THIS INSTRUMENT PREPARED BY: Ropes & Gray LLP Prudential Tower, 800 Boylston Street Boston, MA 02199 Attn: Bryan MacDonald, Esq.	*	OWNER/RESPONSIBLE TAXPAYER: OC Parking Nashville LLC c/o CoveredBridge Ventures The Cira Center, 2929 Arch Street Philadelphia, PA 19104
WHEN RECORDED RETURN TO: Klehr Harrison Harvey Branzburg LLP 1835 Market Street – Suite 1400 Philadelphia, PA 19103 Attn: Matthew H. Werthman, Esq.	*	Source of Grantor's Title: Deed recorded as Instrument No. 20070725-0088416, in the Davidson County Register's Office CLT No. 093-023-010.00; 093-023-009.00 & 093-023-191.00

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SPECIAL WARRANTY DEED

THIS INDENTURE, made as of the 14th day of March, 2012, between CPC Realty, LLC, a Delaware limited liability company ("Grantor"), and OC Parking Nashville LLC, a Delaware limited liability company ("Grantee").

WITNESSETH:

That Grantor, for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for other good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto Grantee the following described premises, with the hereditaments and appurtenances thereto appertaining, to-wit:

> SITUATE in the First Civil District of Davidson County, Tennessee, without the corporate limits of the City of Nashville, Tennessee, and being more particularly bounded and described as shown on Exhibit A attached hereto (the "Property").

TO HAVE AND TO HOLD the Property to the said Grantee, its successors and assigns forever.

And Grantor, for itself, its successors and assigns, does hereby covenant with Grantee, its representatives, successors and assigns, that Grantor will forever warrant and defend the title to the Property against the lawful claims of all persons claiming, by, through or under the Grantor, but not otherwise; and that such Property is accepted subject to all encumbrances and matters of public record including those matters described on Exhibit B attached hereto.

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF TITLE TO THE PROPERTY DESCRIBED ON EXHIBIT A HERETO. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER WHO MAKES NO REPRESENTATION WHATSOEVER OTHER THAN IT HAS BEEN ACCURATELY TRANSCRIBED FROM THE INFORMATION PROVIDED. The terms "Grantor" and "Grantee" and any pronouns shall be read in the singular and plural number and in such gender as the context may require.

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BILL GARRETT, Davidson County
Trans:T20120020454 DEEDWARRSP
Recvd: 03/21/12 13:41 5 pgs
Fees:28.00 Taxes:5021.63
20120321-0024025

IN WITNESS WHEREOF, the Grantor has executed this instrument the date first above written.

CPC REALTY, LLC, a Delaware limited liability company

By: _____
Name: Seth Hollander
Its: Vice President

STATE OF New York
COUNTY OF Westchester

Before me, Jin W. Lee, of the State and County aforesaid, personally appeared Seth Hollander, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, swore to and acknowledged himself to be Vice President of CPC Realty, LLC, the within-named bargainor, a Delaware limited liability company, and that he as such Vice President, executed the foregoing instrument for the purpose therein contained, by signing the name of the company by himself/herself as Seth Hollander.

WITNESS my hand and seal at office in Westchester NY, this 6th day of March, 2012.

_____ [SEAL]
Notary Public

My commission expires: 9/7/14

I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $1,357,196, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

_____
Affiant

Subscribed and sworn to before me this 6th day of March, 2012.

_____ [SEAL]
Notary Public

My commission expires: 9/7/14

JIN W LEE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01LE6146067
Qualified In Westchester County
My Commission Expires September 07, 2014

[424 Deaderick St., Nashville]

Exhibit A

424 Deaderick Street
TRACT 1

BEING A TRACT OF LAND IN THE FIRST CIVIL DISTRICT OF DAVIDSON CO. TN, LOCATED BETWEEN DEADERICK STREET AND CHARLOTTE AVENUE AND BETWEEN FOURTH AVENUE AND FIFTH AVENUE NORTH, BEING LOT 2 ON THE PLAN OF CITIZENS PLAZA, OF RECORD IN PLAT BOOK 6200, PAGE 32, SAID REGISTER'S OFFICE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTHERLY RIGHT OF WAY OF DEADERICK STREET AT ITS INTERSECTION WITH THE EASTERLY RIGHT OF WAY OF FIFTH AVENUE, NORTH; THENCE, WITH THE RIGHT OF WAY OF FIFTH AVENUE NORTH 27 DEGREES 13 MINUTES 06 SECONDS WEST 38.86 FEET TO A POINT; THENCE LEAVING SAID RIGHT OF WAY NORTH 62 DEGREES 34 MINUTES EAST 177.14 FEET TO A POINT, THENCE SOUTH 27 DEGREES 00 MINUTES 35 SECONDS EAST 15.61 FEET TO A POINT; THENCE SOUTH 62 DEGREES 48 MINUTES 35 SECONDS WEST 11.34 FEET TO A POINT; THENCE SOUTH 27 DEGREES 35 MINUTES 00 SECONDS EAST 24.00 FEET (SIC) TO A POINT IN THE NORTHERLY RIGHT OF WAY OF DEADERICK STREET; THENCE WITH SAID RIGHT OF WAY SOUTH 62 DEGREES 48 MINUTES 35 SECONDS WEST, 166.05 FEET TO THE POINT OF BEGINNING. CONTAINING 6,683 SQUARE FEET OR 0.15 ACRES, MORE OR LESS.

