File 35
CTFC

THIS INSTRUMENT PREPARED BY:
John L. Van Cleave, Esq.
Watkins, McGugin, McNeilly
& Rowan, PLLC
214 2nd Avenue, North, Suite 300
Nashville, TN 37201-1638

Davidson County DEEDWARR
Recvd: 02/14/03 15:51 9pgs
Fees:48.00 Taxes:25900.00
20030214-0020637

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
NASHVILLE ACQUISITION, L.L.C. 200 Executive Drive West Orange, NJ 07052	Same	Map: 72-13 Pars: 83, 187, 188, 189, 190, 195, 196, 198, 199, 201, 230, 369, 372, 376, 439

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $7,000,000.00

Affiant

SUBSCRIBED AND SWORN to before me this 14th day of February, 2003.

Notary Public
My Commission Expires Sept. 25, 2004

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, NASHVILLE AUTO DIESEL COLLEGE, INC., a Tennessee corporation, hereinafter "Grantor", has this day bargained and sold and does hereby transfer and convey unto NASHVILLE ACQUISITION, L.L.C., a Delaware limited liability company, hereinafter "Grantee", its successors and assigns, those certain tracts or parcels of real estate located in Davidson County, Tennessee, more particularly described in Exhibit "A" attached hereto and incorporated herein by reference ("the Property").

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns forever. Grantor covenants that except as may be provided in Exhibit "B" attached hereto and incorporated herein by reference the property is free from all encumbrances made or suffered by Grantor and Grantor has not made, done, executed, allowed or suffered any act, instrument or thing whatsoever whereby said property, or any part thereof, now or at any time hereafter shall be charged or encumbered in any manner whatsoever.

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons, claiming by, through or under Grantor.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed this 14th day of Feb., 2003, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officer on said day and date.

NASHVILLE AUTO DIESEL COLLEGE, INC.

By: J. Thomas Hooper

Title: PRESIDENT

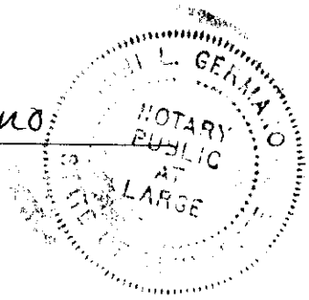
STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, a Notary Public in and for said County and State, the within named J. Thomas Hooper, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged himself to be the President of NASHVILLE AUTO DIESEL COLLEGE, INC., the within named bargainor, a corporation, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such President.

WITNESS my hand and official seal at Nashville, Tennessee this 14th day of February, 2003.

Joni L. Germano

Notary Public



My Commission Expires:

Sept. 25, 2004

EXHIBIT "A"

Legal Description

Tract I

Land in Davidson County, Tennessee, being Lot No. 257 on the Plan of Subdivision of Part of Trevecca College Grounds, as of record in Book 547, page 28, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Said Lot No. 257 fronts 112.5 feet on the southerly side of McClurkan Avenue and fronts 50 feet on the easterly side of Emmett Avenue and runs back 112.5 feet on the southerly line and 50 feet on the easterly line.

Being the same property conveyed to Nashville Auto Diesel College by deed from Aaron B. Crum and wife, Catherine M. Crum of record in Book 7099, Page 750, Register's Office for Davidson County, Tennessee.

Tract II

Land in Davidson County, Tennessee, being Lot No. 256 on the Plan of Subdivision of part of Trevecca College Grounds, of record in Plat Book 547, Page 28, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Nashville Auto Diesel College by deed from Michael E. York and wife, Belinda York of record in Book 11681, Page 445, Register's Office for Davidson County, Tennessee.

Tract III

Land in Davidson County, Tennessee, being Lot No. 255 on the Plan of Subdivision of part of Trevecca College Property, of record in Book 547, Page 28, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Said Lot No. 255 fronts 50 feet on the easterly side of Emmett Avenue and runs back between parallel lines 112.5 feet to the westerly line of Lot No. 260.

Being the same property conveyed to Nashville Auto Diesel College by deed from John Patrick Morton, unmarried of record in Book 11674, Page 952, Register's Office for Davidson County, Tennessee.

