BILL GARRETT, Davidson County
Trans:T20130051747 DEEDWARRSP
Recvd: 06/19/13 13:17 5 pgs
Fees:28.00 Taxes:5550.00
20130619-0062806

Special Warranty Deed

THIS INSTRUMENT PREPARED BY: David L. Lester, Esq. Dow Lohnes PLLC 6 Concourse Pkwy., Suite 1800 Atlanta, GA 30328		
ADDRESS NEW OWNER(S) AS FOLLOWS: HH III Realty, LLC Attn: Lee Harlan P.O. Box 100403 Nashville, TN 37224	SEND TAX BILLS TO: HH III Realty, LLC Attn: Lee Harlan P.O. Box 100403 Nashville, TN 37224	MAP - PARCEL NUMBER: 094 00 0 034.00 and 094 00 0 035.00

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **MANHEIM TENNESSEE, INC.**, a Delaware corporation, successor by merger to Tennessee Services Corporation, a Delaware corporation, (herein referred to as "Grantor") has this day bargained and sold and, by these presents, does hereby transfer and convey unto **HH III REALTY, LLC**, a Tennessee limited liability company, (herein referred to as "Grantee"), its heirs and assigns, forever, the following described tract or parcel of land located in Davidson County, Nashville, Tennessee 37210 (the "Property"), to wit:

See **Exhibit A** attached hereto and made a part hereof by this reference.

THIS IS (X)IMPROVED ( )UNIMPROVED PROPERTY KNOWN AS:
1406 Lebanon Pike and 1408 Lebanon Pike.

TO HAVE AND TO HOLD said tract or parcel of land, subject to the Permitted Exceptions (as defined below), together with all the improvements thereon and the appurtenances thereunto belonging unto the said Grantee, its heirs and assigns, in fee simple, forever.

Further, the following deed restriction shall apply to the Property and the Property shall be subject to it:

The Property conveyed herein shall not be used for a period of ten (10) years from the date of the recording of this deed for (a) the conduct of any enterprise, business or activity involving directly or indirectly the sale by wholesale or retail auction of any automobile, truck, off-road vehicle, trailer, tractor, bus, motorcycle or any other vehicle or (b) a reconditioning facility for any of the above vehicles intended for wholesale or retail auction. Notwithstanding the foregoing, Grantee shall not be prohibited from selling motor vehicles from the fleet of Autow NationaLease Truck Rental, Inc., or its successors or assigns at auction.

GRANTOR COVENANTS with the said Grantee that it is lawfully seized and possessed of the Property, that it has a good and lawful right to sell and convey the Property, and that the Property is free from any lien or encumbrance whatsoever, except for applicable zoning and building regulations, all visible easements, restrictions and limitations of record, including those matters specified in **Exhibit B** attached hereto and made a part hereof (the "Permitted Exceptions"), and 2013 real estate taxes, which are to be prorated.

GRANTOR FURTHER COVENANTS with the said Grantee and binds itself, its successors and assigns, to warrant and forever defend the title thereto of said tract or parcel of land to the said Grantee, its successors and assigns, against the lawful claims and demands of all persons whomsoever.

ALL warranties of Grantor herein contained are expressly limited to those persons or parties claiming by, through or under Grantor.

Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS this the 17 day of June, 2013.

GRANTOR:

MANHEIM TENNESSEE, INC., a Delaware corporation

By: _____

Cody L. Partin
Authorized Signatory

STATE OF GEORGIA)
COUNTY OF FULTON)

Personally appeared before me, SANDRA GORDON, a Notary Public for the state and county aforesaid, Cody L. Partin, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is an Authorized Signatory of Manheim Tennessee, Inc., a Delaware corporation, the maker, and is authorized by the maker to execute this instrument on behalf of the maker.

WITNESS my hand and seal at office this 14 day of June, 2013.

Sandra Gordon
NOTARY PUBLIC

SANDRA L GORDON
NOTARY PUBLIC, STATE OF GEORGIA
DEKALB COUNTY
MY COMMISSION EXPIRES 1/08/2014

My Commission Expires:

SANDRA L GORDON NOTARY PUBLIC DEKALB COUNTY, GA

STATE OF GEORGIA)
COUNTY OF FULTON)

I hereby swear or affirm that, to the best of my knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $1,500,000.00.

Cody L. Partin
Authorized Signatory of Grantor

WITNESS my hand and seal at office this 14 day of June, 2013.

Sandra Gordon
NOTARY PUBLIC

SANDRA L GORDON
NOTARY PUBLIC, STATE OF GEORGIA
DEKALB COUNTY
MY COMMISSION EXPIRES 1/08/2014

My Commission Expires:

SANDRA L GORDON NOTARY PUBLIC DEKALB COUNTY, GA

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

Being land in the 19th Councilmanic District of Davidson County, Tennessee, also being known as parcels 34 and 35 of Davidson County tax map 94, as described in instrument number 200210280131868 and being more particularly described as follows:

COMMENCING at an iron pin found in the northerly right of way of Lebanon Pike at the right of way intersection of Lebanon Pike and CSX railroad, thence South 81 degrees, 40 minutes, 14 seconds West, 1356.41 feet to an iron pin (set), this being the true **POINT OF BEGINNING;**

Thence with said northern right of way of Lebanon Pike, South 81 degrees, 31 minutes, 25 seconds West, 246.10 feet to an iron pin (set);

Thence leaving said right of way, North 07 degrees, 29 minutes, 17 seconds West, 295.51 feet to an iron pin (set);

Thence South 81 degrees, 23 minutes, 15 seconds West, 101.00 feet to an iron pin (set);

Thence North 08 degrees, 36 minutes, 45 seconds West, 313.37 feet to an iron pin (set);

Thence North 83 degrees, 44 minutes, 52 seconds East, 554.23 feet to a magnetic nail (found);

Thence South 06 degrees, 11 minutes, 07 seconds West, 325.19 feet to an iron pin (found);

Thence South 07 degrees, 42 minutes, 04 seconds West, 86.42 feet to a nail (set);

Thence South 81 degrees, 55 minutes, 07 seconds West, 50.00 feet to a nail (set);

Thence South 07 degrees, 35 minutes, 35 seconds West, 197.55 feet to the **POINT OF BEGINNING.**

Containing 246,068.1 square feet, or 5.65 acres more or less.

According to a survey by Jeffrey A. Leopard, TN Registered Land Surveyor No. 2415, dated September 4, 2012.

Being the same property conveyed to Tennessee Services Corporation, a Delaware corporation, by Warranty Deed from AA Property Holdings, Inc., a Delaware corporation, of record as Instrument No. 20021028-0131868, Register's Office for Davidson County, Tennessee, the said Tennessee Services Corporation having merged into Manheim Tennessee, Inc. as evidenced by Certificate of Merger filed in the State of Delaware on December 23, 2009.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Matters shown on that certain survey by Jeffrey A. Leopard, dated September 4, 2012, and revised February 15, 2013.

2. All matters shown on the Plat of Nashville Auto Auction of record in Book 5190, page 512, Register's Office for Davidson County, Tennessee, including 20 foot minimum building setback line from Lebanon Pike.

3. All matters shown on the Plat of Robert J. Joslin Property Two Lot Resubdivision of record in Book 5190, page 602, Register's Office for Davidson County, Tennessee, including 20 foot minimum setback line from Lebanon Pike.