Davidson County DEEDWARR
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Fees:33.00 Taxes:34040.00
20070911-0109104

SPECIAL WARRANTY DEED

FROM: Talcott III Two Grassmere Place Limited Partnership, Grantor

This instrument was prepared by:
Michael D. Roberts
Sherrard & Roe, PLC
424 Church Street, Suite 2000
Nashville, TN 37219

TO: Keystone Automotive Industries Resources, Inc., Grantee

Address of New Owner:

Keystone Automotive Industries Resources, Inc.
Two Grassmere Place
655 Grassmere Park Drive
Nashville, Tennessee 37211

Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes:

Same

Map-Parcel Numbers

Map 133 -13 Parcel 154

STATE OF CONNECTICUT
COUNTY OF HARTFORD

The actual consideration or value, whichever is greater, for this transfer is Nine Million Two Hundred Thousand and no/100 Dollars ($9,200,000.00).

Matt P. Kane
Affiant

SUBSCRIBED AND SWORN TO before me, this 14th day of August, 2007.

Wendy A. Treat
Notary Public

My Commission Expires: WENDY A. TREAT NOTARY PUBLIC MY COMMISSION EXPIRES FEB. 28, 2012

WENDY A. TREAT NOTARY PUBLIC CONNECTICUT

FOR AND IN CONSIDERATION OF the sum of Nine Million Two Hundred Thousand and no/100 Dollars ($9,200,000.00), the receipt and sufficiency of which are hereby acknowledged, TALCOTT III TWO GRASSMERE PLACE LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto KEYSTONE AUTOMOTIVE

INDUSTRIES RESOURCES, INC., a Delaware corporation ("Grantee"), its successors and assigns, in fee simple, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

TOGETHER WITH all improvements located thereon, and all of Grantor's right, title and interest in the title, right, privilege, alleys, ways, easements, tenements, hereditaments, appurtenances and advantages thereto belonging, and interest therein, or in any way appertaining thereto including, without limitation, all of Grantor's right, title and interest in that certain Access Easement Agreement, dated as of August __, 2007, between Talcott III Grassmere Limited Partnership and Grantor, recorded in the Register's Office of Davidson County, Tennessee as Instrument No. 20070910 0108115

This conveyance is expressly made subject to matters of records and those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the privileges, appurtenances, estate, title and interest belonging to Grantee, its successors and assigns forever.

And Grantor by special warranty, does covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to matters of record and those matters to which this conveyance is expressly made subject as set forth on Exhibit B.

Witness my hand this 14th day of August, 2007.

TALCOTT III TWO GRASSMERE PLACE LIMITED PARTNERSHIP
By TIII Grassmere GP, LLC,
a Tennessee limited liability company,
Its General Partner

By: _____
Name: MARTIN P. KANE
Title: SENIOR VICE PRESIDENT

STATE OF CONNECTICUT
COUNTY OF HARTFORD

Before me, Wendy A. Treat, a Notary Public of said County and State, personally appeared ~~Michael J. Mihalek~~ Martin P. Kane, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Senior Vice President of TIII Grassmere GP, LLC, the General Partner of Talcott III Two Grassmere Place Limited Partnership, the within named bargainor, a limited partnership, and that he as such Senior Vice President executed the foregoing instrument for the purpose therein contained.

Witness my hand and seal, at office, this 14th day of August, 2007

Wendy A. Treat
Notary Public

My Commission Expires: WENDY A. TREAT NOTARY PUBLIC MY COMMISSION EXPIRES FEB. 28, 2012

WENDY A. TREAT NOTARY PUBLIC CONNECTICUT

Exhibit A

Description of Property

Lot 1, on the plat entitled "Final Plat of Two Grassmere Place" of record as Instrument No. 20070907-0107348, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being part of the same property conveyed to Talcott III Two Grassmere Place Limited Partnership by Deed of record as Instrument No. 20040608-0067792.

EXHIBIT B

Permitted Exceptions

1. All matters of record and all matters set forth on that certain Survey prepared by Cherry Land Surveying, Inc., dated August 14, 2007.

2. Real estate taxes not yet due and payable.

3. Declaration of Restrictive Covenants, of record in Book 6008, Page 866, Register's Office, Davidson County, Tennessee, as amended by amendment of record in Book 6280, Page 524, Register's Office, Davidson County, Tennessee, as further amended by Second Amendment, of record in Instrument No. 2000005310053960, re-recorded in Instrument No. 20006090058113, Register's Office, Davidson County, Tennessee.

4. Storm Water Detention Agreement, of record in Book 6691, Page 296, and Instrument No. 20020530-0065593, Instrument No. 20060407-0040184 and Instrument No. 20051004-0118963, Register's Office, Davidson County, Tennessee.

5. Plan, of record in Plat Book 7900, Page 212, Register's Office, Davidson County, Tennessee.

6. Easements for signage, landscaping, ingress and egress reserved and easements for ingress and egress granted and obligations including, without limitation, indemnity, maintenance, repair and payment obligations set forth in that certain Special Warranty Deed, recorded in Book 9162, Page 936, Register's Office, Davidson County, Tennessee.

7. Declaration of Easement, Amendment of Easement and Surrender, Termination and Limitations on Use of Easements, of record in Instrument No. 20010618-0064314, Register's Office, Davidson County, Tennessee.

8. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage, Water Mains, Pumps and Appurtenances as of record in Instrument No. 20051004-0118972 and Instrument No. 20060407-0040204.

Exhibit B (continued)

9. All matters on the Plat of record as Instrument No. 20070907-0107348, Register's Office for Davidson County, Tennessee.

10. Joint Access Easement of record as Instrument No. 20070910-0108115, Register's Office for Davidson County, Tennessee