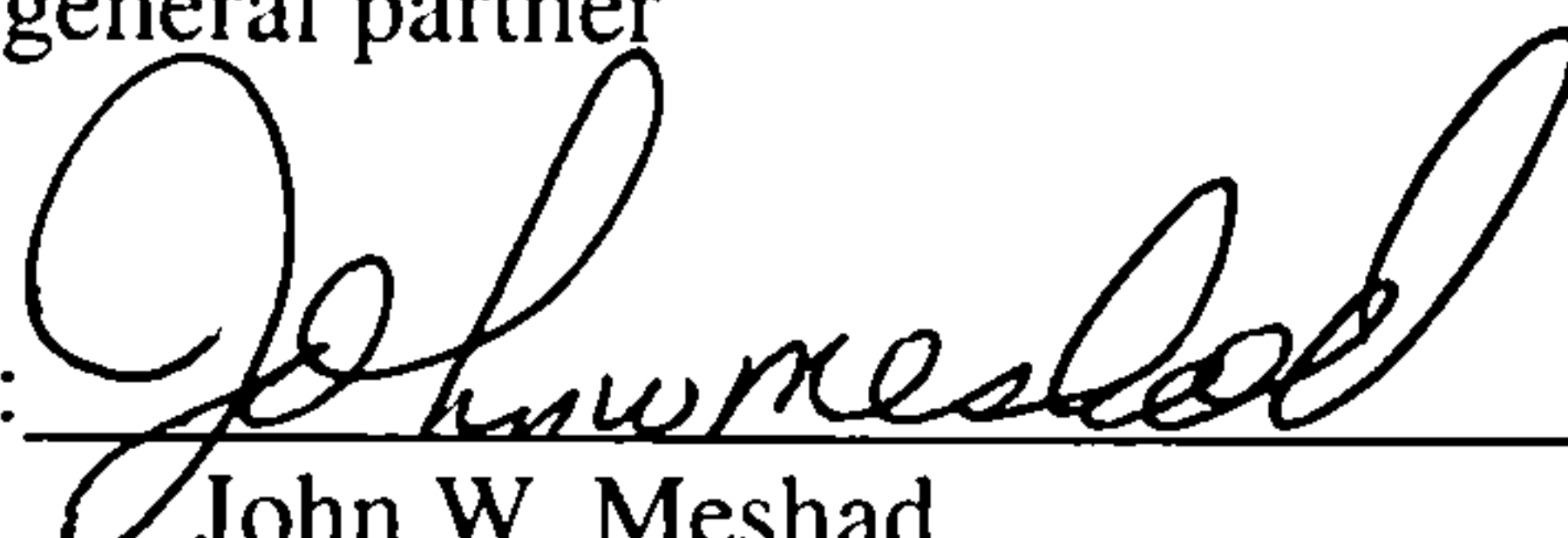
[SEE SIGNATURE ON THE FOLLOWING PAGE]

IN TESTIMONY WHEREOF, witness the signature of Grantor as of this the 12th day of July, 2006.

GRANTOR:

SARASOTA GATEWAY ASSOCIATES, LLLP,
a Florida limited liability limited partnership

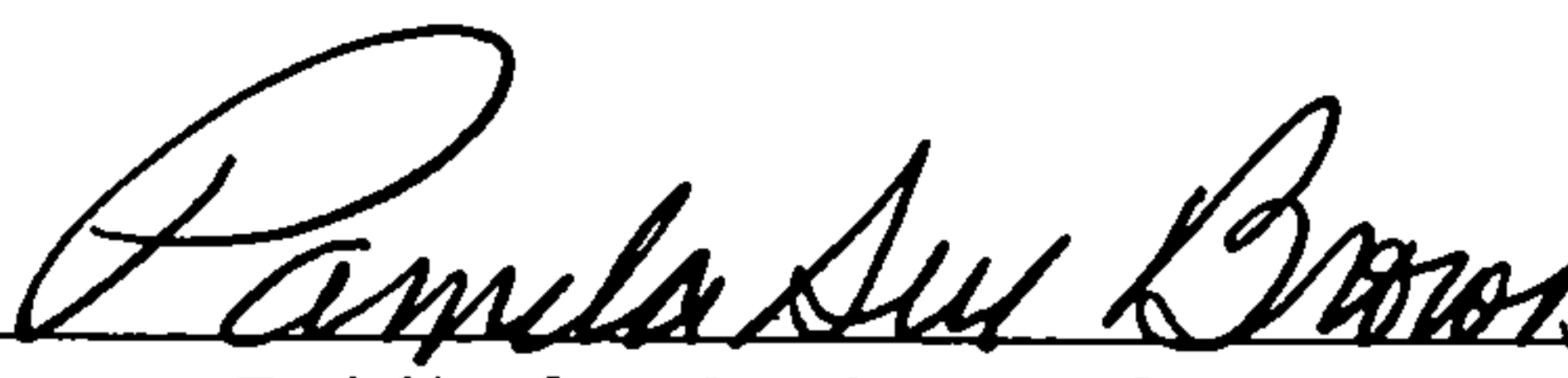
By: Sarasota Gateway Associates, Inc.,
a Florida corporation,
its general partner

