THIS INSTRUMENT PREPARED BY:
HAYTHE & CURLEY
237 Park Avenue
New York, New York 10017

**SPECIAL WARRANTY DEED** BOOK 9723 PG 883

| Address New Owner(s) | Send Tax Bill To | Map-Parcel Number(s) |
|---|---|---|
| ENVIROTEST SYSTEMS CORP.<br><br>3420 Ellicott Center Drive<br>Ellicott City, MD 21043<br>Attn: Michael Scher | Same | See attached Exhibit A |

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, KANE PARTNERS, L.P., a Delaware limited partnership ("Grantor"), has bargained and sold, and hereby transfers and conveys to ENVIROTEST SYSTEMS CORP., a Delaware corporation ("Grantee"), certain real property in Davidson County, Tennessee, more particularly described on attached Exhibit A, which is incorporated herein by this reference thereto;

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

GRANTOR covenants and binds itself and its successors to warrant specially and forever defend the title to said real estate to Grantee and its successors and assigns against the lawful claims of all persons claiming through and under Grantor, but not further or otherwise. Without limiting the foregoing, this conveyance is made specifically subject to the following as well as the matters set forth on attached Exhibit A:

1. 1995 property taxes and assessments, a lien, but not yet due and payable.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by a duly authorized officer of KPGP Corporation, its general partner, as of the 23rd day of June, 1995.

KANE PARTNERS, L.P.

By: KPGP Corporation, its general partner

By: _____
Name:
Title:

95 JUL -6 PM 12:11
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

8541 07/06 0101 03CHECK 6878

007672D
IDENTIF. ↑ REFERENCE

127238.1
1840-0010

BOOK 9723 PG 889

STATE OF NEW YORK)

COUNTY OF NEW YORK)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, Barry M. Fox, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the vice-president of KPGP Corporation, a Delaware corporation that is the general partner of Kane Partners, L.P., a Delaware limited partnership, and is authorized by the corporation to execute this instrument on behalf of the corporation in its capacity as the general partner of said limited partnership.

WITNESS my hand, at office, this 23rd day of June, 1995.

Gary S. Litke
Notary Public

My Commission Expires:

GARY S. LITKE
Notary Public, State of New York
No. 24-4926935
Qualified in Kings County
Commission Expires March 21, 1996

STATE OF NEW YORK)

COUNTY OF NEW YORK)

The actual consideration for this transfer or value of property (whichever is greater) is $1,850,000.00.

Affiant

Subscribed and sworn to before me, this 2nd day of June, 1995.

Gary S. Litke
Notary Public

My Commission Expires:

GARY S. LITKE
Notary Public, State of New York
No. 24-4926935
Qualified in Kings County
Commission Expires March 21, 1996

EXHIBIT A BOOK 9723 PG 890

Tract I

Map 105-14, Parcels 268, 269 and 270

Map 118-2, Parcels 257 and 258

Land in Davidson County, Tennessee, described as follows:

BEGINNING at an iron pin in the southerly right of way of Craighead Avenue, said pin being 181.97 feet, more or less, in a westerly direction from the westerly right of way of Interstate 65;

THENCE, with said right of way of Craighead Avenue along a curve to the right with a central angle of 01 degrees 40 minutes 20 seconds and a radius of 1,392.69 feet, a distance of 40.65 feet to an iron pin;

THENCE, South 79 degrees 59 minutes 30 seconds East, 141.32 feet to an iron pin, said pin being at the point of intersection of the southerly right of way of Craighead Avenue and the westerly right of way of Interstate 65;

THENCE, with said right of way of Interstate 65, South 05 degrees 53 minutes 00 seconds West, 475.38 feet to an iron pin;

THENCE, leaving said right of way of Interstate 65, North 14 degrees 31 minutes 35 seconds West, 520.55 feet to the point of beginning, containing 0.9916 acres (43,194 square feet), more or less.

BEING THE SAME property conveyed to Kane Partners, L.P., a Delaware limited partnership, by deed from Hamilton Test Systems Nashville, Inc., a Delaware corporation, of record in Book 8790, page 266, Register's Office for Davidson County, Tennessee.

