This instrument prepared by:
Mark C. Vaughan, Esq.
Levenfeld Pearlstein, LLC
2 North LaSalle Street, Suite 1300
Chicago, Illinois 60602

BILL GARRETT, Davidson County
Trans:T20130000907 DEEDWARRSP
Recvd: 01/04/13 08:14 9 pgs
Fees:48.00 Taxes:41685.16
20130104-0001080

Please return to:
John W. Beck, Esq.
Siegel, O'Connor, O'Donnell & Beck, P.C.
150 Trumbull Street
Hartford, Connecticut 06103

Map 93-23, Parcel 184

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $11,266,258.75, which amount is equal to or greater than the amount which the property transferred would command at fair and voluntary sale.

Affiant _____ [Grantee]

Subscribed and sworn to before me this 29 day of December, 2012.

_____
Notary Public

My commission expires: June 17 2015

{seal}

HEATHER LITTLE
Notary Public, State of Florida
Commission# EE 102126
My comm. expires June 17, 2015

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 31st day of December, 2012, by and between PSG MM, L.L.C., a Delaware limited liability company, as to an undivided 86.3854% interest, PSG SM-1, L.L.C., a Delaware limited liability company, as to an undivided 5.0326% interest, PSG SM-2, L.L.C., a Delaware limited liability company, as to an undivided 6.4198% interest, PSG SM-3, L.L.C., a Delaware limited liability company, as to an undivided 1.0811% interest, PSG SM-4, L.L.C., a Delaware limited liability company, as to an undivided 1.0811% interest, parties of the first part (collectively, "Grantor"), and PUBLIC SQUARE GARAGE NASHVILLE, LLC, a Delaware limited liability company and located at c/o LAZ Parking Realty Investors, LLC, Four Copley Place – Suite 4400-A, Boston, Massachusetts 02116, party of the second part ("Grantee");

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

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

with the hereditaments and appurtenances thereto appertaining. TO HAVE AND TO HOLD the same unto the Grantee, their successors and assigns, together with all of the rights and interest thereunto belonging, in fee simple.

Grantor covenants that they are lawfully seized in fee simple of the premises; that it has good and lawful right to sell and convey the same; and that the said premises are free and clear and unencumbered, except for those matters set forth on Exhibit "B" attached hereto and made a part hereof; and that it will warrant and forever defend the title and quiet possession thereto against the lawful claims of all persons claiming the same by, through or under Grantor (excluding claims arising out of the matters set forth on Exhibit "B"), but not further or otherwise.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, or the masculine, feminine or neuter gender, as the case may defend.

[Signature page follows]

WITNESS the signature of the Grantor the day and year first above written.

GRANTOR:

PSG MM, L.L.C., a Delaware limited liability company

By: SEC PSG INSIDE, LLC, an Illinois limited liability company, its Special Manager

By: _____
Name:
Its: Authorized Signatory

PSG SM-1, L.L.C., a Delaware limited liability company

By: SEC PSG INSIDE, LLC, an Illinois limited liability company, its Special Manager

By: _____
Name:
Its: Authorized Signatory

PSG SM-2, L.L.C., a Delaware limited liability company

By: SEC PSG INSIDE, LLC, an Illinois limited liability company, its Special Manager

By: _____
Name:
Its: Authorized Signatory

PSG SM-3, L.L.C., a Delaware limited liability company

By: SEC PSG INSIDE, LLC, an Illinois limited liability company, its Special Manager

By: _____
Name:
Its: Authorized Signatory

PSG SM-4, L.L.C., a Delaware limited liability company

By: SEC PSG INSIDE, LLC, an Illinois limited liability company, its Special Manager

By: _____
Name:
Its: Authorized Signatory

STATE OF Illinois)
) SS
COUNTY OF Cook)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared RICHARD KAPLAN the Authorized Signatory of SEC PSG INSIDE, LLC, an Illinois limited liability company, the Special Manager of PSG MM, L.L.C., a Delaware limited liability company, PSG SM-1, L.L.C., a Delaware limited liability company, PSG SM-2, L.L.C., a Delaware limited liability company, PSG SM-3, L.L.C., a Delaware limited liability company, PSG SM-4, L.L.C., a Delaware limited liability company, with whom I am personally acquainted (or proved to me to be on the basis of satisfactory evidence), and who, upon oath, acknowledged herself/himself to be the Authorized Signatory of and being authorized so to do, executed the within instrument for the purposes therein contained, by signing the name of the limited liability companies by herself/himself as such Authorized Signatory.

