2nd

THIS INSTRUMENT PREPARED BY AND WHEN RECORDED RETURN TO: Jason A. Strain, Esq. Baker, Donelson, et al 165 Madison Avenue, Suite 2000 Memphis, TN 38103	PROPERTY OWNER: Metropolitan Transit Authority	PROPERTY ADDRESS: 430 and 488 Myatt Drive, Nashville, Tennessee	MAIL TAX BILLS TO: Metropolitan Transit Authority	TAX PARCEL NOS.: 043000026.00 and 043000032.00

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 7th day of December, 2010, by and between **PACCAR INC**, a Delaware corporation ("**Grantor**"), and **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**");

W I T N E S S E T H:

THAT for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the following described real estate, situated and being in County of Davidson, State of Tennessee, to-wit:

All of that certain real estate described in **Exhibit "A"** attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the aforesaid real estate, together with all appurtenances and hereditaments thereunto belonging or in anywise appertaining unto Grantee, its successors and assigns, in fee simple forever.

AND, subject always to those liens, easements, encumbrances and exceptions listed in **Exhibit "B,"** attached hereto and incorporated herein by reference, Grantor does hereby covenant with Grantee that title to aforesaid real estate Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

Grantee, by its acceptance hereof, agrees to assume and be solely responsible for (a) payment of all ad valorem taxes pertaining to the Property for the calendar year 2010 and subsequent years; there having been a proper proration of same between Grantor and Grantee, (b) the condition of the aforesaid property and improvements, including, without limitation, its compliance with applicable laws and regulations (specifically including environmental laws and regulations).

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

BILL GARRETT, Davidson County
Trans:T20100079500 DEEDWARRSP
Recvd: 12/17/10 12:06 7 pgs
Fees:37.00 Taxes:0.00
20101217-0100496

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officer on this the day and year first above written.

PACCAR INC

By: _____

Name: Richard E. Bangert, II

Title: Vice President

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that Richard E. Bangert, II is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as a Vice President of PACCAR INC, a Delaware corporation, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: December 7, 2010

KEVIN J. FAY
NOTARY PUBLIC
OCT. 3, 2012
STATE OF WASHINGTON

_____
(Signature of Notary Public)
Kevin J. Fay
My Appointment expires October 3, 2012

STATEMENT REGARDING TENNESSEE TRANSFER TAX

This conveyance is exempt from payment of recording tax because the grantee is a municipality. See Tenn. Code Ann. Section 67.4.409(f)(1).

EXHIBIT "A"

TO SPECIAL WARRANTY DEED

Property Description

Prepared By
Jesse E. Walker, RLS, PE
Jesse Walker Engineering - PO Box 210456
Nashville, TN 37221 615-646-8228

South Part of Parcel 26.00

Being part of a parcel of land in the 9th Councilmanic District of Davidson County, Tennessee and located on the west margin of Myatt Drive, and on the north margin of Anderson Lane, east of Gallatin Road this tract is shown as part of Parcel 26.00, belonging to PACCAR as shown on Map 43-00 as evidenced in Deed Book 4267 Page 815 in the Register's Office for Davidson County, Tennessee (RODCT), said tract also being shown as Lot 1 of the Edenwold Industrial Park as evidenced in Plat Book 4175 Page 28, RODCT, being more particularly described as follows:

BEGINNING at an iron pin on the north margin of Anderson Lane, said iron pin being the southwest corner of the property herein described, and said iron pin also being the southeast corner of Farview Section 2 as evidenced in Plat Book 3600 Page 6, RODCT, thence:

1) with the line common to Farview, North 14 degrees 21 minutes 41 seconds West a distance of 1249.71 feet to an iron pin, said iron pin being the northwest corner of the property herein described, and said iron pin being in the east line of Farview, and said iron pin being the southwest corner of the northwest part of Parcel 26.00 as evidenced in Deed Book 4911 Page 239, RODCT, thence:

2) leaving the line in common to Farview, with the line common to the northwest part of Parcel 26.00, North 75 degrees 44 minutes 58 seconds East a distance of 850.00 feet to an iron pin, said iron pin being in the north line of the property herein described, and said iron pin being the southeast corner of northwest part of Parcel 26.00, said iron pin also being in the south line of Parcel 32.00, belonging to PACCAR as evidenced on Deed Book 5164 Page 626, RODCT, thence:

3) leaving the line common with northwest part of Parcel 26.00, with the line common to Parcel 32.00, North 75 degrees 44 minutes 58 seconds East a distance of 551.91 feet to an iron pin in the west margin of Myatt Drive, said iron pin being the northeast corner of the property herein described, and said iron pin being the southeast corner of Parcel 32.00, thence:

4) leaving the line common Parcel 32.00, with the west margin of Myatt Drive, South 17 degrees 45 minutes 41 seconds East a distance of 84.59 feet to a point on the west margin of Myatt Drive, said point being in the east line of the property herein described, thence:

5) continuing with the west margin of Myatt Drive with a curve to the right, (said curve having a delta angle of 23 degrees 17 minutes 26 seconds and said curve having a chord direction of South 06 degrees 03 minutes 23 seconds East, and said curve having a chord distance of 1126.25 feet, and said curve having a radius of 2789.79 feet) an arc length of 1134.04 feet to a point in the west margin of Myatt Drive, said point being in the east line of the tract herein described, thence:

6) continuing with the west margin of Myatt Drive, South 05 degrees 35 minutes 20 seconds West a distance of 466.18 feet to an iron pin on the west margin of Myatt Drive, said iron pin being in the east line of the property herein described, thence:

7) leaving the west margin of Myatt Drive with a curve to the right, (said curve having a delta angle of 89 degrees 59 minutes 50 seconds and said curve having a chord direction of South 51 degrees 52 minutes 46 seconds West, and said curve having a chord distance of 42.43 feet, and said curve having a radius of 30.00 feet) an arc length of 47.12 feet to an iron pin on the north margin of Anderson Lane, said iron pin being in the south line of the tract herein described, thence:

8) with the north margin of Anderson Lane, North 83 degrees 06 minutes 02 seconds West a distance of 1122.77 feet to an iron pin, the BEGINNING, containing 44.9211 acres or 1,956,763 square feet more or less, according to a survey by Jesse E. Walker, RLS dated March 3, 2010.

Northwest Part of Parcel 26.00 (triangle)

Being part of a parcel of land in the 9th Councilmanic District of Davidson County, Tennessee, located west of Myatt Drive, and north of Anderson Lane, east of Gallatin Road this tract is shown as part of Parcel 26.00, belonging to PACCAR as shown on Map 43-00 as evidenced in Deed Book 4911 Page 239, in the Register's Office for Davidson County, Tennessee (RODCT), being more particularly described as follows:

BEGINNING at an iron pin, said iron pin being the southwest corner of the property herein described, and said iron pin being the north west corner of Lot 1 Edenwold Industrial Subdivision as evidenced in Plat Book 4175 Page 28, RODCT, and said iron pin also being in the east line of Farview Section 2 as evidenced in Plat Book 3600 Page 6, RODCT,thence:

1) with the line common to Farview, North 14 degrees 21 minutes 41 seconds West a distance of 273.49 feet to an iron pin, an interior iron pin, thence:

2) continuing with the line common to Farview Section 3 as evidenced in Plat Book 3700, Page 113 (RODCT), North 14 degrees 28 minutes 41 seconds West a distance of 51.51 feet to an iron pin, said iron pin being the northwest corner of the property herein described, and said iron pin being in the south line of Parcel 32.00, belonging to PACCAR as evidenced on Deed Book 5164 Page 626, RODCT

3) leaving the line common to Farview, with the line common to Parcel 32.00, South 83 degrees 20 minutes 33 seconds East a distance of 910.70 feet to an iron pin, said iron pin being the southeast corner of the property herein described, and said iron pin being in the south line of Parcel 32.00, and said iron pin also being in the north line of Lot 1 Edenwold, thence:

4) leaving the line common to Parcel 32.00, with the line common to Lot 1 Edenwold, South 75 degrees 44 minutes 58 seconds West a distance of 850.00 feet to an iron pin, the BEGINNING, containing 3.1705 acres or 138,110 square feet more or less, according to a survey by Jesse E. Walker, RLS dated March 3, 2010.

