This instrument was prepared by:
Chantel N. Jones
Sidley Austin Brown & Wood
Bank One Plaza
10 S. Dearborn Street
Chicago, Illinois 60603.

When recorded, return to:
Cherokee Acquisition Corporation
Attention: Legal Department
6 Sylvan Way
Parsippany, New Jersey 07054

Davidson County DEEDQC
Recvd: 11/27/02 09:50 5pgs
Fees:27.00 Taxes:0.00

20021127-0147052

QUIT CLAIM DEED

Budget Rent-A-Car Systems, Inc., a Delaware corporation, having an address at 4225 Naperville Road, Lisle, Illinois 60532 ("Grantor"), for good and valuable consideration in hand paid, the adequacy, receipt and sufficiency of which is hereby acknowledged, does hereby CONVEY, REMISE, RELEASE AND FOREVER QUIT CLAIMS to Cherokee Acquisition Corporation, a Delaware corporation, having an address at 6 Sylvan Way, Parsippany, New Jersey 07054 ("Grantee"), all of its interest in the following described real estate, situated in the City of Nashville, County of Davidson, in the State of Tennessee, being the same property conveyed to Grantor by deed from * of record in Book 6338, Page 152, said Register's office, more particularly described as follows:

See Attached Legal Description Exhibit A.

Tax Identification No.: Map 82-10, Parcel 39

Address of Property: 300 North First Street, Nashville, TN

Because this instrument has been authorized pursuant to Order of the United States Bankruptcy Court for the District of Delaware relating to a chapter 11 plan of the Grantor, it is exempt from transfer taxes, stamp taxes or similar taxes pursuant to 11 U.S.C. 1146(c).

* Exxon Corporation

IN WITNESS WHEREOF, Grantor has executed and delivered this Quit Claim Deed as of the 19 22nd day of November, 2002.

BUDGET RENT-A-CAR SYSTEMS, INC.,
a Delaware corporation

By: _____
Name: ROBERT L. APRATH
Its: EXECUTIVE VICE PRESIDENT GENERAL COUNSEL

Acknowledgment

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

Before me, Robert L. Aprati, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Robert L. Aprati with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the Executive Vice President and General Counsel of Budget Rent-A-Car Systems, Inc., a Delaware corporation, the within named bargainor, and that he, as such Executive Vice President and General Counsel being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Executive Vice President and General Counsel.

Witness my hand and seal at office in Chicago, Illinois, this 19th day of November, 2002.

Linda J. Rogers
Notary Public
My Commission Expires: 7/7/2006
(Affix Seal)

"OFFICIAL SEAL"
LINDA J. ROGERS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 7/7/2006

Mail Subsequent Tax Statements to: Cherokee Acquisition Corporation, Attention: Legal Department, 6 Sylvan Way, Parsippany, New Jersey 07054

Site 34
300 North 1st Street
Nashville, TN

Davidson County

EXHIBIT A
Legal Description

TRACT I:

A certain tract or parcel of land in Davidson County, Tennessee, being part of Lot No. 4 on the Plan of the First Division of the Shelby Estates in East Nashville, as of record in Plan Book 1, page 10, Chancery Court at Nashville, described as follows:

Beginning on the westerly margin of North First Street, formerly the Whites' Creek Pike, 110 feet northerly from the northerly margin of Dickerson Street; thence with the westerly margin of said North First Street, northerly 107 feet, to the corner of Lots Nos. 3 and 4; thence westerly with the line between said two Lots Nos. 3 and 4, 210 feet, more or less, to the easterly margin of an alley; thence with said alley, southerly 107 feet; thence easterly and along the northerly margin of Jefferson Street bridge approach, 210 feet, more or less, to the point of beginning.

TRACT II:

Land in Davidson County, Tennessee, being the southerly part of Lot No. 3 on the Plan of the First Division of the Shelby

Estates in East Nashville, as of record in Plan Book 1, page 10, Chancery Court at Nashville, and described according to a survey made by Barge, Waggoner & Sumner, Engineers, dated June 1, 1960, as follows:

Beginning at an iron pin in the westerly margin of North First Street at a point 107 feet North of the northerly margin of the new bridge approach, said iron pin being the northeast corner of the Standard Oil Company lot; thence with said Oil Company's North line, North 83 deg. 13' West, 210 feet, to an iron pin in the easterly margin of an alley; thence with the margin of the same, North 5 deg. 50' East, 31 feet, to an iron pin; thance South 83 deg. 29' East, 210 feet, to an iron pin in the West margin of North First Street; thence with the margin of the same, South 5 deg. 50' West, 32 feet, to the point of beginning.

INCLUDED in the above described Tracts of land but specifically EXCLUDED therefrom, is the following:

Land in Davidson County, Tennessee, being party of Lot No. 4 on the Plan of the First Division of the Shelby Estate in East Nashville, as of record in Plan Book 1, page 10, Chancery Court at Nashville, described as follows:

Site 34
300 North 1st Street
Nashville, TN

Davidson County

EXHIBIT A
Legal Description

Beginning at an iron pin in the westerly margin of North First Street; thence South 5 deg. 50' West with said margin of North First Street, 26.1 feet, to an iron pin at the corner of Spring Street and North First Street; thence North 83 deg. 33' 20" West with the northerly margin of Spring Street, 132 feet, to an iron pin; thence South 87 deg. 28" East, 115.2 feet, to an iron pin; thence with a curve to the left, having a radius of 20 feet, 28.3 feet, to the point of beginning, containing 560 square feet, more or less.

Being the same property conveyed to Budget Rent A Car Systems, Inc., a Delaware corporation, by deed from Exxon Corporation, a New Jersey corporation, of record in Book 6338, page 152. Register's Office.

LESS AND EXCEPT the following property, conveyed to the Metropolitan Government of Nashville and Davidson County, Tennessee, by Warranty Deed from Budget Rent a Car Systems, Inc., of record in Book 8772, page 656, said Register's Office:

Beginning at the point of intersection of the existing north margin of Jefferson Street and the east boundary of the Gene Lambert, etux property; thence with said boundary north 05 degrees 48 minutes 57 seconds east 8.10 feet to a point; thence with the proposed north margin of said road (1) having a 770.20 foot radius curve right and easterly 54.39 feet, (2) south 83 degrees 39 minutes 58 seconds east 95.87 feet to a point; thence with the proposed northwest margin of said road north 52 degrees 22 minutes 38 seconds east 51.07 feet to a point; thence with the proposed west margin of North 1st Street, (1) north 05 degrees 45 minutes 15 seconds east 65.00 feet, (2) north 07 degrees 11 minutes 10 seconds east 26.45 feet to a point; thence with the south boundary of the George B. Treadway, etux property, south south 84 degrees 11 minutes 03 seconds east 22.12 feet to a point; thence with the existing west margin of North 1st Street southerly 110 feet, more or less to a point; thence with said existing north margin of Jefferson Street (1) with a curve right and southwesterly 40 feet, more or less, (2) westerly 189 feet, more or less to the point of beginning and containing 0.124 acres and being part of the same property conveyed by Humble Oil & Refining Company to Budget Rent-A-Car Systems, Inc. as of record in Book 6338, Page 152, Register's Office for Davidson County, Tennessee.