WITNESS my hand and Official Seal at office, this 28 day of December, 2012.

Susan Plichta
Notary Public

My Commission Expires: 10/18/2015

OFFICIAL SEAL
SUSAN PLICHTA
Notary Public - State of Illinois
My Commission Expires: 10/18/2015

Send Tax Bills To:
PUBLIC SQUARE GARAGE NASHVILLE, LLC,
a Delaware limited liability company
c/o LAZ Parking Realty Investors, LLC
Four Copley Place – Suite 4400-A
Boston, Massachusetts 02116

EXHIBIT A
TO SPECIAL WARRANTY DEED

MAP: 93-23
PARCELS: 184
ADDRESS: 300-350 DEADERICK STREET AND 344 FOURTH STREET
NASHVILLE, TN

BEING LAND IN NASHVILLE, FIRST CIVIL DISTRICT, SIXTH COUNCILMANIC DISTRICT, DAVIDSON COUNTY, TENNESSEE, LOCATED BETWEEN DEADERICK STREET AND CHARLOTTE AVENUE AND BETWEEN THIRD AVENUE NORTH AND FOURTH AVENUE NORTH, AS SHOWN ON RESUBDIVISION OF BLOCK "F", PART OF PROJECT ONE, CENTRAL LOOP GENERAL NEIGHBORHOOD RENEWAL AREA PROJECT NO. TENNESSEE R-72 OF RECORD IN PLAT BOOK 4460, PAGE 92, R.O.D.C., AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON SPIKE (OLD) IN THE NORTHEASTERLY INTERSECTION OF DEADERICK STREET (112-FOOT RIGHT-OF-WAY) AND FOURTH AVENUE NORTH (64-FOOT RIGHT-OF-WAY); THENCE ALONG THE EASTERLY RIGHT-OF-WAY OF SAID FOURTH AVENUE NORTH, NORTH 27 DEG. 37 MIN. 02 SEC. WEST, 141.96 FEET TO THE SOUTHEASTERLY INTERSECTION OF FOURTH AVENUE NORTH AND CHARLOTTE AVENUE (46.7-FOOT RIGHT-OF-WAY); THENCE ALONG THE SOUTHERLY LINE OF SAID CHARLOTTE AVENUE, NORTH 62 DEG. 32 MIN. 52 SEC. EAST, 355.26 FEET TO THE SOUTHWESTERLY INTERSECTION OF CHARLOTTE AVENUE AND THIRD AVENUE NORTH; THENCE ALONG THE WESTERLY LINE OF SAID THIRD AVENUE NORTH, SOUTH 27 DEG. 07 MIN. 09 SEC. EAST, 143.58 FEET TO THE NORTHWESTERLY INTERSECTION OF THIRD AVENUE NORTH AND DEADERICK STREET; THENCE ALONG THE NORTHERLY LINE OF DEADERICK STREET, SOUTH 62 DEG. 48 MIN. 35 SEC. WEST, 354.02 FEET TO THE POINT OF BEGINNING, ACCORDING TO SURVEY OF BARGE, WAGGONER, SUMNER AND CANNON, INC. DATED SEPTEMBER 9, 2003, AND BEARING FILE NUMBER 03887-18.

CONTAINING 50,631 SQUARE FEET, OR 1.16 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO PSG MM, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY, AS TO AN UNDIVIDED 86.3854% INTEREST, PSG SM-1, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY, AS TO AN UNDIVIDED 5.0326% INTEREST, PSG SM-2, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY, AS TO AN UNDIVIDED 6.4198% INTEREST, PSG SM-3, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY, AS TO AN UNDIVIDED 1.0811% INTEREST, PSG SM-4, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY, AS TO AN UNDIVIDED 1.0811% INTEREST IN INSTRUMENT 20060329-0035662 REGISTER'S OFFICE FOR DAVIDSON COUNTY, TN.