Tract IV

Land in Davidson County, Tennessee, being Lot No. 254 on the Plan of Subdivision of part of Trevecca College Grounds, of record in Book 547, Page 28, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Said Lot No. 254 fronts 50 feet on the easterly side of Emmett Avenue and runs back between parallel lines 112.5 feet to the west line of Lot No. 261.

Being the same property conveyed to Nashville Auto Diesel College by deed from William B. Young and wife, Ruth Juanita Young of record in Book 11748, Page 278, Register's Office for Davidson County, Tennessee.

Tract V

Land in Davidson County, Tennessee, being Lot No. 41 on the Plan of Trevecca Subdivision of Renraw of record in Plat Book 421, Page 72 and 73, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Nashville Auto Diesel College by deed from Dennis Denmark of record in Instrument No. 200006090057702, Register's Office for Davidson County, Tennessee.

Tract VI

Land in Davidson County, Tennessee, being Lot Nos. 35, 36, 37 on the Plan of Trevecca Subdivision of Renraw of record in Plat Book 421, Pages 72-73, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being part of the same property conveyed to Automobile College of Nashville, a Tennessee corporation by Installment Deed from E. R. Burr, W. J. O'Callaghan and V. I. Witherspoon, Trustees for Endowment Fund Commission Masonic Widows' and Orphans' Home of Tennessee, of record in Book 962, Page 503, Register's Office for Davidson County, Tennessee, the said Automobile College of Nashville having since changed its name to Nashville Auto Diesel College, Inc. by Articles of Amendment to the Charter of record in Book 5473, page 723, Register's Office for Davidson County, Tennessee.

Tract VII

Land in Davidson County, Tennessee, being Lot Nos. 9, 10, 38, 39 and College Place on the Map of Trevecca Subdivision of Renraw, as of record in Book 421, page 72 and 73, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Said Lot Nos. 9 and 10 and College Place front together 200 feet on the westerly side of Gallatin Road and extends back between parallel lines 170 feet to an alley.

Said Lot Nos. 38 and 39 and College Place front together 200 feet on the easterly side of Trevecca Avenue and extend back between parallel lines 170 feet to an alley.

Being the same property conveyed to Nashville Auto Diesel College, Inc. by deed from Condra Development Company of record in Book 5553, Page 695, Register's Office for Davidson County, Tennessee.

Tract VIII

Land in Davidson County, Tennessee, being Lot No. 192 on the Plan of Trevecca Subdivision of record in Plat Book 421, Pages 72 and 73, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Said Lot No. 192 fronts 50 feet 2 inches in the southerly side of Strouse Avenue and runs back between lines 220.1 feet on the easterly line and 224.3 feet on the westerly line of a 30 foot alley in the rear on which it measures 50 feet.

Being the same property conveyed to Nashville Auto Diesel College by deed from Strouse Avenue Land Trust of record in Instrument No. 20010320-0026679, Register's Office for Davidson County, Tennessee.

Tract IX

Land in Davidson County, Tennessee, being Lot No. 15 on the Plan of Trevecca Subdivision of Renraw, of record in Plat Book 421, Pages 72 and 73, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Nashville Auto-Diesel College, Inc. a Tennessee corporation by deed from Lucy Harris Patton, unmarried of record in Book 9476, Page 862, Register's Office for Davidson County, Tennessee.

Tract X

Land in Davidson County, Tennessee, being Lot Nos. 16 and 17 on the Map of Trevecca Subdivision of Renraw, of record in Book 421, page 72 and 73, Register's Office for Davidson County, Tennessee described together as follows:

Said Lots No. 16 and 17 adjoin and front together 100 feet on the westerly side of Gallatin Road and run back between parallel lines 170 feet to an alley.

Being the same property conveyed to Nashville Auto Diesel College, Inc. by deed from William E. Hoffman, Jr. of record in Book 9495, Page 651, and to Nashville Auto Diesel College, Inc. by Quitclaim Deed from Hoffman Better Plumbing Company, Inc. a Tennessee corporation of record in Book 10339, page 774, and to Nashville Auto Diesel College, Inc. by deed from William E. Hoffman, Jr. of record in Book 10634, Page 453, Register's Office for Davidson County, Tennessee.

