Box 31/da

95 OCT -9 PM 4:09

DAVIDSON COUNTY, TN.

011096

This Instrument Prepared By:
Lee C. Dilworth
Harwell Howard Hyne Gabbert & Manner, P.C.
1800 First American Center
315 Deaderick Street
Nashville, Tennessee 37238-1800

BOOK 9823 PG 65

Address New Owner:	Send Tax Bills To:	Map-Parcel Numbers
The Carell Family LLC 2401 21st Avenue, South Suite 200 Nashville, TN 37212	Same	Map 93-2-4, Parcel 10 Map 93-6-4, Parcels 63, 64, 65, 66, 67, 68, 70, 72, 73, 74, & 75

WARRANTY DEED

FOR AND IN CONSIDERATION of Ten and No/100 ($10.00) Dollars and other good and valuable consideration, the receipt of all of which is hereby acknowledged, **CENTRAL PARKING SYSTEM REALTY, INC.**, a Tennessee corporation, the Grantor herein, has bargained and by these presents does transfer and convey unto **THE CARELL FAMILY LLC**, a Tennessee limited liability company, the Grantee herein, its successors and assigns, certain tracts or parcels of land in Davidson County, Tennessee, described as follows:

SEE ATTACHED EXHIBIT A INCORPORATED HEREIN BY THIS REFERENCE

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever. Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except as herein set forth on Exhibit B. Grantor does further covenant and bind itself, its successors and representatives to

warrant and forever defend the title to the said land to the said Grantee, its successors and assigns against the lawful claims of all persons, whomsoever.

WITNESS our hands this 6th day of October, 1995.

CENTRAL PARKING SYSTEM REALTY, INC.
a Tennessee corporation

By: Edith Carell Johnson
Edith Carell Johnson, Vice Chairman

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

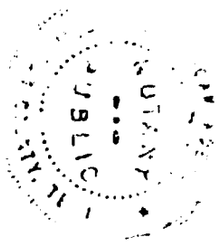
Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared Edith Carell Johnson, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence and who, upon oath, acknowledged herself to be Vice Chairman (or other officer authorized to execute the instrument), of Central Parking System Realty, Inc., the within named bargainor, a corporation, and that she as such Vice Chairman, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by herself as Vice Chairman.

Witness my hand and seal, at office in Nashville, Tennessee, this 10th day of October, 1995.

Joan Rockl
Notary Public

My Commission Expires:

March 22, 1997



89024-1

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property (whichever is greater) is $2,840,000.00. This is equal to or greater than the property would bring at a fair and voluntary sale.

Edith Corell Johns

Sworn to and subscribed before me,
this 6th day of October, 1995.

Notary Public

My Commission Expires: March 22, 1997

EXHIBIT A

TRACT ONE

A tract of land located in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee, bounded on the North by Bank Street, the East by First Avenue, North, on the South by Church Street and on the West by Second Avenue North and being more particularly described as follows:

Beginning at a P & K nail located in the northerly right-of-way margin of Church Street, where said right-of-way margin intersects the easterly right-of-way margin of Second Avenue North; thence, following the easterly right-of-way margin of Second Avenue North, North 26 deg. 56' 00" West, a distance of 164.35 feet to a P & K nail located in the southerly right-of-way margin of Bank Street; thence, following the southerly right-of-way margin of Bank Street, North 63 deg. 00' 00" East, a distance of 210.91 feet to a P & K nail located in the westerly right-of-way margin of First Avenue North; thence following the westerly right-of-way margin of First Avenue North, South 27 deg. 02' 00" East, a distance of 165.89 feet to a P & K nail in the northerly right-of-way margin of Church Street; thence, following the northerly right-of-way margin of Church Street, South 63 deg. 25' 00" West, a distance of 211.20 feet, to the point of beginning. Containing 34,849.4 square feet or 0.80 acres, more or less.

