"THIS INSTRUMENT PREPARED BY E. BERRY HOLT, III
ATTORNEY, 21st FLOOR - FIRST AMERICAN CENTER
NASHVILLE, TENNESSEE 37238"

File Box

QUITCLAIM DEED

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ress New Owner(s) as Follows:	Send Tax Bills To:	Map and Parcel Number
VIS H. CARR, TRUSTEE	SAME	Tract # 1 Map 93-10; Parcel 381.
1st Fl., First American Center		Tract # 2
shville, Tennessee 37238		Map 93-9; Parcel 86,87,99 & 100.

WHEREAS, R. L. PARNELL CO., INC. (the "Corporation"), by action of its stockholders and directors, has adopted resolutions for complete liquidation and dissolution, copies of which are attached hereto as Exhibit A and are by reference incorporated herein; and

WHEREAS, the stockholders of the corporation, at the time of the adoption of the above-referenced resolutions, were the Estate of R. L. Parnell and Parnell Realty Company; and

WHEREAS, the said Parnell Realty Company has been liquidated prior to the date hereof, thereby making its stockholders, (the Estate of R. L. Parnell and the Irene F. Parnell Trust) stockholders of the said R. L. Parnell Co., Inc.; and

WHEREAS, at this time the Estate of R. L. Parnell and the Irene F. Parnell Trust are the only stockholders of the said R. L. Parnell Co., Inc.; and

WHEREAS, the Corporation is the owner of certain real property in Davidson County, Tennessee, more particularly described in Exhibit B which is attached hereto and is by reference incorporated herein (the "Property"); and

WHEREAS, the directors of the Corporation have determined that it is in the best interest of the stockholders of the Corporation that the Property be distributed to the stockholders by way of a liquidating distribution; and

WHEREAS, the stockholders of the Corporation have elected DAVIS H. CARR, TRUSTEE, to receive and take title to any properties of the Corporation which may be distributed in kind, in the course of the corporate liquidation;

(State of Tennessee)
(County of Davidson) The actual consideration for this transfer is
($ None .
(Subscribed and sworn to before me,
(this 16th day of August, 1978.

Affiant

(Notary Public

My Commission Expires: 7/18/82

E. BERRY HOLT NOTARY PUBLIC TENN. DAVIDSON COUNTY

NOW, THEREFORE, in consideration of the premises, and pursuant to the Plan of Liquidation, the Corporation has bargained, sold and by these presents does hereby transfer, convey and quitclaim unto DAVIS H. CARR, TRUSTEE, for the stockholders of the Corporation, his successors in trust and assigns, all right, title and interest of the Corporation in and to the Property.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to the said DAVIS H. CARR, TRUSTEE, his successors in trust and assigns, forever.

Said Property is conveyed subject to such limitations, restrictions, and encumbrances as may affect the premises, specifically, but not limited to the following:

1. 1978 State and County Real Property Taxes, which have been assumed by the Grantee.

2. Rights of Shell Oil Company under lease of record in Book 4553, page 591, as amended and supplemented in Book 4558, page 767, and Book 4698, page 199, said Register's Office, as to Tract No. 1 only.

3. Easement for Sanitary Sewers and/or Storm Drainage to Metropolitan Government of Davidson County, Tennessee, of record in Book 4594, page 928, Register's Office for Davidson County, Tennessee, as to Tract No. 1 only.

4. Rights of tenants in possession and any unrecorded leases as to Tract No. 2 only.

IN WITNESS WHEREOF, the Corporation has caused its name to be signed hereto by its duly authorized officier this 16th day of August, 1978.

R. L. PARNELL CO., INC.

By: Milton P. Rice
Milton P. Rice, President

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, E. Berry Holt III, a Notary Public

of the State and County aforesaid, personally appeared Milton P. Rice, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the President of R. L. PARNELL CO., INC., the within named bargainor, a corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and official seal at office in Nashville, Tennessee, this 16th day of August, 1978.

NOTARY PUBLIC

My Commission Expires: 7/18/82

EXHIBIT A

MINUTES OF A SPECIAL MEETING OF THE DIRECTORS
OF
R. L. PARNELL CO.
A Tennessee Corporation

A special meeting of the directors of R. L. Parnell Co., a Tennessee corporation, was held at the office of William A. Byrn, Jr. at the Trust Department of the First American National Bank, Nashville, Tennessee, on August 18, 1977, at 1:30 p.m. This meeting was called in order to discuss the possibility of liquidating the R. L. Parnell Co. to facilitate the payment of various bequests provided for in Mr. R. L. Parnell's Last Will and Testament.

The following persons, representing all of the directors of the company, were present:

Reber Boult
Milton P. Rice
Mai E. Weis

After a lengthy discussion, Mr. Reber Boult proposed the following resolution which was unanimously approved by the other directors.

