This instrument prepared by
or under the direction of:

1995-00005-BDJ
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William C. Basney, Esq.
Senior Counsel
CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

BOOK 10103 PG 844

THIS QUITCLAIM DEED, made this 8th day of September, 1995, between CSX TRANSPORTATION, INC., a Virginia corporation, whose mailing address is 500 Water Street, Jacksonville, Florida 32202, hereinafter called "Grantor", and STATE OF TENNESSEE, DEPARTMENT OF FINANCE & ADMINISTRATION, whose mailing address is Nashville City Center, Suite 730, 511 Union Street, Nashville, Tennessee 37243-0299, hereinafter called "Grantee"; and UNITED STATES TRUST COMPANY OF NEW YORK, Trustee as hereinafter provided, WITNESSETH:

> (Wherever used herein, the terms "Grantor" and "Grantee" may be construed in the singular or plural as the context may require or admit, and for purposes of exceptions, reservations and/or covenants, shall include the heirs, legal representatives and assigns of individuals or the successors and assigns of corporations.)

THAT Grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00), and other good and valuable consideration, including a negotiated exchange of land, to it in hand paid by Grantee, the receipt of which is hereby acknowledged, does hereby RELEASE, REMISE and forever QUITCLAIM unto Grantee, its successors and assigns, all right, title and interest of Grantor, if any, in and to those four (4) certain tracts of land, individually known as "Tract 1", Tract 2A", "Tract 3A" and "Tract 4A", collectively designated the "Premises", situate, lying and being at Nashville, County of Davidson, State of Tennessee, and having a Tax Parcel Identification Number of N/A, more particularly described in Exhibit A, attached hereto and incorporated herein, and containing a total of 2.3358 acres, more or less.

EXCEPTING unto Grantor the ownership in and to all railroad trackage and related track material (including, but not limited to, rails, ties, ballast, drainage structures, signals, switches, communication lines), hereinafter "the Rail Facilities", within and on the Premises. Grantee shall remove, at its sole cost and expense, the Rail Facilities and stockpile same (other than the ballast) for later retrieval by Grantor.

TO HAVE AND TO HOLD the Premises, and all the estate, right, title, lien, interest and claim whatsoever of Grantor therein, either in law or equity, and all improvements thereon and appurtenances thereto, unto the proper use, benefit and enjoyment of Grantee, Grantee's heirs and assigns or successors and assigns, forever.

AND THIS DEED FURTHER WITNESSETH that United States Trust Company of New York, Trustee under the former Louisville and Nashville Railroad Company's First and Refunding Mortgage dated August 1, 1921, as supplemented, has executed this deed for the sole purpose of releasing and does hereby release all estate, right, title, lien and interest of the Trustee under said Mortgage, in and to the property herein conveyed, or in and to the estate, right, title and interest herein quitclaimed, pursuant to the provisions of Section 1 of Article Ten of said Mortgage. This release is subject to any and all the same rights, reservations, exceptions, limitations and agreements herein specified on behalf of the Grantor, and is without covenant or warranty, express or implied, and without recourse against said Trustee in any event, and recitals of fact herein are to be taken only as recitals of Grantor and not of Trustee.

IN WITNESS WHEREOF, CSX TRANSPORTATION, INC. and UNITED STATES TRUST COMPANY OF NEW YORK (as the aforesaid Trustee), pursuant to due corporate authority, have caused their names to be signed hereto by their officers hereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed.

Signed, sealed and delivered
in the presence of:

Betty D. Jones
Betty D. Jones

Robert L. Wnealton
Robert L. Wnealton

Signed, sealed and delivered
in the presence of:

Patricia Stermer
PATRICIA STERMER

John Guilliams
John Guilliams

CSX TRANSPORTATION, INC.

By John L Coleman
ASSISTANT VICE PRESIDENT
JOHN L. COLEMAN

Attest Joyce A. Dolan (SEAL)
Assistant Secretary
Joyce A. Dolan

UNITED STATES TRUST COMPANY OF
NEW YORK, as Corporate Trustee
as aforesaid

By
JAMES E. LOGAN
VICE PRESIDENT

Attest M. Greenblatt
MARGARET M. GREENBLATT
ASSISTANT VICE PRESIDENT

STATE OF FLORIDA)
) SS.
COUNTY OF DUVAL)