EXHIBIT B
TO SPECIAL WARRANTY DEED

[Permitted Exceptions]

EXHIBIT B
TO SPECIAL WARRANTY DEED

PERMITTED EXCEPTIONS

1. Taxes for the year 2012 a lien, due and payable, but not yet delinquent, and subsequent years.

2. All matters as shown on the plat of record in Plat Book 4460, page 92, Register's Office for Davidson County, Tennessee.

3. Restrictions contained in Warranty Deed of record in Book 4605, page 853, in said Register's Office.

4. Rights of tenants, as tenants only, under recorded or unrecorded leases.

5. Lease dated 8/2/2012 by and between Public Square Garage Nashville, LLC and Premier Parking of Tennessee, LLC.

6. Memorandum of Parking Agreement between AmSouth Bank, an Alabama state banking corporation, and PSG CT Series, L.L.C., a Delaware limited liability company, of record in Instrument No. 20030929-0143506, Register's Office for Davidson County, Tennessee.

Assignment and Assumption of Parking Agreement dated March 23, 2006, by and between PSG CT Series, L.L.C., a Delaware limited liability company, and PSG Leaseco SPE, L.L.C., a Delaware limited liability company, recorded March 29, 2006, as Document No. 20060329-0035665, Register's Office for Davidson County, Tennessee.

7. Deed of Trust from PSG MM, L.L.C., a Delaware limited liability company; PSG SM-1, L.L.C., a Delaware limited liability company; PSG SM-2, L.L.C., a Delaware limited liability company; PSG SM-3, L.L.C, a Delaware limited liability company; PSG SM-4, L.L.C., a Delaware limited liability company; and PSG Leaseco SPE, L.L.C., a Delaware limited liability company to William J. Rosenberg, for the benefit of Countrywide Commercial Real Estate Finance, Inc. dated March 23, 2006 and recorded on March 29, 2006 as Instrument Number 20060329-0035666, as assigned in Instrument No. 20060811-0099280 and Instrument No. 20090218-0013387, Register's Office for Davidson County, Tennessee, in the original amount of $12,100,000.00.

7. Assignment of Leases and Rents dated March 23, 2006 from PSG MM, LL.C., a Delaware limited liability company; PSG SM-1, LLC., a Delaware limited liability company; PSG SM-2, L.L.C, a Delaware limited liability company; PSG SM-3, L.L.C., a Delaware limited liability company; PSG SM-4, L.L.C., a Delaware limited liability company; and PSG Leaseco SPE, L.L.C., a Delaware limited liability company, to Countrywide Commercial Real Estate Finance, Inc., recorded March 29, 2006 and Instrument No, 20060329-0035667, as assigned in Instrument No. 20060811-0099280 and Instrument No. 20090218-0013387, Register's Office for Davidson County, Tennessee.

8. UCC Financing Statement by PSG MM, L.L.C., a Delaware limited liability company; PSG SM-1, LL.C., a Delaware limited liability company; PSG SM-2, L.L.C., a Delaware limited liability company; PSG SM-3, L.L.C., a Delaware limited liability company; PSG SM-4, L.L.C., a Delaware limited liability

company; and PSG Leaseco SPE, L.L.C., a Delaware limited liability company to Countrywide Commercial Real Estate Finance, Inc., recorded March 29, 2006 and Instrument No. 20060329-0035668, as amended in Instrument No. 20090218-0013388, as assigned in Instrument No. 20060811-0099281 and as continued in Instrument No. 20100930-0077835, Register's Office for Davidson County, Tennessee.

9. All existing laws and other governmental requirements.

10. All matters that are or would be shown on an accurate plat of survey of the real estate conveyed pursuant to this Special Warranty Deed.