Tract XI

Being a parcel of land in the First Civil District of Nashville Davidson County, Tennessee, located on the westerly margin of Gallatin Road (US Highway 31E), north of Douglas Avenue, being Lot No. 18 as shown on Plat of Trevecca Subdivision of Renraw of record in Plat Book 421, Page 72 and 73, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Beginning at an iron pin in the westerly margin of Gallatin Road, said pin being N 25 degrees 22 minutes 56 seconds East, 246.28 feet along said margin from the northerly margin of Douglas Avenue;

Thence leaving said margin, with the northerly line of Jeffery W. Bennett, et al of record in Deed Book 5306, pages 690, Register's Office for Davidson County, Tennessee, North 65 degrees 07 minutes 05 seconds W 170.00 feet to an iron pin in the easterly margin of a fifteen foot alley;

Thence with said alley, North 25 degrees 22 minutes 56 seconds East, 50.00 feet to an iron pin;

Thence leaving said alley, with the southerly line of William E. Hoffman, Jr. of record in Deed Book 8375, pages 685, Register's Office for Davidson County, Tennessee, South 65 degrees 07 minutes 05 seconds E 170.00 feet to an iron pin in the westerly margin of Gallatin Road;

Thence with said margin, South 25 degrees 22 minutes 56 seconds West, 50.00 feet to the point of beginning, containing 8500 square feet or 0.20 acres, more or less

Being the same property conveyed to Nashville Auto Diesel College, Inc. by deed from Eddie Benefield of record in Book 10653, Page 548, Register's Office for Davidson County, Tennessee.

Tract XII

Land in Davidson County, Tennessee and being Lots 29, 30, 31, 32 and parts of Lot 28, and 33 of Trevecca Subdivision of Renraw of record in Plat Book 421, pages 72 and 73, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey by J. Bruce Rainey, Surveyor #823 and dated March 22, 1983 as follows:

Beginning at an iron pin set, being the southwest corner of this tract and also being the northwest corner of William L. Mertens Land of record in Deed Book 5553, page 856, Register's Office for Davidson County, Tennessee, said point of beginning being in the easterly margin of Trevecca Avenue; thence with said margin N 22 degrees 40' 00" E 254.35' to an existing iron pin in the southerly margin of Strouse Avenue; thence leaving said margin of Trevecca Avenue and with said margin of Strouse Avenue S 77 degrees 30' 00" E 173.80' to an existing concrete monument in the westerly margin of a 15' alley; thence leaving said margin of Strouse Ave. and with said margin of 15' alley S 22 degrees 55' 58" W 281.97' to a set iron pin at the northeast corner of said Mertens Land; thence leaving margin of 15' alley and with the northerly line of said Mertens land N 68 degrees 22' 00" W 169.79' to the point of beginning, containing 1.05 acres more or less.

Being the same property conveyed to Automobile College of Nashville by deeds of record in Deed Book 2704, page 361, and Deed Book 5294, page 774, Register's Office of said County; name of Automobile College of Nashville having been changed to Nashville Auto Diesel College, Inc., by articles of amendment to the Charter of record in Book 5473, page 723, Register's Office for said County.

Tract XIII

Land in Davidson County, Tennessee, being part of Lot No. 225 on the Plan of Trevecca Subdivision of Renraw of record in Plat Book 421, page 72, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being part of the same property conveyed to Automobile College of Nashville, a Tennessee corporation by Installment Deed from E. R. Burr, W. J. O'Callaghan and V. I. Witherspoon, Trustees for Endowment Fund Commission Masonic Widows' and Orphans' Home of Tennessee, of record in Book 962, Page 503, Register's Office for Davidson County, Tennessee, the said Automobile College of Nashville having since changed its name to Nashville Auto Diesel College, Inc. by Articles of Amendment to the Charter of record in Book 5473, page 723, Register's Office for Davidson County, Tennessee.

Tract XIV

Land in Davidson County, Tennessee, being Lot Nos. 246, 247, 248, 249, 250, 251, 252, 253, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, and 268 on the Plan of Subdivision of Trevecca College Grounds of record in Plat Book 547, Page 28, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being part of the same property conveyed to Nashville Auto Diesel College, a Tennessee Corporation by deed from Third National Bank in Nashville, Thomas W. Balls, Tennie K. McGhee, & Doris Blackwelder, Co-Executors & Co-Trustees under the Will of Herman Otis Balls deceased of record in Book 5277, Page 510, Register's Office for Davidson County, Tennessee.

