

Exhibit A

QUIT CLAIM DEED

eCRV# _____

DEED TAX DUE: \$ _____

Date: _____, 201_

FOR VALUABLE CONSIDERATION, VOYAGEUR INN, LLC, a limited liability company under the laws of the State of Minnesota ("Grantor"), hereby conveys and quitclaims to the CITY OF DULUTH, a municipal corporation and political subdivision under the laws of the State of Minnesota ("Grantee"), real property in St. Louis County, Minnesota, legally described on EXHIBIT A attached hereto (the "Air Rights Parcel"), together with all hereditaments and appurtenances;

and together with all of Grantor's right, title, and interest in and to those certain support columns (including footings) now existing as shown on ATTACHMENT 1 attached hereto (the "Support Columns") located on the Air Rights Parcel and on the real property in St. Louis County, Minnesota, legally described on EXHIBIT B attached hereto (the "Ground Parcel"), and used for the support of that certain parking ramp currently existing on the Air Rights Parcel (the "Parking Ramp");

and together with a perpetual and non-exclusive easement appurtenant to the Air Rights Parcel, upon, over, and across the Ground Parcel, for the inspection of, maintenance of, repair of, and access to the Support Columns, provided however that Grantee's exercise of such easement shall not have a material adverse effect on or substantially interfere with the beneficial use and enjoyment of the Ground Parcel by Grantor, or its successors or assigns;

and together with a perpetual easement appurtenant to the Air Rights Parcel exclusive of all others, except Grantor, for the continued existence of the Support Columns in the locations as shown on ATTACHMENT 1.

Grantor retains a perpetual and non-exclusive easement appurtenant to the Ground Parcel, upon, over, and across the portion of the Air Rights Parcel as described in EXHIBIT C for encroachment into the Air Rights Parcel by vehicles and equipment used in the operation of the Ground Parcel for parking purposes, and storage incidental thereto.

Check here if all or part of the described real property is Registered (Torrens)

Check applicable box:

- The Seller certifies that the Seller does not know of any wells on the described real property.
- A well disclosure certificate accompanies this document.
- I am familiar with the property described in this instrument and I certify that the status and number of wells on the described real property have not changed since the last previously filed well disclosure certificate.
- The total consideration for this transfer of property is \$500 or less.

[SIGNATURE FOLLOWS ON NEXT PAGE]

VOYAGEUR INN, LLC

By _____
_____, its _____

State of Minnesota, County of St. Louis

This instrument was acknowledged before me on _____, 201__, by _____, the
_____ of VOYAGEUR INN, LLC, a limited liability company under the laws of the State of
Minnesota.

(seal)

(signature of notarial officer)

THIS INSTRUMENT WAS DRAFTED BY:

City of Duluth
Office of the City Attorney
411 W. First Street, Room 410
Duluth, Minnesota 55802

TAX STATEMENTS FOR THE REAL PROPERTY
DESCRIBED IN THIS INSTRUMENT SHOULD BE SENT TO:

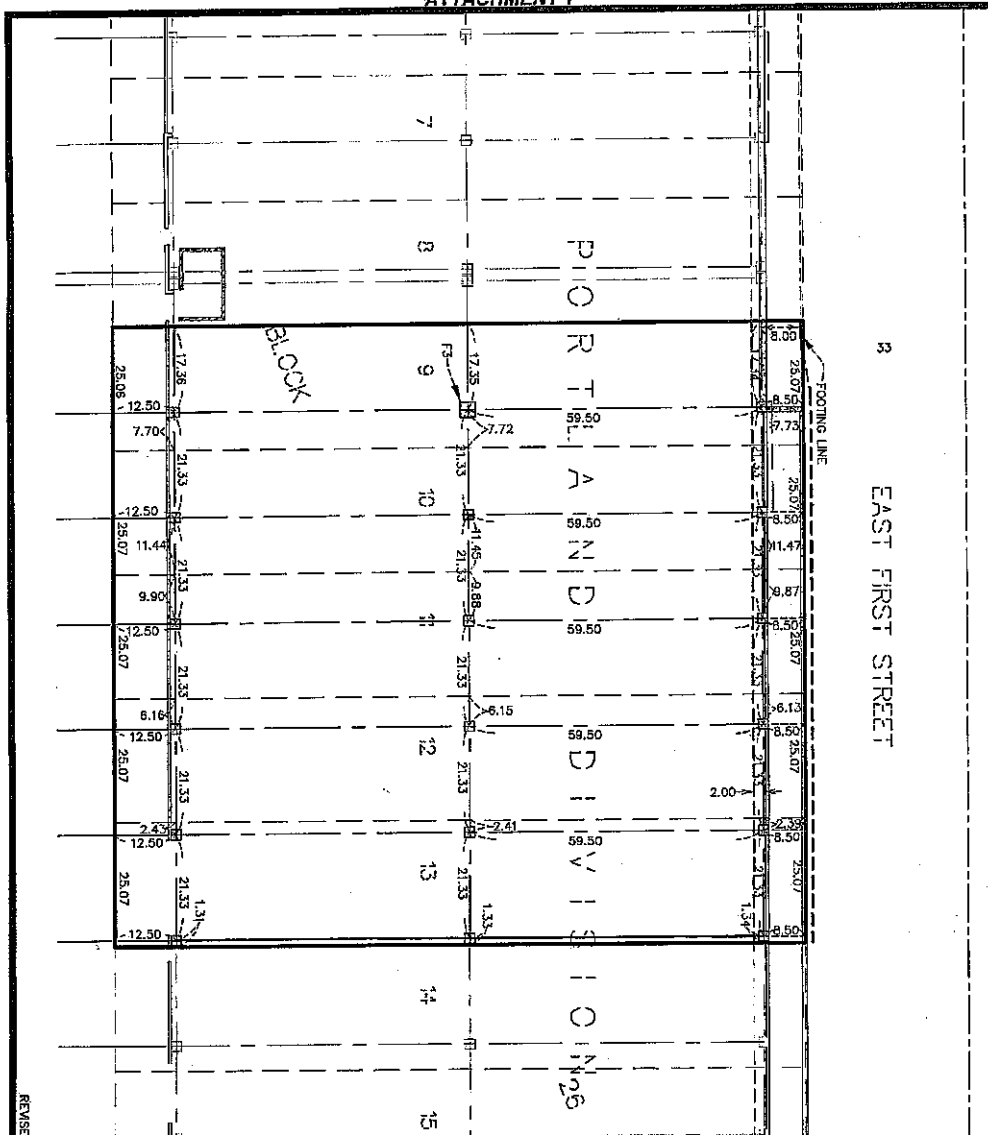
City of Duluth

EXHIBIT A
Air Rights Parcel

All those portions of Lots 9, 10, 11, 12 and 13, Block 26, PORTLAND DIVISION OF DULUTH, St. Louis County, Minnesota (the "Land") described as follows:

1. Those portions of the Land lying at and below grade in the Northerly ten and one-half feet (10.5') of the Land, as shown on Attachment 1.
2. All air rights lying above an elevation of Six Hundred Seventy-Seven feet (677'-0"), NAVD 1988.

ATTACHMENT 1



8 EAST FIRST STREET

PORTLAND DIVISION

BLOCK

REVISED 4/7/05 MOVE IMPROVEMENTS 1.5 FT NORTH PER MSA



20 0 20 40
SCALE IN FEET

NOTE

BOUNDARY INFORMATION PROVIDED BY SALO ENGINEERING COMPANY. PILLAR FOOTINGS ARE 4 FT BY 4 FT SQUARE UNLESS NOTED OTHERWISE.

F3 5 FT BY 5 FT SQUARE PILLAR FOOTING

LEGAL DESCRIPTION

Lots 9, 10, 11, 12 and 13, Block 26, PORTLAND DIVISION, according to the recorded plat thereof, St. Louis County, Minnesota.

| | |
|-------------|---------------------|
| DATE | 4/7/05 |
| BY | ALTA SURVEY COMPANY |
| PROJECT NO. | 2005-003 |
| SHEET NO. | 1 |

PROJECT
SMDC PARKING RAMP
CLIENT
STANIUS JOHNSON ARCHITECTS

I hereby certify that this report was prepared by me or under my direct supervision and that I am a duly registered land surveyor under the laws of the State of Minnesota.
[Signature]
DATE 4/7/05 REGISTRATION NO. 14372

ALTA SURVEY COMPANY, INC.
4929 Matterhorn Drive - Duluth, MN 55811
PHONE (218) 727-5211 FAX (218) 727-3798

EXHIBIT B
Ground Parcel

All those portions of Lots 9, 10, 11, 12 and 13, Block 26, PORTLAND DIVISION OF DULUTH, St. Louis County, Minnesota (the "Land") described as follows:

All of the Land and space lying below an elevation of Six Hundred Seventy-Seven feet (677'-0"), NAVD 1988, including all portions of the Land lying at and below grade, less and except those portions of the Land lying at and below grade in the Northerly ten and one-half feet (10.5') of the Land, as shown on Attachment 1.