By: 
John W. Meshad,
Its President

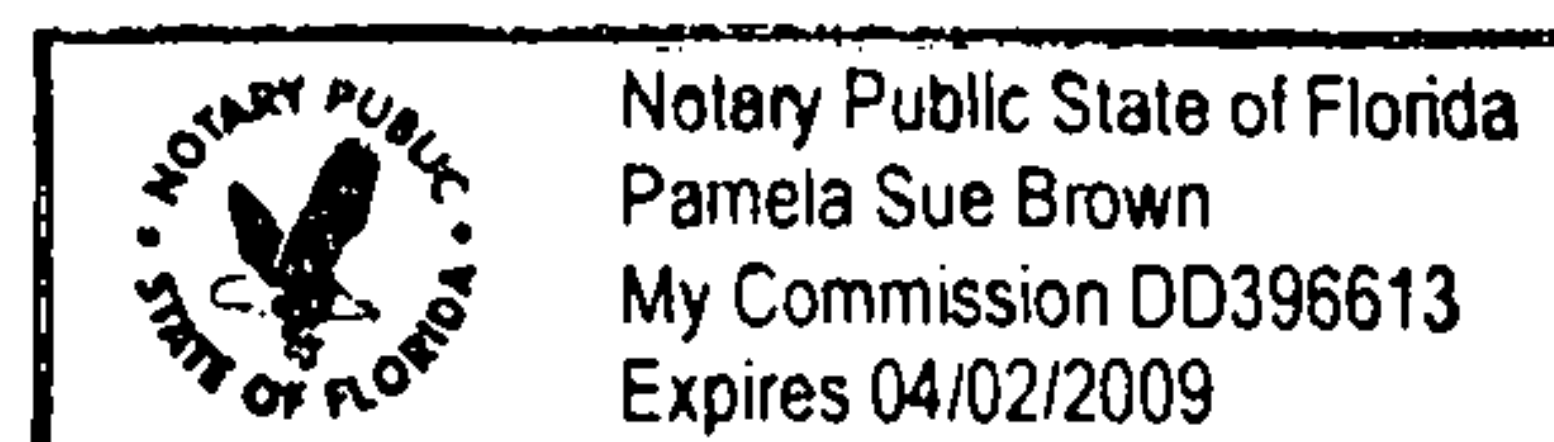
STATE OF Florida §
COUNTY OF Sarasota §

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, on this day personally appeared John W. Meshad, President of Sarasota Gateway Associates, Inc., in its capacity as general partner of Sarasota Gateway Associates, LLLP, a Florida limited liability limited partnership, known to me (or has produced as identification) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same as his/her free act and deed, for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 12th day of July, 2006.


Notary Public for the State of _____

My commission expires: _____



ADDRESS OF GRANTEE:

c/o TA Associates Realty
28 State Street, 10th Floor
Boston, Massachusetts 02109
Attention: Asset Manager/Fund VII-Gateway A&B

ADDRESS OF GRANTOR:

c/o JWM Management
401 N. Cattlemen Road, Suite 100
Sarasota, Florida 34232
Attention: John W. Meshad

EXHIBIT "A"

PARCEL A:

That portion of Section 24, Township 36 South, Range 18 East, Sarasota County, Florida, described as follows:

Begin at a 4 inch by 4 inch concrete monument with disk stamped PRM LS1747, found at the Northeast corner of Lot 6, GATEWAY TO SARASOTA, PHASE 1, a subdivision recorded in Plat Book 39, page 12, of the public records of Sarasota County, Florida; thence along the North line of said Lot 6, South 88° 31 '35" West, 397.30 feet to a nail with disk stamped PRM LS 1747, found in a concrete sidewalk at the Northwest corner of said Lot 6; thence along the Easterly right-of-way line of North Cattlemen Road (public right-of-way, width varies at this point), North 03° 08'03" West, 24.30 feet to a 5/8 inch iron rod with plastic cap stamped AM ENG LB 4334; thence continue along said Easterly right-of-way line, North 01 ° 28'17" West, 216.00 feet to a 5/8 inch iron rod with plastic cap stamped AM ENG LB 4334 set at the beginning of a tangential curve concave to the East, having a radius of 670.00 feet and a delta angle of 91 ° 52'55", whose chord bears North 44° 28'11" East; thence along said curve in a clockwise direction, 1074.44 feet to a 5/8 inch iron rod with plastic cap stamped PSM LB 6754; thence tangent to the last curve, South 89° 35'22" East, 63.55 feet to a 5/8 Inch iron rod with plastic cap stamped AM ENG LB 4334 set at the beginning of a tangential curve concave to the Southwest, having a radius of 40.00 feet and a delta angle of 90 ° 00'00", whose chord bears South 44° 35'22" East; thence along said curve in a clockwise direction, 62.83 feet to a 5/8 inch iron rod with plastic cap stamped AM ENG LB 4334; thence tangent to the last curve, South 00° 24'38" West, 400.03 feet to a 5/8 inch iron rod with plastic cap stamped AM ENG LB 4334 at a point of cusp with a curve concave to the Southwest, having a radius of 57.00 feet and a delta angle of 74° 46'38", whose chord bears North 52° 12'03" West; thence along said curve in a counterclockwise direction, 74.39 feet to a 5/8 inch iron rod with plastic cap stamped AM ENG LB 4334; thence tangent to the last curve, North 89° 35'22" West, 48.55 feet to a 5/8 Inch iron rod with plastic cap stamped AM ENG LB 4334 found at the beginning of a tangential curve concave to the South, having a radius of 272.00 feet and a delta angle of 91 ° 52'55", whose chord bears South 44° 28'11" West; thence along said curve in a counterclockwise direction, 436.19 feet to a 4 inch by 4 inch concrete monument with disk stamped PRM LS 1747; thence tangent to the last curve, South 01 ° 28'17" East, 240.27 feet to the Point of Beginning.

PARCEL B:

TOGETHER WITH:

A private drainage, utility, access and Florida Power & Light Easement recorded in Official Records Instrument Number 2003094206, of the public records of Sarasota County, Florida, and being more particularly described as follows:

Commence at the Northeast corner of Lot 5, GATEWAY TO SARASOTA, PHASE 1, as recorded in Plat Book 39, page 12, of the public records of Sarasota County, Florida; thence along the Northerly line of said Lot 5, South 88° 31 '43" West, 389.21 feet to a 5/8 inch iron rod with 2 inch aluminum cap stamped "AM ENG INC LB 4334 Survey Marker" for a Point of Beginning of said Easement; thence North 00° 24'38" East, 564.84 feet to the beginning of a tangential curve concave to the Southeast having a radius of 40.00 feet and a delta angle of 90° 00'00", whose chord bears North 45° 24'38" East; thence along said curve Easterly and in a clockwise direction, 62.83 feet to a point of cusp lying on the Southerly right-of-way line of North Cattlemen Road, as recorded in Official Records Book 2993, page 96, of the public records of Sarasota County, Florida; thence along said right-of-way line and tangent to the last curve, North 89° 35'22" West, 140.00 feet to a point of cusp lying at the beginning of a tangential curve concave to the Southwest, having a radius of 40.00 feet and a delta angle of 90° 00'00"; whose chord bears South 44° 35'22" East; thence along said curve in a clockwise direction, 62.83 feet; thence tangent to the last curve, South 00° 24'38" West, 566.81 feet; thence North 88° 31 '43" East, 60.03 feet to the Point of Beginning.

PARCEL C:

ALSO TOGETHER WITH:

Public flowage easements and stormwater detention area as shown in and described as Parcel 2 and Parcel 4, Plat Book 39, pages 12-12A, of the public records of Sarasota County, Florida.

PARCEL D:

A non-exclusive private drainage, utility, access and Florida Power & Light Easement over, under and across Parcel 3, Plat Book 39, pages 12-12A, of the public records of Sarasota County, Florida.

PARCEL E:

Easements for drainage, ingress and egress and private roadway and driveway easements granted in that certain Declaration of Covenants and Restrictions for The Gateway recorded in Official Records Book 3003, page 1504, as supplemented in Official Records Book 3062, page 2876, Official Records Instrument Number 1999033277, Official Records Instrument Number 1999088831, Official Records Instrument Number 2000129577, Official Records Instrument Number 2003094206 and Official Records Instrument Number 2004144309, of the public records of Sarasota County, Florida.

