This instrument prepared by:
Harwell Howard Hyne Gabbert & Manner, P.C.
315 Deaderick Street; Suite 1800
Nashville, Tennessee 37238-1800

Davidson County DEEDWARR
Recvd: 09/29/06 14:16 5 pgs
Fees:27.00 Taxes:0.00
20060929-0120857

# SPECIAL WARRANTY DEED

| ADDRESS NEW OWNER(s) AS FOLLOWS: | SEND TAX BILLS TO: | MAP PARCEL NUMBERS |
|---|---|---|
| Metropolitan Transit Authority | Same | Map 93-2, Parcel 15 |
| 130 Nestor Street | | |
| Nashville, TN 37210 | | |

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee(s) and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, **ALLRIGHT CORPORATION**, a Delaware corporation, successor by merger to Central Parking System Realty, Inc. ("Grantor") has this day bargained and sold, and does hereby transfer and convey unto the **METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, as property of and for the benefit of the METROPOLITAN TRANSIT AUTHORITY, as provided in the *Metropolitan Charter*, Appendix 4. Transit Authority 5(b)** ("Grantee") its successors and assigns, certain real estate in Davidson County, Tennessee as follows:

SEE **EXHIBIT "A"** ATTACHED HERETO AND MADE A PART HEREOF

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $7,325,000.00

Subscribed and sworn to before me this the 29th day of September 2006

Affiant: METROPOLITAN TRANSIT AUTHORITY

By: Ray. Boelond
CEO

Notary Public Mandy K. Birk

My commission expires: 11-25-06

(Affix seal)

NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires NOV. 25, 2006

This is ( ) unimproved (X) improved property, known as 420 Charlotte Avenue, Nashville, Tennessee 37219.

372560-1

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee its successors and assigns forever. Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for those matters set forth on **EXHIBIT "B"** hereto.

Grantor further covenants and binds itself, its successors and representatives, to warrant specially and 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 the Grantor, but not otherwise, subject however, to the matters set forth on **EXHIBIT "B"** hereto.

**GRANTOR MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE EXACT AMOUNT OF ACREAGE OR SQUARE FOOTAGE IN THE PROPERTY, OR AS TO THE OWNERSHIP OF THE MINERALS LOCATED ON, UNDER OR WITHIN THE PROPERTY. GRANTOR MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, WITH RESPECT TO THE CONDITION OF THE PROPERTY CONVEYED HEREBY, INCLUDING IMPROVEMENTS LOCATED THEREON, INCLUDING, WITHOUT LIMITATION, THE HABITABILITY, CONDITION OR FITNESS THEREOF FOR ANY PARTICULAR USE OR PURPOSE. EXCEPT AS TO THE WARRANTY OF TITLE DESCRIBED HEREINABOVE, GRANTEE AGREES THAT THE PROPERTY CONVEYED HEREBY, INCLUDING IMPROVEMENTS LOCATED THEREON, IS CONVEYED BY GRANTOR AND ACCEPTED BY GRANTEE IN AN "AS IS, WHERE IS" AND WITH ALL FAULTS CONDITION.**

Witness this 29th day of September, 2006, the Grantor having caused its name to be signed hereto by its duly authorized officer on said day and date.

**ALLRIGHT CORPORATION,**
a Delaware corporation

By: _____

William R. Porter
Senior Vice President
c/o Central Parking Corporation
2401 21st Avenue South
Nashville, TN 37212

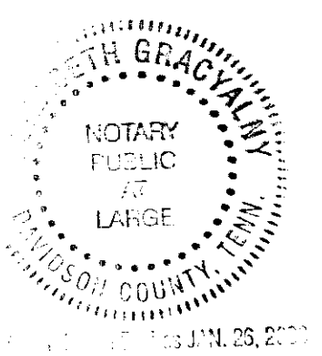
**STATE OF TENNESSEE**
**COUNTY OF DAVIDSON**

Personally appeared before me, a Notary Public in and for the above jurisdiction, the within named WILLIAM R. PORTER, with whom I am personally acquainted (or who was identified to me on the basis of satisfactory evidence), who after being first duly sworn, acknowledged that he was the SENIOR VICE PRESIDENT of ALLRIGHT CORPORATION, a Delaware corporation, the within named bargainor, and that in such capacity, being authorized so to do, he executed the foregoing SPECIAL WARRANTY DEED for the purposes therein contained, on behalf of the said ALLRIGHT CORPORATION.

Witness my hand and seal, this 29th day of September, 2006.

Elizabeth Gracyalny
Notary Public

My Commission Expires: 1/26/08



## EXHIBIT "A"

Being Parcel A-2 of the subdivision of the Capitol Hill Redevelopment Project of record in Book 2663, pages 120 and 121, Register's Office for said County, and said Parcel A-2 being further bounded and described as follows:

BEGINNING at the westerly end of a curve having a radius of 10 feet at the intersection of 4th Avenue North and Charlotte Avenue, and proceeding South 62 degrees 17' West 303.97 feet with the northerly line of Charlotte Avenue; thence, with a curve to the right having a radius of 10.0 feet and a central angle of 90 degrees 27' distance of 15.79 feet; thence North 27 degrees 16' West 168.11 feet with the easterly line of 5th Avenue North; thence North 62 degrees 17' East 324.41 feet to a point, said point being on the westerly line of 4th Avenue North; thence South 27 degrees 07' East 168.29 feet with the westerly line of 4th Avenue North; thence, with a curve to the right having a radius of 10.0 feet and a central angle of 89 degrees 24' a distance of 15.60 feet to the point of beginning and containing 57,720 square feet, more or less.

Being the same property conveyed to Central Parking System Realty, Inc., by deed from Realty Parking Properties II L.P. of record as Instrument No. 20020806-0094465, Register's Office for Davidson County, Tennessee. Said Central Parking System Realty, Inc., was merged into Allright Corporation by Certificate of Merger of record as Instrument No. 20030617-0083348, said Register's Office.

## EXHIBIT B

### Permitted Exceptions

1. Taxes for 2006 or current year, a lien, but not yet due and payable.

2. Matters shown on the Plan of record in Book 2663, page(s) 120 and 121, Register's Office for Davidson County, Tennessee.

3. Restrictive Covenants contained in instrument of record in Book 2735, page 473, said Register's Office.