STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $425,000.00

John L Combs
Affiant, John L. Combs

Subscribed and sworn to before me, this 1st day of August, 1994.

Brenda Larkins
Notary Public
My commission expires: November 22, 1997

This instrument was prepared by:)
Clark Gorder)
4225 Harding Road, #103)
Nashville, TN 37205)

Address New Owner As Follows:	Send Tax Bills To:	Map/Parcel Numbers:
John Combs Cliff's Cabinet Co. 1301 Pillow Street Nashville, TN 37203	John Combs Cliff's Cabinet Co. 1301 Pillow Street Nashville, TN 37203	105-7/124 105-7/147 105-7/35 105-7/36 105-7/37

WARRANTY DEED WITH VENDOR'S LIEN

For and in consideration of the sum of Four-hundred twenty-five thousand dollars ($425,000):

(a) of which Twenty-one thousand two-hundred fifty dollars ($21,250) has been paid in cash by Cliff's Cabinet Company and John L. Combs (hereinafter "Grantee"), Grantee purchasing the property jointly and severally, the receipt of which is hereby acknowledged by Cliff's Cabinet Shop, Inc. (hereinafter "Grantor"); and,

(b) for the remainder of Four-hundred and three-thousand seven-hundred fifty dollars ($403,750), the Grantee has executed a promissory note of even date herewith with a vendor's lien being hereby expressly retained on the land herein conveyed to secure the payment of the above-described promissory note and all sums due thereunder, the Grantor has bargained and sold, and by these presents does transfer and convey unto Grantee, its successors and assigns and his heirs and assigns, subject however to the lien expressly retained by Grantor on the land herein conveyed, certain parcels of land in Davidson County, Tennessee, described as follows:

Part 1) Map 105-7, Parcel 124
Land in Davidson County, Tennessee, being the north 110 feet of the east part of Block "E" on the Plan of Hagan and Merritt's Lands, as of record in Book "N", page 241, County Court for Davidson County, Tenneessee.

Being the same property conveyed to Cliff's Cabinet Shop, Inc., by quitclaim deed of record in Book 7288, Page 194, Register's Office for Davidson County, Tennessee.

This is improved property known as 1301-1303 Pillow Street, Nashville, Tennessee, 37203.

Part 2) Map 105-7, Parcel 147
Land in Davidson County, Tennessee, being the northerly 36 feet of lot No. 7 of Block "D" on the Plan of the subdivision of Blocks "A" and "D" of the Merritt property, as of record in Book 421, page 153, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Cliff's Cabinet Shop, Inc., by deed of record in Book 4204, Page 596, Register's Office for Davidson County, Tennessee.

This is improved property known as 1300 Pillow Street, Nashville, Tennessee, 37203.

Part 3) Map 105-7, Parcel 35
Land in Davidson County, Tennessee, being the east 16 2/3 feet of lot No. 54 and the west 16 2/3 feet of lot No. 55 on the map of Humphrey-Houston and Martin's Addition of record in Book 36, page 117, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Cliff's Cabinet Shop, Inc., by deed of record in Book 4202, Page 703, Register's Office for Davidson County, Tennessee.

This is unimproved property known as 421 Humphrey Street, Nashville, Tennessee, 37203.

Part 4) Map 105-7, Parcel 36
Land in Davidson County, Tennessee, being the west 33 1/3 feet of lot No. 54 on the map of Humphrey-Houston and Martin's Addition of record in Book 36, page 117, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Cliff's Cabinet Shop, Inc., by deed of record in Book 4183, Page 395, Register's Office for Davidson County, Tennessee.

This is unimproved property known as 423 Humphrey Street, Nashville, Tennessee, 37203.

Part 5) Map 105-7, Parcel 37
Land in Davidson County, Tennessee, being lot No. 53 on the map of Humphrey-Houston and Martin's Addition of record in Book 36, page 117, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Cliff's Cabinet Shop, Inc., by deed of record in Book 4370, Page 560, Register's Office for Davidson County, Tennessee.

This is unimproved property known as 425 Humphrey Street, Nashville, Tennessee, 37203.

"Maximum principal indebtedness for Tennessee recording tax purposes is $403,750."

In the event of default in payment of any sum due under said promissory note, the owner and holder of said note may, at its option, declare the entire balance thereof, including both principal and interest, due and payable and enforce the lien herein retained by proper court action and have said parcels of land sold and the proceeds applied to the payment of the note and the expenses and costs, including reasonable attorneys' fees, incident to collection of the note and enforcement of said lien.

TO HAVE AND TO HOLD said parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns and his heirs and assigns, forever; and Grantor does covenant with said Grantee that Grantor is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as otherwise herein set out; and Grantor does further covenant and bind itself, its successors and representatives, to warrant and forever defend the title to said lands to the said Grantee, its successors and assigns and his heirs and assigns, against the lawful claims of all persons whomsoever.

THE LEASEHOLD OF THE GRANTEE/LESSEE FROM THE GRANTOR/LESSOR, as recorded in a Memorandum of Lease, dated March 9, 1993, of record in Book 8887, page 914, Register's Office for Davidson County, is hereby merged into the fee simple granted by this deed, and is therefore released and forever extinguished.

IN WITNESS WHEREOF, the undersigned have set their hands hereunto this 1st day of August, 1994.

GRANTOR:

Thedford L. Stalvey

THEDFORD L. STALVEY, PRESIDENT, CLIFF'S CABINET SHOP, INC.

GRANTEE:

John L Combs

JOHN L. COMBS, PRESIDENT, CLIFF'S CABINET COMPANY

John L Combs

JOHN L. COMBS, INDIVIDUALLY

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Sworn to and subscribed before me this 1st day of August, 1993.

Brenda Lawrence

Notary Public

My commission expires: November 22, 1997

PICK-UP

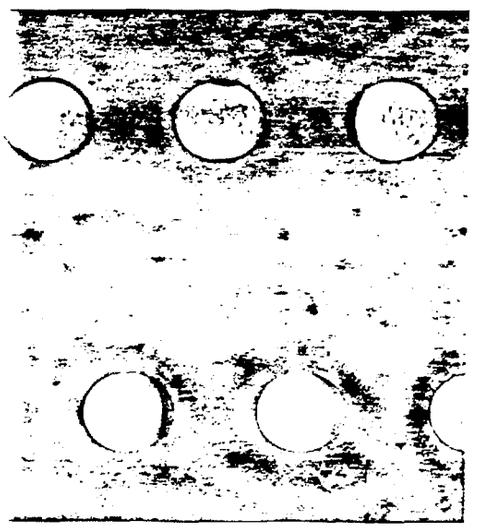
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REGISTER
DAVIDSON COUNTY, TN.

76583

IDENTIFICATION REFERENCE

2861 08/01 0101 03CHECK 2047.52





OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9422 PAGE 939

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 425000.00
MAMT 403750.00
CON TX 1572.50
MOR TX 462.02
PRFEE 1.00
WDEED 12.00
TOTAL 2047.52

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 2047.52

08/01/94 01 10:54 0001 2861

76583
IDENTIF. # REFERENCE

94 AUG -1 AM 10: 54
FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN.

No. 819402