Tract I is improved property located on Craighead Street, Nashville, Tennessee 37204.

Tract I is subject to the following encumbrances:

1. Lack of direct access to Interstate 65, same having been granted to the State of Tennessee by deeds of record in Book 4309, pages 538 and 795, Book 4376, page 303 and Book 4377, page 955, Register's Office for Davidson County, Tennessee.

2. Matters relating to sign easement as set forth in the deed of record in Book 8368, page 608, said Register's Office.

3. The Boundary Survey of M&K Inc., dated November 12, 1992, discloses an electrical line crossing the northwest corner of the property.

Notwithstanding the title covenant set forth in this deed, Grantor makes no covenants or warranties with respect to that portion of the hereinabove described property formerly included in the alley abandoned by Ordinance No. 69-132 of the City of Berry Hill, Tennessee; said portion being a strip of land approximately seven and one-half feet in width lying adjacent to the westerly boundary of the property.

EXHIBIT A

Tract II

Map: 50

Parcel: 131

BEING a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located on the westerly side of Dickerson Pike at Old Due West Avenue and south of Mulberry Downs Circle, being Lot No. 1 as shown on the plan of Due West Commercial Area as of record in Book 6200, page 976, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a concrete monument in the westerly margin of Dickerson Pike, said monument being South 10 deg. 04 min. 00 sec. East 632.64 feet from a concrete monument located at the terminus of a curve return to the southerly margin of Mulberry Downs Circle; thence with said margin, South 10 deg. 04 min. 00 sec. East 130.00 feet to a point; thence leaving said margin, North 87 deg. 23 min. 16 sec. West 300.00 feet to a point; thence North 10 deg. 04 min. 00 sec. West 150.00 feet to a point; thence with a line 50 feet from and parallel to the southerly line of the John T. Benson Subdivision as of record in Book 4350, page 60, R.O.D.C., South 87 deg. 23 min. 16 sec. East 280.00 feet; thence leaving said line with a curve to the right 33.74 feet to the point of beginning, said curve having a central angle of 77 deg. 19 min. 16 sec., a radius of 25.00 feet, a tangent of 20.00 feet, and a chord of South 48 deg. 43 min. 38 sec. East 31.24 feet.

BEING THE SAME property conveyed to Kane Partners, L.P., a Delaware limited partnership, by deed from Hamilton Test Systems Nashville, Inc., a Delaware corporation, of record in Book 8790, page 266, Register's Office for Davidson County, Tennessee.

Tract II is improved property known as 3494 Dickerson Pike, Nashville, Tennessee 37207.

Tract II is subject to the following encumbrances:

1. 20' easement for sanitary sewers and/or storm drainage granted to Metropolitan Government of Nashville and Davidson County, of record in Book 6740, page 910, Register's Office for Davidson County, Tennessee.

2. All matters affecting the above-described premises that are shown on the plan of Due West Commercial Area, of record in Book 6200, page 976, said Register's Office.

3. Storm Water Detention Agreement of record in Book 8237, page 376, said Register's Office.

EXHIBIT A

Tract III

BOOK 9723 PG 892

Map: 43-5

Parcel: 36

BEING a parcel of land in the Second (2nd) Civil District, Nashville, Davidson County, Tennessee, located on the westerly side of Gallatin Road at Roosevelt Avenue, being Lot No. 4 as shown on the plan of Madison Annex Subdivision as of record in Book 843, page 32, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey by Barge, Waggoner, Sumner and Cannon, dated September 5, 1990, revised September 25, 1990, File No. 12217-03, as follows:

BEGINNING at an iron pin in the westerly margin of Gallatin Road, said iron pin being South 02 deg. 00 min. 00 sec. West, 39 feet, more or less, from the centerline, as extended, of Roosevelt Avenue; thence leaving said margin, North 87 deg. 49 min. 59 sec. West, 369.44 feet to an iron pin in the easterly margin of the CSX Transportation Railroad; thence with said margin, North 10 deg. 41 min. 15 sec. East, 138.21 feet to an iron pin; thence leaving said margin, South 88 deg. 22 min. 41 sec. East, 348.57 feet to an iron pin in the westerly margin of Gallatin Road; thence with said margin, South 02 deg. 00 min. 00 sec. West, 140.00 feet to the point of beginning.