BOOK 10103 PAGE 846

I, Robert L. Whealton, a Notary Public of the State of Florida and the County of Duval, do certify that, on the date below, before me in said County came JOHN L. COLEMAN, (✓) to me known, and/or ( ) proven by satisfactory current evidence to be the person whose name is subscribed to the above instrument, who, being by me first duly sworn, did make oath, acknowledge and say that: he resides in Jacksonville, Duval County, Florida; he is ASSISTANT VICE PRESIDENT, of CSX Transportation, Inc., the corporation described in and which executed said instrument; he is fully informed of the contents of the instrument; he knows the seal of said corporation; the seal affixed to said instrument is such seal; it was so affixed by authority of the Board of Directors of said corporation; he signed his name thereto for said corporation pursuant to Board authority; and instrument is the free act and deed of said corporation; and the conveyance herein is not part of a transaction, sale, lease, exchange or other transfer or conveyance of all or substantially all of the property and/or assets of the Grantor.

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 6th day of September, 1995.

Robert L Whealton (SEAL)
Notary Public
Print Name: Robert L. Whealton

My commission expires on: Notary Public, State of Florida at Large, My Commission Expires [illegible]
Bonded Thru Fla. Notary Service & Bonding Co.

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

Personally appeared before me, ROBERT E. PATTERSON III, a Notary Public of the State and County aforesaid, JAMES E. LOGAN and MARGARET CIESMELEWSKI with whom I am personally acquainted, and who, upon oath, acknowledged themselves to be the VICE PRESIDENT and ASSISTANT VICE PRESIDENT, respectively, of the United States Trust Company of New York, a corporation, the within-named Trustee of the aforesaid mortgage, and that they as such VICE PRESIDENT and ASSISTANT VICE PRESIDENT, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation thereto by JAMES E LOGAN, as its VICE PRESIDENT and attesting the same by MARGARET CIESMELEWSKI, as its ASSISTANT VICE PRESIDENT, and affixing the corporate seal thereto.

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 12th day of SEPTEMBER, 19[illegible].

My commission expires on:

Notary Public (SEAL)

ROBERT E. PATTERSON III
Notary Public, State of New York
No. 4784543
Qualified in New York County
Commission Expires October 31, 1996

EXHIBIT A

Description of property at: Nashville, Davidson Co., Tennessee
To: State of Tennessee; Department of Finance & Administration
CSXT Deed File No.: 1995-0005-BDJ

TRACT 1

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located west of Eighth Avenue North and south of Harrison Street, being a portion of the property belonging to CSX Transportation, being more particularly described as follows:

BEGINNING at a concrete right-of-way monument at the south end of the return at the intersection of the westerly margin of Eighth Avenue North and the southerly margin of Harrison Street, said monument has coordinates of N 647,524.88 and E 1,767,291.38;

Thence, from said monument, S 27 degrees, 32 minutes and 48 seconds E 147.30 feet to a point, S 60 degrees, 33 minutes and 41 seconds W, 203.22 feet to a point and N 29 degrees, 03 minutes and 45 seconds W, 3.20 feet to the true point of beginning of the herein described tract, said true point of beginning has coordinates of N 647,297.20 and E 1,767,180.96;

Thence, severing the property of CSX Railroad, S 67 degrees, 23 minutes and 46 seconds W, 135.52 feet to a point having coordinates of N 647,245.11 and E 1,767,055.85;

Thence, N 32 degrees, 30 minutes and 30 seconds W, 17.33 feet to a point in the southerly line of U.S. Tobacco Manufacturing Co., Inc., having coordinates of N 647,259.73 and E 1,767,046.54;

Thence, with the southerly line of U.S. Tobacco Manufacturing Co., Inc., of record in Deed Book 8016, Page 75, R.O.D.C., N 64 degrees, 02 minutes and 05 seconds E, 135.90 feet to a point, having coordinates of N 647,319.23 and E 1,767,168.72;

Thence, continuing with U.S. Tobacco Manufacturing Co., Inc., S 29 degrees, 03 minutes and 45 seconds E, 25.20 feet to the true point of beginning, containing 2867 square feet or 0.0658 acres.