Tract One being the same property conveyed to Central Parking System Realty, Inc., by deed from CPS/PII, a Tennessee Joint Venture composed of Central Parking System Realty, Inc., and W S Investment Holdings, L. P., of record in Book 8953, page 689, Register's Office for Davidson County, Tennessee.

TRACT TWO

A tract of land in the City of Nashville, described as follows:

Beginning with a point located in the western right-of-way margin of Second Avenue South and the northern right-of-way of Demonbreun Street; thence, with the said margin of Demonbreun Street, South 61 deg. 00' West 213.07 feet to a point in the eastern right-of-way margin of Third Avenue South; thence, with said margin North 28 deg. 30' 50" West 327.63 feet to a point in the southern right-of-way margin of Shelby Avenue; thence, with said margin North 61 deg. 20' 43" East 214.91 feet to a point in the western right-of-way margin of Second Avenue South; thence, with said margin South 28 deg. 11' 06" East 326.33 feet to the point of beginning, containing 1.60 acres, more or less.

Tract Two being the same property conveyed to Central Parking System Realty, Inc., by deed from Washington Manufacturing Company of record in Book 7326, page 214, Register's Office for Davidson County, Tennessee.

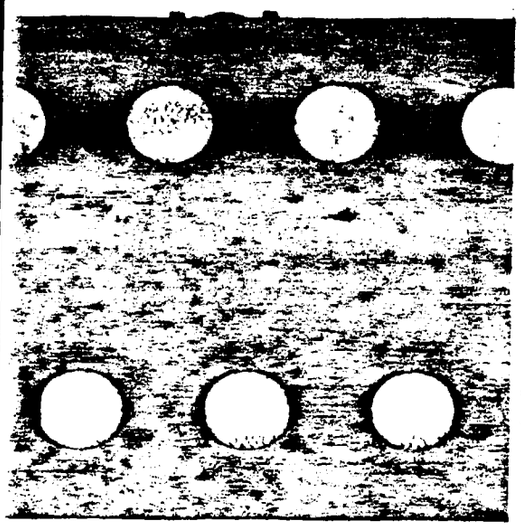
EXHIBIT B

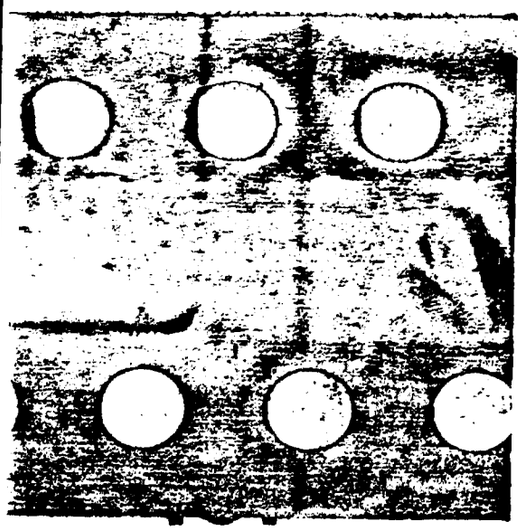
1. 1995 ad valorem taxes, now due and payable, but not yet delinquent (Tracts One and Two).

2. Matters shown on the survey of Ragan-Smith Murphy & Associates, Inc., dated September 26, 1989, Job No. 89-145, including easements retained over alley abandoned by Metropolitan Council Bill No 081-728 (Tract One).

3. Rights or claims of parties under any signboard agreement or lease, unrecorded or otherwise, for the existing signboard located on the subject property (Tract Two).

[illegible] 10/09 0101 038-EBK 10529.00





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

RECEIVED OF _____

FOR _____

BOOK 9823 PG 70

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
2840000.00
CON TX 10508.00
PRFEE 1.00
WDEED 20.00
TOTAL 10529.00
[illegible] 10529.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK [illegible] 4951

01104496
IDENTIFICATION REFERENCE

95 OCT -9 PM 4:09
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 963719