THIS INSTRUMENT PREPARED BY:
Michael D. Zeka, Esq.
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, WI 53202

AFTER RECORDING, RETURN TO:
Winston & Strawn
1400 L Street N.W.
Washington, D.C. 20005
Attn: Richard Williamson

WARRANTY DEED

THIS INDENTURE, made and entered into as of the 20th day of May 2002, by and between **DONALD E. MASSEY, TRUSTEE U/A/D 12/13/01, DONALD E. MASSEY, SETTLOR,** 801 Griswold, Novi, Michigan 48167, party of the first part, and **CAR SON MAS TN L.L.C., a Delaware limited liability company, c/o Capital Automotive L.P., 1420 Spring Hill Road, Suite 525, McLean, VA 22102,** party of the second part.

WITNESSETH: That for and in consideration of the sum of Ten dollars and no/100 ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the party of the first part has bargained and sold, and does hereby bargain, sell, convey and confirm unto the party of the second part, the following described real estate, situated in the City of Nashville, County of Davidson, State of Tennessee and being more particularly described on Exhibit "A" attached hereto and incorporated herein by reference, together with all buildings, structures, fixtures and improvements located thereon.

The property is improved with an address of 2215 Metrocenter Blvd., Nashville, TN

Being the same property conveyed to the party of the first part by deed from Donald E. Massey of record as Instrument No. 20020228-0025656, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD The aforedescribed real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the party of the second part, it successors and assigns in fee simple forever.

The party of the first part does hereby covenant with the party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has good right to sell and convey the same; that the same is unencumbered, except for restrictions, covenants and easements of record; and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons.

The word "party" as used herein shall mean "parties" if it refers to more than one person or entity, and pronouns shall be construed according to their proper gender and number according to the context hereof.

IN WITNESS WHEREOF, the party of the first part has caused this instrument to be executed by and through its duly authorized officers as of the day and year first above written.

DONALD E. MASSEY TRUST U/A/D 12/13/01

By: _____
Donald E. Massey, Trustee

_____
Donald E. Massey, individually, solely to convey to party of the second part any of Donald E. Massey's interest in the property

Davidson County DEEDWARR
Recvd: 05/22/02 14:55 4pgs
Fees:23.00 Taxes:20220.38
20020522-0062565

STATE OF MICHIGAN)
)ss.
COUNTY OF WAYNE)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Donald E. Massey, Trustee** to me known (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes contained.

Witness my hand and official seal at Wayne County, this 20th day of May, 2002.

Notary Public ACTING IN ~~OAKLAND~~ WAYNE County

My Commission Expires: NICHOLE M. BURT NOTARY PUBLIC OAKLAND CO., MI MY COMMISSION EXPIRES Mar 1, 2006

STATE OF MICHIGAN)
)ss.
COUNTY OF WAYNE)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Donald E. Massey**, to me known (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes contained.

Witness my hand and official seal at Wayne County, this 20th day of May, 2002.

Notary Public ACTING IN WAYNE County

My Commission Expires: NICHOLE M. BURT NOTARY PUBLIC OAKLAND CO., MI MY COMMISSION EXPIRES Mar 1, 2006

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

I hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $5,464,968.00, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to me this 20TH day of May, 2002.

Notary Public ACTING IN WAYNE County

NICHOLE M. BURT NOTARY PUBLIC OAKLAND CO., MI MY COMMISSION EXPIRES Mar 1, 2006

My commission expires:

2215 Metrocenter Blvd.
Nashville, TN
QBMKE\5214052.2

(SPACE BELOW THIS LINE FOR STATISTICAL AND RECORDING DATA ONLY)

TAX PARCEL NO: 70-15-37

ADDRESS NEW OWNER(S) AS FOLLOWS:
Same as below

SEND TAX BILLS TO:
CAR SON MAS TN, LLC
Name
1420 Spring Hill Rd Ste 525
Street Address or Route Number
Mclean, VA 22102
City, State, Zip

2215 Metrocenter Blvd.
Nashville, TN
QBMKE\5214052.2

EXHIBIT A
LEGAL DESCRIPTION

BEING Lot No. 3, on the Plan of Resubdivision of MetroCenter, Tract 25, as shown on Plat of Record in Book 9700, Page 421, in the Register's Office for Davidson County, Tennessee (the "Plat") and described by Barge Waggoner Sumner and Cannon, Inc., (file 11469-59) as follows:

Being land in the First Civil District, Twentieth Councilmanic District, Nashville, Davidson County, Tennessee. Being generally located south of Metrocenter Boulevard and west of Athens Way and being more particularly described as follows:

Beginning at an iron pin (old) in the southerly right-of-way of Metrocenter Boulevard said iron pin (old) also being the northeast corner of Lot 1 as shown on the plat of Metrocenter Tract 25 as of record in Plat Book 9700, Page 421, R.O.D.C.; thence with the southerly right-of-way of Metrocenter Boulevard S 79°43'21" E., 922.71 feet to the beginning of a curve to the right; thence along said curve to the right 82.39 feet having a radius of 50.00 feet a central angle of 94°24'58" a tangent of 54.01 feet and a chord of S 32°30'57" E, 73.38 feet to a point on the westerly right-of way of Athens Way; thence with said right-of-way S 14°41'35" W., 92.49 feet to the beginning of a curve to the right; thence along said curve 184.92 feet having a radius of 600.00 feet, a central angel of 17°39'29", a tangent of 93.20 feet and a chord of S 23°31'20" W., 184.18 feet to the beginning of a curve to the right; thence along said curve 36.44 feet having a radius of 600.00 feet, a central angle of 03°30'03", a tangent of 18.34 feet and a chord S 30°36'03" W., 36.66 feet to the beginning of a curve to the right; thence with said curve 61.62 feet having a radius of 50.00 feet, a central angle of 70°36'57", a tangent of 35.41 feet and a chord S 64°09'14" W., 57.79 feet to a pont on the northerly right-of-way of Ponder Place; thence with said right-of-way N 80°32'23" W., 112.42 feet to the beginning of a curve to the left; thence along said curve 546.68 feet, having a radius of 560.00 feet, a central angle of 55°55'59", a tangent of 297.34 feet and a chord of S 71°29'37" W, 525.23 feet; thence S 43°31'38" W., 41.35 feet to the southeast corner of said Lot 1 Metrocenter Tract 25; thence leaving said right-of-way along the east property line of said Lot 1, N 11°10'47" W, 733.74 feet to the true point of beginning. Containing 401,445 square feet or 9.21 acres, more or less.

Being part of the property conveyed to MetroCenter Holdings, Inc., by deed from MetroCenter Properties, Inc., of record in Book 8321, Page 668, Register's Office for Davidson County, Tennessee.