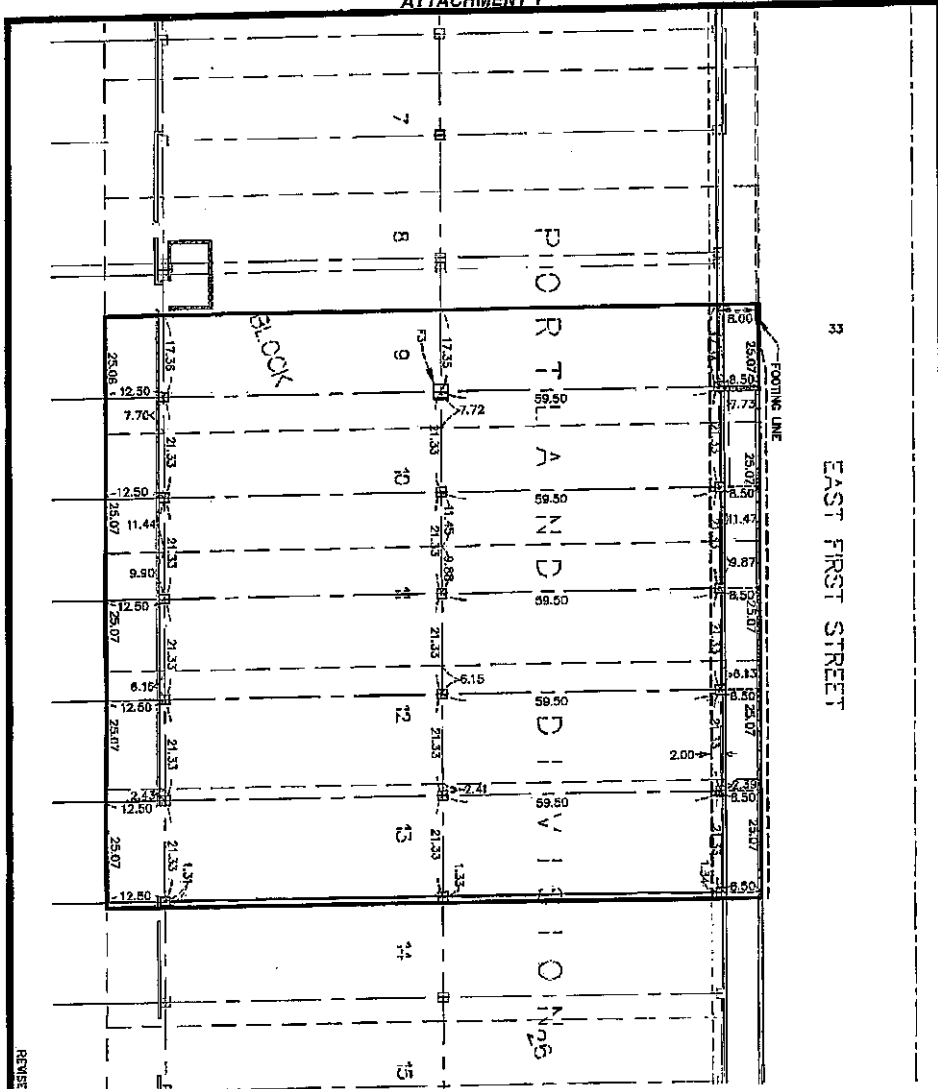
EXHIBIT C
Air Rights Easement Parcel

All those portions of Lots 9, 10, 11, 12 and 13, Block 26, PORTLAND DIVISION OF DULUTH, St. Louis County, Minnesota (the "Land") described as follows:

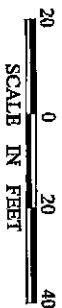
All of the Land and space lying above an elevation of Six Hundred Seventy-Seven feet (677'-0"), NAVD 1988, but lying below an elevation of Six Hundred Eighty feet (680'-0"), NAVD 1988.

ATTACHMENT 1
Existing Support Columns
(See Attached)

ATTACHMENT 1



EAST FIRST STREET



NOTE:

BOUNDARY INFORMATION PROVIDED BY SAUD ENGINEERING COMPANY. PILLAR FOOTINGS ARE 4 FT BY 4 FT SQUARE UNLESS NOTED OTHERWISE.

F3 5 FT BY 5 FT SQUARE PILLAR FOOTING

LEGAL DESCRIPTION

Lots 9, 10, 11, 12 and 13, Block 26, PORTLAND DIVISION, according to the recorded plat thereof, St. Louis County, Minnesota.

REVISED 4/7/05 MOVE IMPROVEMENTS 1.5 FT NORTH PER ISA

| | | | |
|---|---|---|---|
| DATE 3/17/05 PROJECT NO. SHEET NO. | PROJECT SMD C PARKING RAMP | <p>I hereby certify that this report was prepared by me or under my direct supervision and that I am a duly registered land surveyor under the laws of the State of Minnesota.</p> <p><i>[Signature]</i> DATE 4/2/05 REGISTRATION NO. 13577</p> | <p>ALTA SURVEY COMPANY, INC. 4929 Matterhorn Drive - Duluth, MN, 55811 PHONE (218) 727-5211 FAX (218) 727-3798</p> |
| | CLIENT STANIUS JOHNSON ARCHITECTS | | |