Parcel 32.00

Being a parcel of land in the 9th Councilmanic District of Davidson County, Tennessee and located on the west margin of Myatt Drive, north of Anderson Lane, east of Gallatin Road this tract is shown as Parcel 32.00, belonging to PACCAR as shown on Map 43-00 as evidenced in Deed Book 5164 Page 626, in the Register's Office for Davidson County, Tennessee (RODCT), being more particularly described as follows:

BEGINNING at an iron pin, said iron pin being the southwest corner of the property herein described, and said iron pin also being the northwest corner of Parcel 26.00 as shown on Map 43-00, belonging to PACCAR as evidenced in Deed Book 4911 Page 239, RODCT, and said iron pin being in the east line of Farview Section 2 as evidenced in Plat Book 3700 Page 113, RODCT, thence:

1) with the line common to Farview, North 14 degrees 28 minutes 41 seconds West a distance of 314.66 feet to an iron pin, said iron pin being the northwest corner of the property herein described, and said iron pin being in the east line of Farview, and said iron pin being the southwest corner of Parcel 42.00 as shown on

Map 43-00, belonging to Johnson Houston Partners as evidenced in Deed Book 9895 Page 968, RODCT thence:

2) leaving the line in common to Farview, with the line in common to Parcel 42.00, North 72 degrees 13 minutes 56 seconds East a distance of 1362.09 feet to an iron pin in the west margin of Myatt Drive, said iron pin being the northeast corner of the property herein described, thence:

3) leaving the line common to Parcel 42.00, with the west margin of Myatt Drive, South 17 degrees 45 minutes 41 seconds East a distance of 724.58 feet to an iron pin on the west margin of Myatt Drive, said iron pin being the southeast corner of the property herein described, and said iron pin also being the northeast corner of Parcel 26.00, thence:

4) leaving the west margin of Myatt Drive, with the line in common to Parcel 26.00, South 75 degrees 44 minutes 58 seconds West a distance of 551.91 feet to an iron pin, said iron pin being in the south line of the property herein described, thence:

5) continuing with the line in common to Parcel 26.00, North 83 degrees 20 minutes 33 seconds West a distance of 910.70 feet to an iron pin, the BEGINNING, containing 18.4487 acres or 803,628 square feet more or less, according to a survey by Jesse E. Walker, RLS dated March 3, 2010.

EXHIBIT "B"

TO SPECIAL WARRANTY DEED

PERMITTED ENCUMBRANCES

1. Lien for Taxes for the year 2010 from December 18, 2010 through December 31, 2010, and subsequent years.
2. Subject to all matters shown on the Plan of Edenwold Industrial Park, Section One of record in Plat Book 4175, Page 28, Register's Office for Davidson County, Tennessee.
3. Terms and Provisions of the Contract between Louisville and Nashville Railroad Company and Pacific Car and Foundry Company of record in Book 4268, Page 26, in the Register's Office for Davidson County, Tennessee.
4. Easement Agreement of record in Book 4882, Page 412, in the Register's Office for Davidson County, Tennessee.
5. Agreement for Dedication of Easement for Sanitary Sewers, Storm Drainage, Water Mains and Appurtenances of record in Book 6288, Page 645, in the Register's Office for Davidson County, Tennessee.
6. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 7614, Page 43, in the Register's Office for Davidson County, Tennessee.
7. Easement Agreement and Release of record in Book 7870, Page 43, in the Register's Office for Davidson County, Tennessee.

   Memorandum of Relocation of Easement of record in Instrument No. 200006290064597, Register's Office for Davidson County, Tennessee.
8. Easement granted to Bellsouth Telecommunications, Inc. of record in Instrument Number 20070208-0016775, in the Register's Office for Davidson County, Tennessee.
9. TVA Easement of record in Book 1163, page 587, Register's Office for Davidson County, Tennessee.
10. Survey No. 09129001 dated 10-27-2010 and prepared by Jesse E. Walker TN RLS#1486 of Jesse Walker Engineering, indicates the following:

    (a) Fence encroachments along westerly line.
    (b) Abandoned Railroad from northerly line crossing Tracts 1, 2 and onto Tract 3.
    (c) Utility line and poles crossing from northerly l ine of Tract 1 crossing Tract 2 and onto Tract 3.
    (d) Steel & Masonry Building (Assembly Building) encroaches over 200' Minimum Building Setback Line along southerly line and over 100' Minimum Building Setback Line along westerly line.
    (e) Open Face I-Beam Structures encroach over 100' Minimum Building Setback Line along westerly line.
    ALL as more particularly shown on said Survey.