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THIS DEED, made this 24th day of August, 1962, from LOUISVILLE AND NASHVILLE TERMINAL COMPANY, a corporation organized and existing under the laws of the State of Tennessee, hereinafter sometimes called the Terminal Company, as Grantor, to LOUISVILLE AND NASHVILLE RAILROAD COMPANY, a corporation organized and existing under the laws of the Commonwealth of Kentucky, hereinafter sometimes called the Louisville Company, as grantee, WITNESSETH:

THAT, WHEREAS, The Terminal Company owns a railroad passenger terminal in Nashville, Davidson County, Tennessee, consisting of a station building and train shed, together with a system of railroad tracks approximately 15.85 miles in length, and including 24.5 acres of land more or less, which terminal has been operated under lease for many years by the Louisville Company and its predecessor as a part of its railroad system, and is now being so operated; and,

WHEREAS, the Louisville Company is the beneficial owner of the entire capital stock of the Terminal Company, consisting of 1,000 shares, each of the par value of $100; and,

WHEREAS, at a meeting of stockholders of Terminal Company held at its office in Louisville, Kentucky on June 18, 1962 and adjourned to June 25, 1962, at which meeting all of the stock of said company was present in person or by proxy, a resolution was adopted by the affirmative vote of all of the stockholders, which authorized the dissolution of said company, and which directed that the proper corporate officers take all necessary or appropriate action to effect such dissolution, and said officers having so acted, the company is now in the process of dissolution, as provided by the corporation statutes of Tennessee, and it has become its duty as a dissolving corporation to convey its entire property, rights, assets and franchises to the Louisville Company as its sole beneficial stockholder; and,

WHEREAS, by its order entered in Finance Docket No. 22156 on the 10th day of August, 1962, the Interstate Commerce Commission authorized the Terminal Company to convey, and the Louisville Company to accept a conveyance of, all of said property, right, assets and franchises.

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

In consideration of the premises and in further consideration of the sum of One Dollar ($1.00) cash in hand paid by the Louisville Company to the Terminal Company, the receipt of which is hereby acknowledged, and in consideration of the satisfaction of all existing indebtedness, if any, owing Louisville Company by Terminal Company, and in consideration of the delivery by Louisville Company to Terminal Company of all the capital stock of Terminal Company for cancellation, Louisville and Nashville Terminal Company has granted, bargained, sold, conveyed, transferred, assigned, released and set over to, and does hereby grant, bargain, sell, convey, transfer, assign , release and set over unto Louisville and Nashville Railroad Company, its successors and assigns, forever, its entire line of railroad, with all appurtenances thereto, situated in Davidson County, Tennessee, and all other property of every kind of which it is now possessed, described as follows:

I Thirty nine parcels of land in the City of Nashville in the First Civil District of Davidson County, Tennessee, described more particularly as follows:

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