BEING THE SAME property conveyed to Kane Partners, L.P., a Delaware limited partnership, by deed from Hamilton Test Systems Nashville, Inc., a Delaware corporation, of record in Book 8790, page 266, Register's Office for Davidson County, Tennessee.

Tract III is improved property known as 715 Gallatin Pike, Madison, Tennessee 37115.

Tract III is subject to the following encumbrances:

1. 20' sanitary sewer easement, of record in Book 3458, page 442, Register's Office for Davidson County, Tennessee.

2. 20' sanitary sewer easement, of record in Book 6010, page 735, said Register's Office.

3. Possible charter right-of-way of for railroad purposes in favor of the C.S.X. Railroad, affecting that portion of the premises along the rear line of the above described lot, as shown on the survey of Barge, Waggoner, Sumner and Cannon dated September 5, 1990, revised September 25, 1990, File No. 12217-03.

4. Storm Water Detention Agreement of record in Book 8237, page 371, said Register's Office.

5. Survey of Barge, Waggoner, Sumner and Cannon, Inc., dated November 9, 1992, last revised November 12, 1992, shows building on neighboring land overhangs the insured land by 2 feet.

EXHIBIT A

Tract IV

BOOK 9723 PG 893

Map: 86

Parcel: Part of 16

BEING a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located at the terminus of Stoners Bend Drive, being a portion of Lot No. 3, as shown on the plan of Resubdivision of Stoners Bend Business Park, as of record in Book 6900, page 855, Register's Office for Davidson County, Tennessee, also being Lot No. 5, as shown on the plan of resubdivision of Lot No. 3, Stoners Bend Business Park, as of record in Book 7900, page 202, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the westerly margin of Stoners Bend Drive, said point being northeasterly 1,195 feet, more or less, from the northerly margin of Central Pike; thence, leaving said margin N 59 deg. 21' 24" W, 182.80 feet to a point in the easterly margin of the Nashville and Eastern railroad; thence, with said margin N 39 deg. 00' E, 550.77 feet to a point; thence, leaving said margin S 38 deg. 59' 52" E, 54.97 feet to a point; thence, S 22 deg. 07' 28" W, 416.88 feet to a point in the terminus of the northwesterly margin of Stoners Bend Drive; thence, with said terminus with a curve to the left, 112.99 feet to a point, said curve having a central angle of 129 deg. 28' 52", a radius of 50.00 feet, a tangent of 105.97 feet and a chord of S 47 deg. 23' 02" W, 90.44 feet; thence continuing with said terminus with a curve to the right, 32.18 feet to the point of beginning, said curve having a central angle of 36 deg. 52' 12", a radius of 50.00 feet, a tangent of 16.67 feet and chord of S 01 deg. 04' 42" W, 31.62 feet, containing 65,694 square feet or 1.51 acres, more or less.

BEING THE SAME property conveyed to Kane Partners, L.P., a Delaware limited partnership, by deed from Hamilton Test Systems Nashville, Inc., a Delaware corporation, of record in Book 8790, page 266, Register's Office for Davidson County, Tennessee.

Tract IV is improved property known as 3363 Stoners Bend Drive, Hermitage, Tennessee 37076.

Tract IV is subject to the following encumbrances:

1. Storm Water Detention Agreement of record in Book 8237, page 366, Register's Office for Davidson County, Tennessee.

2. All matters affecting the above-described premises that are shown on the Plan of record in Book 7900, page 202, said Register's Office.

3. Survey of Barge, Waggoner, Sumner and Cannon, Inc., dated November 9, 1992, last revised November 12, 1992, shows a 20-foot drainage easement (Book 7900, page 202) and a 20-foot sanitary sewer easement (Book 7900, page 202).