TRACT II

BEING A PART OF LOT NO. 74 OF THE PLAN OF THE ORIGINAL TOWN OF NASHVILLE, NOT OF RECORD, DESCRIBED AS FOLLOWS: BEGINNING ON THE SOUTHERLY MARGIN OF CHARLOTTE AVENUE, FORMERLY CEDAR STREET, AT THE NORTHEAST CORNER OF THE CATHEDRAL PROPERTY; THENCE WITH THE EASTERLY LINE OF SAID PROPERTY SOUTHWARDLY 105 FEET, MORE OR LESS, TO THE NORTHERLY MARGIN OF AN ALLEY; THENCE WITH SAID ALLEY EASTWARDLY 56 FEET, MORE OR LESS, TO THE WESTERLY MARGIN OF AN ALLEY; THENCE WITH SAID ALLEY NORTHWARDLY 105 FEET, MORE OR LESS, TO THE SOUTHERLY MARGIN OF CHARLOTTE AVENUE; THENCE WITH SAID AVENUE WESTWARDLY 56 FEET, MORE OR LESS TO THE BEGINNING.

TOGETHER WITH THAT PORTION OF ALLEY NO. 64 ALONG THE EASTERLY BOUNDARY LINE OF ALLEY NO. 51 ALONG THE SOUTHERLY BOUNDARY LINE, VESTED IN GRANTOR PURSUANT TO ORDINANCE NO. 77-555 CLOSING SAID ALLEYS.

TRACT III

BEING A PARCEL OF LAND IN THE FIRST CIVIL DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE, LOCATED ON THE EASTERLY SIDE OF FIFTH AVENUE NORTH AND BEING PART OF LOT NO. 74 AS SHOWN ON THE PLAN OF THE ORIGINAL TOWN OF NASHVILLE, NOT OF RECORD, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE EASTERLY MARGIN OF FIFTH AVENUE NORTH SAID POINT BEING SOUTH 27 DEGREES 17 MINUTES 32 SECONDS EAST, 65.80 FEET FROM THE SOUTHERLY MARGIN OF CHARLOTTE AVENUE, THENCE, LEAVING SAID EASTERLY MARGIN OF FIFTH AVENUE NORTH WITH A SEVERANCE LINE ONE FOOT SOUTH OF AND

PARALLEL TO ST. MARY'S CATHEDRAL NORTH 62 DEGREES 26 MINUTES 23 SECONDS EAST, 124.16 FEET; THENCE, WITH THE WESTERLY LINE OF PROPERTY CONVEYED TO FRANKLIN D. BRABSON, TRUSTEE, BY DEED OF RECORD IN BOOK 4960, PAGE 383, REGISTER'S OFFICE FOR DAVIDSON COUNTY, SOUTH 27 DEGREES 35 MINUTES EAST, 40.72 FEET; THENCE, WITH A PORTION OF THE NORTHERLY LINE OF LOT NO. 2, CITIZENS PLAZA, AS OF RECORD IN BOOK 6200, PAGE 32, SAID REGISTER'S OFFICE, PASSING THROUGH A POINT IN THE EASTERLY MARGIN OF FIFTH AVENUE NORTH, AS WIDENED, AT A DISTANCE OF 116.13 FEET FOR A TOTAL OF SOUTH 62 DEGREES 34 MINUTES WEST, 124.37 FEET TO THE ORIGINAL EASTERLY MARGIN OF FIFTH AVENUE NORTH; THENCE, WITH SAID EASTERLY MARGIN OF FIFTH AVENUE NORTH, NORTH 27 DEGREES 17 MINUTES 32 SECONDS WEST 40.45 FEET TO THE POINT OF BEGINNING. CONTAINING 5,040 SQUARE FEET OR 0.12 ACRE, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO CPC REALTY, LLC, A DELAWARE LIMITED LIABILITY COMPANY, BY QUITCLAIM DEED FROM ALLRIGHT CORPORATION, A DELAWARE CORPORATION, OF RECORD IN INSTRUMENT NO. 20070725-0088416, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

Being Parcel No. 093-023-010.00; 093-023-009.00 & 093-023-191.00.

Exhibit B

Permitted Encumbrances

All rights, easements, reservations and restrictions of record insofar as now in force and applicable; provided, however, that nothing contained in this deed shall be deemed or construed as an acknowledgment of the validity of the aforementioned matters of record or as an extension or renewal thereof if they, or any of them, have expired or become unenforceable by their own terms or by limitation, violation or for any other reason.