"RESOLVED, that in the judgment of the Board of Directors of the corporation, it is deemed advisable and for the benefit of the shareholders and the corporation that it should be liquidated and dissolved;

RESOLVED, that, subject to the approval of the stockholders of the corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such total and complete liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation within twelve (12) months from the date hereof;

RESOLVED, that the actions of the officers of

the corporation in negotiating for the sale of all of the corporation's assets and business subject to the approval of the directors and the stockholders of the corporation, be, and they hereby are, ratified and approved;

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to file necessary notices of dissolution of business which are required by the General Corporation Act of the State of Tennessee;

RESOLVED, that after providing for all proper debts of the corporation, the remaining assets of the corporation which are not sold, be distributed to the stockholders of the corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a twelve (12) month period commencing with the date of stockholder approval of this plan for complete liquidation; and

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of the foregoing resolutions.

RESOLVED, that a special meeting of the stockholders be called to consider the above resolutions."

It was then moved that the resolutions as adopted and approved by the directors become effective immediately. After a thorough discussion, and upon motion being duly seconded, this motion was unanimously adopted and approved.

There being no further business to come before the meeting, the same was adjourned.

DIRECTORS:

Rober Boult

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Milton P. Rice

Milton P. Rice

Mai E. Weis

Mai E. Weis

MINUTES OF A SPECIAL MEETING OF THE STOCKHOLDERS
OF
R. L. PARNELL CO.
A Tennessee Corporation

A special meeting of the stockholders of R. L. Parnell Co., a Tennessee corporation, was held at the offices of William A. Byrn, Jr. in the Trust Department of First American National Bank, Nashville, Tennessee, on August 18, 1977, at 1:45 p.m. This meeting was called upon the recommendation of the directors of the R. L. Parnell Co. in order to consider the liquidation and dissolution of the R. L. Parnell Co. The following persons, representing all the stockholders of the company were present:

William A. Byrn, Jr. First American National Bank
Reber Boult
Milton P. Rice

After a thorough discussion by all of the parties present, the following resolutions were approved by the stockholders in order to facilitate the liquidation and dissolution of the corporation.

"RESOLVED, that the stockholders of the corporation hereby unanimously consent and approve the liquidation of the corporation all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors at a special meeting of the Board of Directors of the corporation duly convened and held on August 18, 1977, a copy of which was presented to this meeting, and which plan of liquidation is in all respects adopted and approved;

RESOLVED, that the plan to sell all the assets and business of the corporation within a twelve (12) month period from the date hereof be, and hereby is, approved, and the proper officers of the corporation are hereby authorized and directed to take such actions as they may deem necessary and desirable to consummate such sale;

RESOLVED, that the proper officers be, and they hereby are, authorized and directed to file any and all necessary documents in order to facilitate the liquidation and dissolution which are required by the State of Tennessee under the General Corporation Law; and

RESOLVED, that the proper officers of the corporation

be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation adopted by the Board of Directors of the corporation."

It was then agreed that the resolutions as adopted and approved by the stockholders become effective immediately. After a thorough discussion, and upon motion being duly seconded, this motion was unanimously adopted and approved.

There being no further business to come before the meeting, same was adjourned.

STOCKHOLDERS:

R. L. Parnell

By: _____
William A. Byrn, Jr. First American National Bank

Co-Executors of the Estate of R. L. Parnell

_____
Reber Boult

_____
Milton P. Rice

PARNELL REALTY CO.

By: _____
Milton P. Rice, President

EXHIBIT B

Tract No. 1:

Land in Davidson County, Tennessee, being part of lots 245, 246, and 47 including part of an alley as shown on map of McNairy's West Nashville lots as of record in book 1, page 15, and Book "C", pages 136 and 137, Chancery Court of Nashville and described as follows:

Beginning at a point in the north margin of Broadway, said point being 152 feet east of the east margin of 15th Avenue; thence N 26° 56' 09" west, 182.0 feet to the center of an alley; thence along the center of an alley, N 62° 48' 13" east, 7.24 feet; thence N 27° 10' 31" west, 124.81 feet to the south margin of Grundy Street; thence along Grundy Street, N 50° 01' 09" east, 56.69 feet to a point; thence around a short curve to the right; radius of 15 feet, 25.53 feet; thence along the west margin of proposed 14th Avenue on a curve to the right with a radius of 3783.72 feet, 281.23 feet; thence around a short curve to the right, radius 25 feet; 39.72 feet to the north margin of Broadway; thence S 62° 48' 13" west, 72.18 feet to the point of beginning, containing 0.613 acres.