EXHIBIT "B"
PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2006 and subsequent years, not yet due and payable.
2. Terms, covenants, conditions, restrictions, easements, assessments and possible liens created by and set forth in the Declaration recorded in Official Records Book 3003, page 1504, as supplemented in Official Records Book 3062, page 2876, Official Records Instrument Number 1999033277, Official Records Instrument Number 19990888319, Official Records Instrument Number 2000129557, Official Records Instrument Number 2003094206 and Official Records Instrument Number 2004144309, of the public records of Sarasota County, Florida, as amended, but omitting any covenants or restrictions, if any, based upon race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law.
3. Restrictive Covenants, conditions and restrictions recorded in Official Records Book 3019, page 352, of the public records of Sarasota County, Florida. NOTE: With respect to any Exception in Schedule B reciting covenants and restrictions said Exception(s) omits any covenants or restrictions, if any, based upon race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law.
4. Competing business use restriction set forth in Easements with Covenants, Conditions and Restrictions Affecting Land recorded in Official Records Instrument Number 200129559, of the public records of Sarasota County, Florida.
5. Temporary Drainage Easement in favor of Sarasota county recorded in Official Records Book 3003, page 1596, of the public records of Sarasota County, Florida, and as shown on that certain survey dated March 27, 2003, last revised July 1, 2006, prepared by AM Engineering, Inc., Ronald R. Nourse (#6026), Job GTWY-0011.
6. 25 foot wide Utility Easement in favor of Dolomite Utilities Corporation recorded in Official Records Instrument Number 1999040356, of the public records of Sarasota County, Florida, and as shown on that certain survey dated March 27, 2003, last revised July 1, 2006, prepared by AM Engineering, Inc., Ronald R. Nourse (#6026), Job GTWY-0011.
7. 10 foot wide Utility Easement granted to Florida Power & Light Company, recorded in Official Records Instrument Number 1999086551, of the public records of Sarasota County, Florida, and as shown on that certain survey dated March 27, 2003, last revised July 1, 2006, prepared by AM Engineering, Inc., Ronald R. Nourse (#6026), Job GTWY-0011.
8. The effect of Sarasota County Ordinance establishing the Sarasota Gateway DRI, as amended and restated and recorded in Official Records Instrument Number 1999091786, of the public records of Sarasota County, Florida.
9. 10 foot wide Utility Easement(s) granted to Florida Power & Light Company, recorded in Official Records Instrument Number 1999086550, of the public records of Sarasota County, Florida, and as shown on that certain survey dated March 27, 2003, last revised July 1, 2006, prepared by AM Engineering, Inc., Ronald R. Nourse (#6026), Job GTWY-0011.
10. 10 foot wide Utility Easement(s) granted to Florida Power & Light Company, recorded in Official Records Instrument Number 2000050130, of the public records of Sarasota County, Florida, and as shown on that certain survey dated March 27, 2003, last revised July 1, 2006, prepared by AM Engineering, Inc., Ronald R. Nourse (#6026), Job GTWY-0011.
11. 10 foot wide Utility Easement(s) granted to Florida Power & Light Company, recorded in Official Records Instrument Number 2001090601, of the public records of Sarasota County, Florida, and as shown on that certain survey dated March 27, 2003, last revised July 1, 2006, prepared by AM Engineering, Inc., Ronald R. Nourse (#6026), Job GTWY-0011.
12. 30 foot wide Utility Easement(s) granted to Aqua Utilities Florida, Inc., a Florida corporation, recorded in Official Records Instrument Number 2005102454, of the public records of Sarasota County, Florida, and as shown on that certain survey dated March 27, 2003, last revised July 1, 2006, prepared by AM Engineering, Inc., Ronald R. Nourse (#6026), Job GTWY-0011.

13. Assignment of Leases and Rents recorded June 4, 2003, in Official Records Instrument Number 2003109385, and assigned to Wells Fargo Bank Minnesota, N.A., by Assignment recorded December 22, 2005, in Official Records Instrument Number 2005270637, as assumed by Gateway A/B Fund VII, L.P. under that certain Assumption of Liability and Modification Agreement recorded on the date hereof in the public records of Sarasota County, Florida.
14. Financing Statement from Sarasota Gateway Associates, LLLP, "Debtor", to Union Capital Investments, LLC, "Secured Party", recorded June 4, 2003, in Official Records Instrument Number 20031093B6, and assigned to Wells Fargo Bank Minnesota, N.A., as trustee, by Assignment recorded December 22, 2003, in Official Records Instrument Number 2003254543, as assumed by Gateway A/B Fund VII, L.P. under that certain Assumption of Liability and Modification Agreement, recorded on the date hereof in the public records of Sarasota County, Florida.
15. Rights of tenants, as tenants only, under the leases reflected on the rent roll attached to the Assignment of Leases dated on or about the date hereof.
16. Survey dated March 27, 2003, last revised July 1, 2006, prepared by AM Engineering, Inc., Ronald R. Nourse (#6026), Job GTWY-0011, sets forth the following matters:
 - (a) Concrete block building and concrete trash area encroaching into 25 foot wide ingress/egress and utility easement;
 - (b) Encroachment of #301 building into Florida Power and Light Company Easement;
 - (c) Encroachment of sign into Florida Power and Light Company Easement;
 - (d) Parcel E of Schedule A, Exhibit A herein not depicted on survey.