Tract 1 being a portion of the property acquired by the Louisville and Nashville Railroad Company, a predecessor of Grantor, by the following instruments, recorded among the Public Land Records of Davidson County, Tennessee:

Acquired From	Date of Instrument	Book	Page
Edgar Jones	07/06/1872	47	445
City of Nashville	03/19/1907	Ordinance	
N. C. & St. L. RR Co.	04/05/1917	28	187

TRACT 2A
EXISTING CSX TRANSPORTATION, INC. PROPERTY
8TH AVENUE NORTH TO 7TH AVENUE NORTH

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located between James Robertson Parkway and Harrison Street, bounded on the west by 8th Avenue North, on the east by 7th Avenue North and being more particularly described as follows:

BEGINNING at a point in the east margin of 8th Avenue North, said point being the southwest corner of property conveyed to the State of Tennessee of record in Deed Book 7708, Page 399, R.O.D.C. lying S 54 Degrees, 27 minutes and 43 seconds E, 174.87 feet from a concrete right-of-way monument at the south end of the return in the southwest quadrant of the intersection of Harrison Street and 8th Avenue North, said point of beginning having coordinates of N 647,423.24 and E 1,767,433.68;

Thence, leaving said east margin of 8th Avenue North with the south boundary of State property, N 55 degrees, 54 minutes and 32 seconds E, 336.73 feet to a point in the west margin of 7th Avenue North, having coordinates of N 647,611.98 and E 1,767,712.54;

Thence, with said west margin, S 27 degrees 23 minutes 50 seconds E, 74.60 feet to a point, having coordinates of N 647,545.74 and E 1,767,746.87;

Thence, continuing with said west margin, S 08 degrees, 04 minutes and 59 seconds E, 11.71 feet to a point having coordinates of N 647,534.15 and E 1,767,748.52;

Thence, leaving said west margin with the north boundary of State of Tennessee property of record in Deed Book 9396, Page 938, R.O.D.C., S 49 degrees, 13 minutes and 16 seconds W, 61.75 feet to a point having coordinates of N 647,493.82 and E 1,767,701.76;

Thence, S 36 degrees, 36 minutes and 03 seconds W, 42.31 feet to a point having coordinates of N 647,459.85 and E 1,767,676.53;

Thence, S 56 degrees, 04 minutes and 02 seconds W, 207.50 feet to a point having coordinates of N 647,344.02 and E 1,767,504.37;

CSX To State

Thence, S 61 degrees, 49 minutes and 00 seconds W, 26.75 feet to a point in the east margin of 8th Avenue North having coordinates of N 647,331.38 and E 1,767,480.78;

Thence, with said east margin, N 27 degrees, 08 minutes and 51 seconds W, 103.23 feet to the point of beginning, containing 34,104 square feet or 0.78 acres, more or less.

Tract 2A being a portion of the property acquired by the Louisville and Nashville Railroad Company, a predecessor of Grantor, by the following instruments, recorded among the Public Land Records of Davidson County, Tennessee:

Acquired From	Date of Instrument	Book	Page
John D. Anderson	02/25/1897	215	357
N. C. & St. L. RR Co.	04/15/1917	497	409
Nashville Housing Authority	04/29/1957	2697	574

2A

TRACT 3A
EXISTING CSX TRSANSPORTATION, INC. PROPERTY
7TH AVENUE NORTH TO 6TH AVENUE NORTH

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located between James Robertson Parkway and Harrison Street bounded on the west by 7th Avenue North, on the east by 6th Avenue North and being more particularly described as follows:

BEGINNING at a point in the east margin of 7th Avenue North being the northwest corner of the State of Tennessee property of record in Deed Book 8332, Page 454, R.O.D.C., having coordinates of N 647,546.16 and E 1,767,808.52 and lying N 87 degrees, 38 minutes and 39 seconds E, 517.57 feet from a concrete monument at the south end of the return in the southwest quadrant of Harrison Street and 8th Avenue North;

Thence, with said east margin N 27 degrees, 28 minutes and 00 seconds W, 10.00 feet to a point having coordinates of N 647,555.03 and E 1,767,803.91;

Thence, with said margin N 42 degrees, 14 minutes, 00 seconds W, 19.00 feet to a point having coordinates of N 647,569.10 and E 1,767,791.14;

Thence, with said margin, N 27 degrees, 25 minutes and 34 seconds W, 75.79 feet to a point having coordinates of N 647,636.37 and E 1,767,756.22;

Thence, leaving said margin, with the south line of the State of Tennessee property of record in Deed Book 7019, Page 831, R.O.D.C., N 57 degrees, 11 minutes and 15 seconds E, 371.08 feet to a point in the west margin of 6th Avenue North having coordinates of N 647,837.45 and E 1,768,068.10;

Thence, with said west margin, S 26 degrees, 10 minutes and 41 seconds E, 68.49 feet to a point having coordinates of N 647,775.98 and E 1,768,098.32;

Thence, continuing with said margin, S 13 degrees, 19 minutes and 00 seconds E, 17.80 feet to a point having coordinates of N 647,758.66 and E 1,768,102.41;

Thence, continuing with said margin, S 27 degrees, 31 minutes and 00 seconds E, 13.50 feet to a point having coordinates of N 647,746.69 and E 1,768,108.65;

CSX To STATE

Thence, with the north boundary of the State of Tennessee property, S 56 degrees, 15 minutes and 05 seconds W, 360.96 feet to the point of beginning, containing 37,267 square feet or 0.86 acres, more or less.