EXHIBIT A

Tract V

BOOK 9723 PG 894

Map: 134-14

Parcel: 2

BEING parcel of land in Nashville, First (1st) Civil District, Twenty-Eighth Councilmanic District, Davidson County, Tennessee, located in the southwest quadrant of the intersection of Perimeter Hill Drive and Antioch Pike, described according to Survey of Barge, Waggoner, Sumner & Cannon, dated November 9, 1992, revised, as follows:

BEGINNING at a point in the westerly right-of-way line of Antioch Pike, said point being at the southerly terminus of a curve return to the southerly right-of-way line of Perimeter Hill Drive; Thence, with said westerly right-of-way line with a curve to the right 165.68 feet to a point, said curve having a central angle of 00 deg. 59 min. 52 sec., a radius of 9,514.00 feet, a tangent of 82.84 feet and a chord of South 31 deg. 40 min. 52 sec. East, 165.68 feet; Thence, leaving said line with the northerly line of property conveyed to A.P. Investors by deed of record in Book 7175, page 158, R.O.D.C., and the northerly line of property conveyed to Third National Bank in Nashville by deed of record in Book 7919, page 351, R.O.D.C., South 50 deg. 09 min. 52 sec. West, 463.22 feet to a point in the easterly line of property conveyed to M&M Real Estate Investments, Ltd., by deed of record in Book 7039, page 652, R.O.D.C.; Thence, with said easterly line North 17 deg. 55 min. 03 sec. East, 419.94 feet to a point in the southerly right-of-way line of Perimeter Hill Drive; Thence, with said line North 59 deg. 16 min. 27 sec. East, 99.43 feet to a point; Thence, continuing with said line with a curve to the right 61.33 feet to the point of beginning, said curve having a central angle of 87 deg. 50 min. 56 sec., a radius of 40.00 feet, a tangent of 38.53 feet, and a chord of South 76 deg. 48 min. 05 sec. East, 55.50 feet; containing 65,770 square feet or 1.51 acres, more or less.

BEING THE SAME property conveyed to Kane Partners, L.P., a Delaware limited partnership, by deed from Hamilton Test Systems Nashville, Inc., a Delaware corporation, of record in Book 8790, page 266, Register's Office for Davidson County, Tennessee.

Tract V is improved property known as 1317 Antioch Pike, Nashville, Tennessee 37211.

Tract V is subject to the following encumbrance(s):

1. Storm Water Detention Agreement of record in Book 8237, page 361, Register's Office for Davidson County, Tennessee.

2. Ten-Foot temporary construction easements contained in instruments of record in Book 8414, page 955, and Book 8414, page 958, Register's Office for Davidson County, Tennessee.

EXHIBIT A

Tract VI

BOOK 9723 PG 895

Map: 79

Parcel: 68

BEING a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the easterly side of Westbelt Drive north of Cockrill Bend Industrial Road, being Lot No. 6 as shown on the plan of Westbelt Industrial Park of record in Book 6250, page 796, R.O.D.C., and being more particularly described according to survey of Barge, Waggoner, Sumner & Cannon, dated November 9, 1992, revised, as follows:

BEGINNING at an iron pin in the easterly margin of Westbelt Drive, said point being North 10 deg. 56 min. West, 311.49 feet from the northerly terminus of a curve return to the northerly margin of Cockrill Bend Industrial Road; Thence, with said margin North 10 deg. 56 min. West, 150.00 feet to an iron pin; Thence, leaving said margin with the southerly line of Lot No. 5 as shown on said plan, North 79 deg. 04 min. East, 325.10 feet to a point in the westerly line of property conveyed to the National Baptist Publishing Board by deed of record in Book 4704, page 904, R.O.D.C.; Thence, with said line, South 13 deg. 43 min. East, 150.18 feet to a point; Thence, leaving said line with the northerly line of Lot No. 7 as shown on said plan, South 79 deg. 04 min. West, 332.39 feet to the point of beginning. Containing 49,311 square feet, or 1.13 acres, more or less.