Being part of the same property conveyed to Automobile College of Nashville dba Nashville Auto Diesel College by deed from Third National Bank in Nashville, Thomas W. Balls, Tennie K. McGhee, & Dorris Blackwelder, Co-

Executors & Co-Trustees under the Will of Herman Otis Balls deceased of record in Book 5294, Page 774, Register's Office for Davidson County, Tennessee.

Tract XV

Land in Davidson County, Tennessee, being Lot Nos. 11 and 12 and parts of Lot No., 13 and 14 on the Map of Trevecca Subdivision of Renraw, as of record in Plat Book 421, Pages 72 and 73, Register's Office for Davidson County, Tennessee, described according to a survey made by Z. J. Wilkinson, Surveyor, dated May 25, 1949, as follows:

Beginning at the northwest intersection of Strouse Avenue and Gallatin Road, being 12 feet more or less, north of the southeast corner of Lot No. 13; thence with the westerly margin of Gallatin Road northwardly 148 feet, more or less, to the northeast corner of said Lot No. 11; thence westwardly with the northerly margin of said Lot No. 11 and the southerly margin of College Place, 170 feet to the northwest corner of said Lot No. 11, and continuing in the same line, 7-1/2 feet to a point in the center of an alley; thence with the center of said alley southwardly 160 feet to a point opposite the southeast corner of said Lot No. 13; thence eastwardly 7-1/2 feet to the southeast corner of said Lot No. 13; thence with the westerly line of said Lot No. 14 southwardly 12 feet to a 24-inch ash in the northerly margin of Strouse Avenue; thence with the northerly margin of Strouse Avenue eastwardly 170 feet, more or less, to the point beginning.

Being the same property conveyed to The Automobile College of Nashville by deed from The Crescent Amusement Company and Crescent Properties Company of record in Book 4649, page 383 and Book 4649, page 386 as corrected in Book 4652, page 855, Register's Office for Davidson County, Tennessee, the Automobile College of Nashville having since changed its name to Nashville Auto Diesel College, Inc. by Articles of Amendment to the Charter of record in Book 5473, page 723, Register's Office for Davidson County, Tennessee.

Tract XVI

Land in Davidson County, Tennessee, being Lot No. 187, resubdivision of Lots 186 and 187 on the Plan of Trevecca Subdivision of Renraw, as shown on plat of record in Plat Book 6050, Page 86, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Nashville Auto Diesel College, Inc. by Quitclaim Deed from Federal Deposit Insurance Corporation receiver for Metropolitan Federal S & L of record in Instrument No. 200004250041001, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Permitted Exceptions

[ADD COLLEGE PLACE LOAN DOCUMENTS IF NOT PAID-OFF]

1. Taxes for the year of 2003, a lien, but not yet due and payable, which taxes have been prorated and assumed by Grantee.

2. Subject to all matters shown on the Plan of record in Book 547, page 28, Register's Office for Davidson County, Tennessee. (Tracts I through IV and Tract XIV)

3. Subject to all matters shown on the Plan of record in Book 421, page 72 and 73, Register's Office for Davidson County, Tennessee. (Tracts V through XIII, and Tract XV)

4. Declaration of Parking and Access Easements of record in Book 10310, page 576, said Register's Office. (Tracts VII, IX and X)

5. Memorandum of Lease between Nashville Auto Diesel College, Inc. (lessor) and College Place, Inc, (lessee) of record in Book 6039, page 282, Register's Office for Davidson County, Tennessee; as assigned to College Place Partnership by instrument of record in Book 6199, page 410, said Register's Office. (Tracts VII and XII

6. Ingress and Egress Easement reserved in Installment Deed of record in Book 4656, page 129, Register's Office for Davidson County, Tennessee. (Tract XI)

7. Easement for encroachment of Building of record in Book 9505, page 378, Register's Office for Davidson County, Tennessee. (Tract XI)

