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CHANCERY COURT

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Bk 65

IN THE CHANCERY COURT FOR DAVIDSON COUNTY, TENNESSEE

BRUCE G. DAVIS, TRUSTEE,

Petitioner,

v.

GRW ENTERPRISES, INC.,

Respondent.

BOOK 8868 PAGE 524

No. 91-799-I

Costs paid

ORDER FILED & ENTERED NOV 23 1992

MINUTE BOOK_____ PAGE_____

MODIFIED FINAL ORDER

Pursuant to the findings of fact and conclusions of law in the court's memorandum opinion filed on August 29, 1991, this court entered, Minute Book 290, page 674, a Final Order on September 24, 1991, in resolution of all pending claims in this action. In an appeal of this action, on July 29, 1992, the Court of Appeals of Tennessee, Middle Section, Appeal No. 01-A-01-9202-CH-00051, affirmed this court's decision, but ruled that the Final Order should be modified to reflect that the conveyance of real property to the defendant/respondent should reserve two easements to the plaintiff/petitioner, and that, upon payment of the necessary consideration for the conveyance, title to the land involved in this action is divested out of the plaintiff/petitioner and vested in the defendant/respondent. There was no attempt to obtain a review of the Court of Appeals' decision to the Tennessee Supreme Court, and the time within which to seek such review has expired. The Court of Appeals' decision is thus final and binding on the parties and this court.

In compliance with the Court of Appeals' decision in this action, it is, therefore, ORDERED as follows:

1. The court having found in favor of the defendant/respondent, GRW Enterprises, Inc. ("GRW") on the merits of all claims asserted by the plaintiff/petitioner, Bruce G. Davis, Trustee ("Mr. Davis"), all claims by Mr. Davis are dismissed.

2. The court having found in favor of GRW on the counterclaim by GRW against Mr. Davis, pursuant to Rule 70, Tennessee Rules of Civil Procedure, the final judgment of specific performance entered by this court on June 15, 1989 in the case styled GRW Enterprises, Inc. v. Bruce G. Davis, Trustee, No. 88-363-I, shall operate as a deed to convey the real property at issue in that action, subject to the necessary easements, without any conveyance being executed by Mr. Davis. Certified copies of this Modified Final Order and that Final Judgment in Case No. 88-363-I shall be recorded with the office of the Davidson

County Register of Deeds and shall stand in the place of a deed transferring all rights, title and interest in the property from Mr. Davis to GRW, subject to the easements described below in paragraph 3.

3. The real property that is transferred to GRW pursuant to the judgment of specific performance described in the preceding paragraph (the "Property") is that real property described in paragraph 3 of the Complaint filed on February 16, 1988 in Case No. 88-363-I, and further described in the Abstract of Complaint and Notice of Claim to Lien Lis Pendens of record in Book 7469, page 671, Register's Office for Davidson County, Tennessee, which property is more particularly described as follows:

> Being a portion of Parcel 17 on Map 128 in the records of the tax assessor for Metropolitan Nashville-Davidson County, described as follows according to a survey dated November 9, 1992 prepared by Joseph G. Petrosky Associates, Inc., 805 Bradford Avenue, Nashville, Tennessee, 37204, in association with Joseph M. Holland, Tennessee surveyor license no. 1645:
>
> BEGINNING at a point on the northerly margin of the right-of-way of U. S. Highway 70 S, said point being the southeast corner of parcel 17 on map 128, and also being the southwest corner of the Bellevue West property as described in the deed of record in Deed Book 7900, Page 124, Register's Office for Davidson County, Tennessee ("RODC");
>
> THENCE with the northerly right-of-way line of U. S. Hwy. 70 S, North 58 degrees 05 minutes 33 seconds West for a distance of 227.88 feet to an iron pin at the southeast corner of the Tree Top Enterprises property as described in the deed of record in Deed Book 6486, Page 296, RODC;
>
> THENCE leaving said right-of-way and with the Tree Top Enterprises property line North 09 degrees 03 minutes 33 seconds East for a distance of 186.56 feet to an iron pin;
>
> THENCE leaving the Tree Top Enterprises line and with a new line common with the remainder of the Bruce G. Davis, Trustee, property as described in the deed of record in Deed Book 6772, Page 551, RODC, Tennessee, South 58 degrees 05 minutes 33 seconds East for a distance of 307.25 feet to an iron pin on the westerly property line of the previously referenced Bellevue West property;
>
> THENCE with the western line of the Bellevue West property, South 34 degrees 13 minutes 00 seconds West for a distance of 172.06 feet to the POINT OF BEGINNING.
>
> The Property is subject to two (2) twenty-five (25) foot easements, for the purpose of providing ingress and egress across the Property to and from the tract of real property owned by Bruce G. Davis, Trustee, which is located to the north of the Property, such easements being described as follows:
>
> EASEMENT 1
>
> BEGINNING at an iron pin on the northern right-of-way of U. S. Highway 70 S, at the southwestern corner of the Bellevue West property as described in Deed Book 7900, page 124, RODC;
>
> THENCE North 58 degrees 05 minutes 33 seconds West for a distance of 25.02 feet along the northern right-of-way of the U. S. Highway 70 S to a point;

THENCE North 34 degrees 13 minutes 00 seconds East for a distance of 172.06 feet to a point on the southern boundary of Bruce G. Davis property;

THENCE South 58 degrees 05 minutes 33 seconds East for a distance of 25.02 feet along the southern boundary of Bruce G. Davis property to an iron pin;

THENCE South 34 degrees 13 minutes 00 seconds West for a distance of 172.06 feet along the western boundary of the Bellevue West property to the POINT OF BEGINNING.