BEING THE SAME property conveyed to Kane Partners, L.P., a Delaware limited partnership, by deed from Hamilton Test Systems Nashville, Inc., a Delaware corporation, of record in Book 8790, page 266, Register's Office for Davidson County, Tennessee.

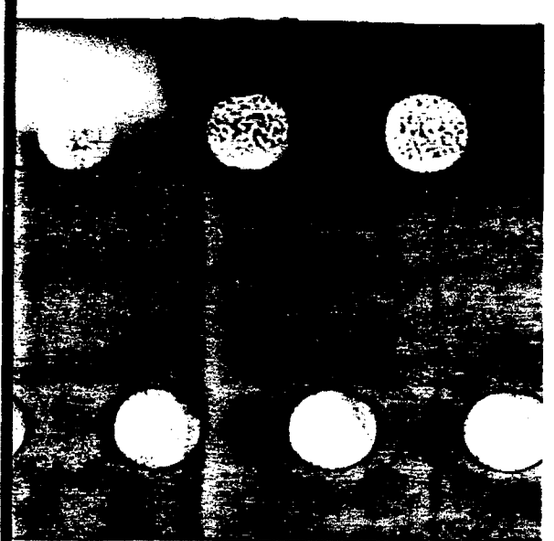
Tract VI is improved property known as 7008 Westbelt Drive, Nashville, Tennessee 37209.

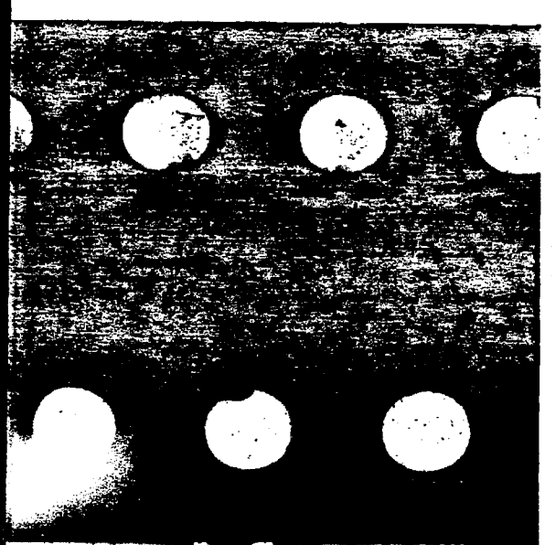
Tract VI is subject to the following encumbrances:

1. All matters affecting the above-described premises that are shown on the Plan of record in Book 6250, page 796, Register's Office for Davidson County, Tennessee.

2. Restrictive Covenants contained in an instrument of record in Book 6250, page 796, and in Book 6781, page 623, said Register's Office.

3. Storm Water Detention Agreement of record in Book 8237, page 356, said Register's Office.





**OFFICIAL RECEIPT**
**FELIX Z. WILSON, II**
**REGISTER OF DAVIDSON COUNTY**
**NASHVILLE, TENNESSEE**

RECEIVED OF _____

FOR _____

BOOK 9723 PG 896

| | | |
|---|---|---|
| CO - CONVEYANCE | CC - CERTIFIED COPY | MISC - MISCELLANEOUS |
| MO - MORTGAGE | REL - RELEASE | CO TX - STATE TAX CONVEY |
| WD - WARRANTY DEED | UCC - UNIFORM COMMERCIAL CODE | MO TX - STATE TAX MORT |
| TD - TRUST DEED | | PRFEE - PROBATE FEE |

| DATE | SYMBOL | VALUATION | TAX AND FEES | TOTAL PAID |
|---|---|---|---|---|

CAMT 1850000.00
CON TX 6845.00
PRFEE 1.00
WDEED 32.00
TOTAL 6878.00
CHECK 6878.00

07/06/95 01 12:12 0001 8541

**RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK**

0076720
IDENTIF. # REFERENCE

95 JUL -6 PM 12:11
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

**No.** 927683