8. Terms, provisions, covenants, conditions, restrictions, easements, charges, assessments and liens provided in the Covenants, Conditions and Restrictions as of record in Book 766, page 354, Register's Office for Davidson County, Tennessee (Tract XII)

9. Agreement as set out in deed of record in Book 1323, page 210, Register's Office for Davidson County, Tennessee, wherein the grantor reserves the right to remove from the premises, grape vines and posts, rocks staked on the lot and large box for poultry house and grantees agree to leave intact a septic tank now on the property and to permit grantor, her heirs and assigns the right to come on premises for purposes of making any repairs necessary to said septic tank. (Tract XIV)

10. Subject to all matters shown on the Plan of record in Book 6050, page 86, Register's Office for Davidson County, Tennessee. (Tract XVI)

11. Survey made by Z. J. Wilkinson, Surveyor, May 25, 1949, shows 42 inch storm sewer and 10 inch sanitary sewer with 3 to 5 foot cover along westerly line of premises as herein described, and 10 foot setback line from Gallatin Road and 30 feet from Strouse Avenue, if buildings front thereon. (Tract XV)

12. Easement for alley across rear 7 1/2 feet of premises, and easement for storm and sanitary sewer along westerly line of premises, as provided in deed of record in Book 4652, page 855, in said Register's Office. (Tract XV)

13. Joint Driveway Easement Agreement as of record in Book 5802, page 557, Register's Office for Davidson County, Tennessee. (Tract XVI)

14. Memorandum of Sublease Agreement of record in Book 8373, page 232, Register's Office for Davidson County, Tennessee. (Tracts VII and XII)

15. A Deed of Trust by College Place, Inc. and Nashville Auto Diesel College, Inc., trustor, to Paul S. Parker, trustee, for the benefit of Lyons Savings and Loan Association, beneficiary, to secure a note in the original amount of $1,800,000.00 and any other obligations secured thereby, as of record in Book 6039, page 285, Register's Office for Davidson County, Tennessee.

    Said Deed of Trust was assigned to Prentiss Properties Superior I, L.P. by Instrument of record in Book 9302, page 988, said Register's Office.

    Said Deed of Trust was assigned to Fleet National Bank by Instrument of record in Book 9302, page 995, said Register's Office.

    Said Deed of Trust was assigned to Prentiss Properties Superior I, LP, a Delaware limited partnership by Assignment of Mortgage and Related Documents of record in Book 10522, page 578, said Register's Office.

    Said Deed of Trust was assigned to Bank Midwest, NA by Assignment of Mortgage and Related Documents of record in Book 10754, page 388, said Register's Office. (Tracts VII and XII)

16. UCC-1 Financing Statement naming College Place, Inc. as Debtor, and Lyons Savings & Loan Assn as Secured Party, of record in Book 6039 page 339 Register's Office for Davidson County, Tennessee, said Financing Statement having been re-perfected by UCC-1 filed in Book 9315, page 948 and having been assigned to Prentiss Properties Superior I, L. P. by UCC-3 of record in Book 9315, page 952, in said Register's Office.

    Said UCC-1 Financing Statement was further assigned to Bank Midwest, N.A. by UCC-3 of record in Book 10754, page 386 and by UCC-3 in Book 10754, page 387, in said Register's Office.

    Said UCC-1 Financing Statement was continued by UCC-3 of record in Book 11206, page 171, said Register's Office. (Tracts VII and XII)

17. Assignment of Rents and Leases by and between College Place, Inc. and Lyons Savings and Loan Association of record in Book 6039, page 331, Register's Office for Davidson County, Tennessee. (Tracts VII and XII)

18. Assignment and Acceptance of Rights, Delegation and Assumption of Duties and Consent Thereto with Regard to Deed of Trust and Assignment of Rents and Leases by and between College Place, Inc., a Tennessee corporation (assignor) and College Place Partnership, a Tennessee general partnership (assignee) and Lyons Savings and Loan Association, an Illinois Corporation of record in Book 6429, page 173, Register's Office for Davidson County, Tennessee. (Tracts VII and XII)

19. Subject to all matters shown on survey made by Theodore Joseph Stevenson, RLS No. 2136, of Crawford Land Surveyors, P.C., last revised February 6, 2003.