EASEMENT 2

BEGINNING at an iron pin on the northern right-of-way of U. S. Highway 70 S, at the southeastern corner of Tree Top Enterprises property as described in Deed Book 6486, page 296, RODC;

THENCE North 09 degrees 03 minutes 33 seconds East for a distance of 186.56 feet along the eastern boundary of the Tree Top Enterprises property to an iron pin;

THENCE South 58 degrees 05 minutes 33 seconds East for a distance of 27.13 feet along the southern boundary of Bruce G. Davis property to a point;

THENCE South 09 degrees 03 minutes 33 seconds West for a distance of 186.56 feet to a point on the northern right-of-way of U. S. Highway 70 S;

THENCE North 58 degrees 05 minutes 33 seconds West for a distance of 27.13 feet along the northern right-of-way of U. S. Highway 70 S to the POINT OF BEGINNING.

4. GRW shall tender the balance of the purchase price for the Property to Mr. Davis. If Mr. Davis shall refuse the tender, then GRW shall deposit the balance of the purchase price for the Property with the Clerk and Master of this court, to be disbursed pursuant to further orders of this court. Upon payment of that consideration to Mr. Davis, or to the Clerk and Master if Mr. Davis shall refuse tender of payment, title to the Property is divested out of Mr. Davis and vested in GRW, subject to the easements described in paragraph 3 above.

5. GRW's request that Mr. Davis be held in contempt of court is denied.

6. The costs of this action are taxed to Mr. Davis, the petitioner, for which execution may issue if necessary.

Irvin H. Kilcrease, Jr., Chancellor

I hereby certify that this is a true copy of original instrument filed in this office.
This 17 day of February, 19 93
CLAUDIA C. BONNYMAN, Clerk & Master
By Deputy Clerk

SUBMITTED FOR ENTRY:

BOOK 8868 PAGE 527

Kenneth R. Jones, Jr. (No. 7278)

SHERRARD & ROE
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Nashville, Tennessee 37219
(615) 742-4200

Attorneys for GRW Enterprises, Inc.

Peter H. Curry (No. 2905)

BOULT, CUMMINGS, CONNERS & BERRY
222 Third Avenue North
P. O. Box 198062
Nashville, Tennessee 37219-8062
(615) 244-2582

Attorneys for Bruce G. Davis

5009 02/18 0101 03CHECK 1378.60

Map and Parcel Number - To be Assigned
(Map 142, parcel 318)

Being a portion of the property conveyed to Bruce G. Davis, Trustee by deed of record in Book 6772, page 551, Register's Office for Davidson County, Tennessee.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value for this transfer of property is $368,000.00

AFFIANT

Sworn to and subscribed before me this 18th day of February, 1993.

NOTARY PUBLIC

My Commission Expires:

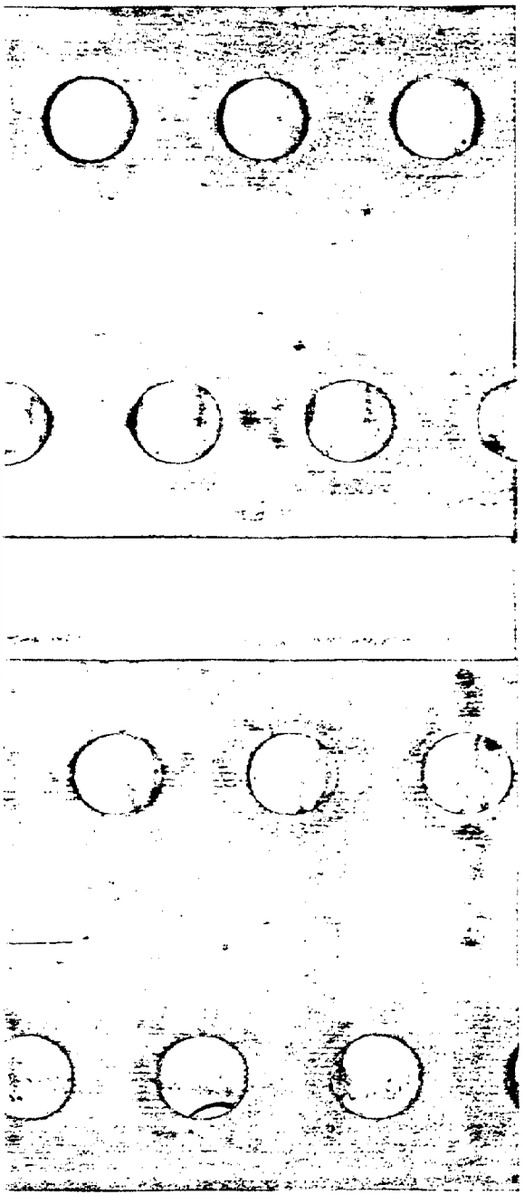
2/23/96

IDENTIFICATION REFERENCE

9 3 5 8 6

FEB 18 4 22 PM '93

DAVIDSON COUNTY, TN



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8868 PAGE 528

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
369000.00
CON TX 1361.60
PRFEE 1.00
MISC 16.00
TOTAL 1378.60
CHECK 1378.60

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

9358.6

IDENTIFICATION REFERENCE

FEB 18 4 22 PM '93

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FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN

No. 622641