Being part of the property conveyed to R. L. Parnell Company, Inc., by four deeds, one from Hillsboro Realty Company, of record in book 1489, page 95, by deed from R. Lanier Parnell and wife, Mrs. Irene Fry Parnell, of record in book 1534, page 259, by deed from Broadway Realty Company, of record in book 3165, page 417, and by deed from R. Lanier Parnell and First American National Bank of Nashville, of record in book 4323, page 652, Register's Office for Davidson County, Tennessee.

Tract No. 2:

Land in Davidson County, State of Tennessee, described as follows, to-wit:

PARCEL NO. 1: A lot or parcel of land in South Nashville, Davidson County, Tennessee, beginning at the southwest corner of Fourth Avenue South, formerly Cherry Street, and Lea Avenue, formerly Highland Street; thence with the westerly margin of Fourth Avenue South, southwardly 77-1/2 feet; thence westwardly 165 feet, more or less, to the easterly margin of an alley; thence with said alley, northwardly to the southerly margin of Lea Avenue, formerly Highland Street; thence with said Street, eastwardly 165 feet, more or less, to the point of beginning.

PARCEL NO. 2: A lot or parcel of land in South Nashville, Davidson County, Tennessee, said lot or parcel having previously been conveyed in five tracts, described as follows:

Tract No. 1 - Land in Davidson County, Tennessee, being Lot No. 38 on the Plan of Barrow Grove, as of record in Book "S", pages 279, 319, 612 and 679, Register's Office for said County. Said Lot No. 38 fronts 35 feet on the westerly side of Fourth Avenue South, formerly Cherry Street, and runs back between parallel lines, 165 feet to an alley.

Tract No. 2 - Being Lot No. 39 on the Plan of Barrow Grove Lots, as of record in Book "S", pages 279, 319, 612 and 679, Register's Office for said County. Said Lot No. 39 fronts 35 feet, more or less, on the westerly side of Fourth Avenue South, formerly Cherry Street, and runs back between parallel lines, 165 feet to an alley.

Tract No. 3 - (A) Being Lot No. 1 in the subdivision of the Andrew Gennette property on South Cherry Street, now Fourth Avenue South, described as follows: Beginning on the westerly margin of said Avenue at Eva A. Iser's, formerly Estes' southeast corner; thence with the westerly margin of said Avenue southerly 54 feet to the northeast corner of Lot No. 2; thence at right angles westerly 162 feet, more or less, to the easterly margin of an alley; thence with said alley northerly 54 feet to said Iser's southwest corner; thence with her southerly line easterly 162 feet, more or less, to the beginning.

(B) Beginning on the westerly side of margin of Cherry Street, now Fourth Avenue South, 54 feet southwardly from Iser's southeast corner, being the southeast corner of the lower lot, and running south wardly with Cherry Street, now Fourth Avenue, 40 feet; thence at right angles westwardly 162 feet, more or less, to an alley; thence northwardly with said alley 40 feet to the southwest corner of the lower Iser Lot; thence eastwardly with the line of said Iser's lot 162 feet, more or less, to the beginning.

Tract No. 4 - Land in Davidson County, Tennessee, being a lot or parcel of land in South Nashville, described as follows: Beginning on the westerly margin of Fourth Avenue South, formerly Cherry Street, at the northeast corner of the property conveyed to S. H. Wilson and wife, by deed from E. S. Balthrop and wife, of record in Book 613, page 491, Register's Office for said County; thence with Wilson's northerly line westwardly 162 feet, more or less, to the easterly margin of an alley; thence with said alley northwardly 45 feet to the southwest corner of the property conveyed to A. J. Moore by deed from R. L. Wilkinson et al, of record in Book 531, page 366, said Register's Office; thence with Moore's southerly line eastwardly 162 feet, more or less, to the westerly margin of Fourth Avenue South; thence with the westerly margin of Fourth Avenue South, southwardly 45 feet to the beginning.

Tract No. 5 - A small lot in the City of Nashville known as House No. 603 Fourth Avenue South, described as follows: Beginning at a point on the westerly margin of Fourth Avenue South, formerly Cherry Street, at the southeast corner of Lot No. 39, as shown on the Barrow Grove Plan of Lots of record in Book "S", page 279, of the Register's Office for said County; thence along the south line of Lot No. 39 of said Plan westerly 165 feet to an alley; thence with the margin of said alley southerly 39 feet to a point; thence easterly, parallel to the first line, 165 feet to the westerly margin of Fourth Avenue South; thence with the margin of the same northerly 39 feet to the point of beginning.

Being the same property conveyed to R. L. Parnell Company be deed from Adkins Cargo Express, Inc., of record in Book 4248, page 151, Register's Office for said County.

E 8 3 2 8 0

IDENTIF. REFERENCE

AUG 16 4 12 PM '78*

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

AUG 16 78 MISC 8* 20.00 20.00