Tract 3A being a portion of the property acquired by the Louisville and Nashville Railroad Company, a predecessor of Grantor, by the following instruments, recorded among the Public Land Records of Davidson County, Tennessee:

Acquired From	Date of Instrument	Book	Page
Nashville Housing Authority	04/29/1957	2698	574
J. C. Neeley, et ux	02/06/1897	215	359
A. L. Lowe, et ux	07/31/1913	447	309
John D. Anderson	02/25/1897	215	357
Lydia Thompson	02/26/1914	460	86
N. C. & St. L. RR Co.	04/15/1917	497	409

TRACT 4A
EXISTING CSX TRANSPORTATION, INC. PROPERTY
6TH AVENUE NORTH TO 5TH AVENUE NORTH

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located between James Robertson Parkway and Harrison Street, bound on the west by 6th Avenue North, on the east by 5th Avenue North and being more particularly described as follows:

Beginning at a point in the easterly margin of 6th Avenue North, said point being the southwest corner of the State of Tennessee property of record in Deed Book 7708, Page 399, R.O.D.C.; said point having coordinates of N 647,863.17 and E 1,768,111.06 and lying N 67 degrees, 34 minutes and 25 seconds E, 886.74 feet from a concrete monument at the south end of the return in the southwest quadrant of Harrison Street and 8th Avenue North;

Thence, leaving said margin, with the south line of said State property, N 61 degrees, 06 minutes and 24 seconds E, 121.63 feet to a point having coordinates of N 647,921.94 and E 1,768,217.55;

Thence, N 51 degrees, 20 minutes and 40 seconds E, 11.85 feet to a point having coordinates N 647,929.35 and E 1,768,226.81;

Thence, with a curve concave to the south having a central angle of 08 degrees, 36 minutes and 13 seconds, a radius of 1,483.47 feet and a chord of N 70 degrees, 42 minutes and 27 seconds E, 222.55 feet for an arc length of 222.76 feet to a point in the west margin of 5th Avenue North having coordinates of N 648,002.87 and E 1,768,436.86;

Thence, with said margin, S 27 degrees, 29 minutes and 10 seconds E, 80.91 feet to a point having coordinates of N 647,931.10 and E 1,768,474.20;

Thence, leaving said margin with the north line of the State of Tennessee property of record in Deed Book 7914, Page 240 and Deed Book 8465, Page 746, R.O.D.C. and a curve concave to the south having a central angle of 14 degrees, 35 minutes and 42 seconds, a radius of 1,404.59 feet and a chord of S 68 degrees, 30 minutes and 28 seconds W, 356.83 feet for an arc length of 357.79 feet to a point in the east margin of 6th Avenue North having coordinates of N 647,800.37 and E 1,768,142.18;

CSX To State

Thence, with said east margin, N 26 degrees, 21 minutes and 31 seconds W, 70.09 feet to the point of beginning, containing 27,244 square feet or 0.63 acres, more or less.

Tract 4A being a portion of the property acquired by the Louisville and Nashville Railroad Company, a predecessor of Grantor, by the following instruments, recorded among the Public Land Records of Davidson County, Tennessee:

Acquired From	Date of Instrument	Book	Page
City of Nashville	12/30/1913	447	330
J. A. McEwen et ux	03/17/1897	215	401
E. S. McEwen, et al	12/14/1911	423	237
C. P. Thruston, et ux	02/04/1897	215	355
F. E. Burke, et vir	06/08/1915	472	309
Frank Sigmmon	06/09/1915	475	466

On December 29, 1982 the Louisville and Nashville Railroad Company merged into Seaboard Coast Line Railroad Company, and the name of the surviving corporation changed to Seaboard System Railroad, Inc. On July 1, 1986, Seaboard System Railroad, Inc. changed its name to CSX Transportation, Inc.

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