Box 58

WARRANTY DEED

BOOK 10319 PG 566

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 500,000.00

Thomas R. Hamilton
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 9th DAY OF January 19 97

Notary Public

MY COMMISSION EXPIRES: November 25, 2000
(AFFIX SEAL)

THIS INSTRUMENT WAS PREPARED BY
COMBOS & HIX, P. C., 315 Deaderick Street, Su. 1100, Nashville, TN 37238

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
Orion Charters & Tours, Inc. (NAME)	Orion Charters & Tours, Inc. (NAME)	MAP 50
3502-04 Dickerson Road (ADDRESS)	(ADDRESS)	PARCEL 88
Nashville, TN 37207 (CITY) (STATE) (ZIP)	(CITY) (STATE) (ZIP)	

FOR AND CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEES, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, WE, John B. Vilmerding, Trustee and Derrell K. Jones and wife, Chris V. Jones

HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO Orion Charters & Tours, Inc., a Tennessee corporation

HEREINAFTER CALLED THE GRANTEES, THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN Davidson COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO-WIT:

Being Lots Nos. A & B on the Plan of John T. Benson Subdivision, as of record in Book 4350, page 60, Register's Office for Davidson County, Tennessee.

Said Lots Nos. A & B front together 300 feet on the Westerly side of Dickerson Road and extends back 500.26 feet on the northerly line and 513.36 feet on the southerly line to a dead line measuring 200 feet thereon.

Being the same property conveyed to John B. Vilmerding and Derrell K. Jones by deed from Joel W. Hemphill and wife, LaBreeska R. Hemphill of record in Book 5659, page 329, and by Deed of Correction (correcting the name of the Grantees) of record in Book 5724, page 538, Register's Office for Davidson County, Tennessee. John B. Vilmerding Quitclaimed his interest to John B. Vilmerding, Trustee of the John B. Vilmerding Revocable Trust under agreement dated November 20, 1991, with full power to sell, transfer, mortgage, encumber and convey without the joinder of any beneficiary, of record in Book 8497, page 211, said Register's Office.

The above legal description is the same as used on the prior Deed.

This conveyance is subject to 1997 taxes and subsequent years, a lien not yet due and payable, and assumed by the Grantees; all matters on the plan of record in Book 4350, page 60, Easements of record in Book 6740, page 916, Book 5659, page 329, Book 5724, page 538, and Book 8287, page 245, said Register's Office. subject to the rights and claims of parties in possession and to any and all leases not of public record.

NOTE: Chris V. Jones joins in this conveyance to convey any and all interest she may have in said property.

unimproved ( )
This is improved (X) property, known as 3502-04 Dickerson Road, Nashville, TN 37207
(House Number) (Street) (P.O. Address) (City or Town) (Postal Zip)

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns forever; and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it and the same is unencumbered, unless otherwise herein set out; and we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever. Wherever 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 our hand s this 9th day of January 19 97

John B. Vilmerding, Trustee

Derrell K. Jones

Chris V. Jones

BOOK 10319 PG 567

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned a Notary Public in and for said County and State, the within named Derrell K. Jones and Chris V. Jones

the bargainor s, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained. Witness my hand and official seal at Nashville, Tennessee, this 9th day of January 19 97.

Commission expires November 25, 2000

Marshall L. Hix
Notary Public

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned a Notary Public within and for the State and County aforesaid, personally appeared John B. Vilmerding ~~and XXX~~ with whom I am personally acquainted and who upon his oath(s) acknowledged himself to be the Trustee ~~and XXX~~ respectively of the John B. Vilmerding Revocable Trust, 11/20/91, the within named bargainor, ~~and corporation,~~ and that he as such Trustee has full power to convey without ~~and XXX~~ the joinder of any beneficiary and is being authorized so to do, execute the foregoing instrument for the purposes therein contained by signing the name of the ~~corporation~~ Trust by the said John B. Vilmerding as such Trustee, and ~~acknowledging the same to be the act of said XXXXXXXXXXXXXXXXXXXX~~ as such ~~XXX~~.

Witness my hand and official seal at office at Nashville, Tennessee on this the 9th day of January 19 97.

My commission expires November 25, 2000

Marshall L. Hix
Notary Public

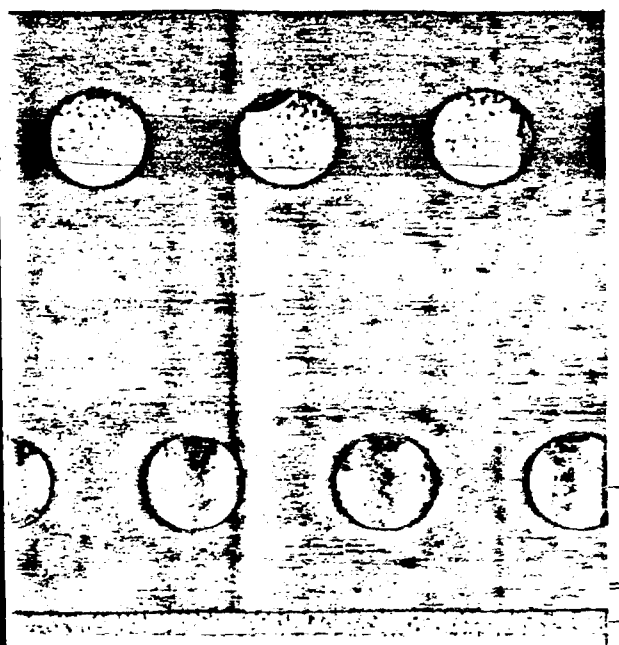
MARSHALL L. HIX NOTARY PUBLIC STATE OF TENNESSEE AT LARGE

97 JAN 14 PM 3:58

PEGGY J. WILLIAMS REGISTER
DAVIDSON COUNTY, TN.

4734 01/14 0101 03CHECK 1859.00

Page 2 of 2



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10319 PG 568

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 500000.00
CON TX 1850.00
PRFEE 1.00
WDEED 8.00
TOTAL 1859.00
CHECK 1859.00

01/14/97 01 15:59 0001 4734

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0264091
IDENTIFICATION REFERENCE

97 JAN 14 PM 3:58
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1107243