This instrument prepared by:
Sam D. Hodges, III
Grissim and Hodges, Attorneys
323 Union Street
Nashville, Tennessee 37201

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QUITCLAIM DEED AND RELEASE OF EQUITY PARTICIPATION

BOOK 10341 PG 209

WHEREAS, by Warranty Deed of record in Book 9551, page 51, and re-recorded in Book 9585, page 292, and Book 9589, page 586, in the Register's Office for Davidson County, Tennessee, James D. Petrucelli, a single man, conveyed certain property in Davidson County, Tennessee, to Roy Conway Flowers; and

WHEREAS, the Warranty Deed described above contained a reservation that in the event of the sale or sales of all or any part of the property described therein by Roy Conway Flowers prior to December 19, 1999, James D. Petrucelli would be entitled to an amount equal to 20% of the "net profit" on such sale (as the term "net profit" is described in the Warranty Deed), and in the event of any sale or sales of all or any part of the property described therein by Roy Conway Flowers on or after December 19, 1999, but prior to December 19, 2004, James D. Petrucelli would be entitled to an amount equal to 10% of the "net profit" on such sale; and

WHEREAS, James D. Petrucelli has agreed to execute this Quitclaim Deed and Release of Equity Participation, conditioned upon the payment to him by Roy Conway Flowers of the sum of Six Thousand and No/100 Dollars ($6,000.00);

NOW, THEREFORE, for and in consideration of the payment of the sum of Six Thousand and No/100 Dollars ($6,000.00) to James D. Petrucelli by Roy Conway Flowers, the receipt and sufficiency of which is hereby acknowledged, the said James D. Petrucelli hereby acknowledges the satisfaction, discharge, and cancellation of the reservation and equity participation contained in the Warranty Deed of record in Book 9551, page 57, as re-recorded in Book 9585, page 292, and Book 9589, page 586, said Register's Office. Further, the undersigned James D. Petrucelli hereby quitclaims and conveys unto Roy Conway Flowers any interest he may have retained, by virtue of the reservation contained in the Warranty Deed, in the property described as follows:

Land lying in the 13th Civil District of Davidson County, Tennessee, being more particularly described as follows:

Beginning in the center of Old Hickory Boulevard at the northeast corner of the property conveyed to George S. Buchanan by Partition Deed of record in Book 2278, page 524, Register's Office for Davidson County, Tennessee; thence with said Buchanan's eastern boundary line South 2 degrees 10' West 360 feet, and South 25 degrees 42' East 4005.32 feet to the Cumberland River; thence with the same North 79 degrees 15' East 846.5 feet; thence North 28 degrees 30' West 4309 feet to the center of Old Hickory Boulevard; thence with the center of the same North 87 degrees 16' West 500 feet to the beginning, containing 70 acres more or less.

Being the same property conveyed to Roy Conway Flowers by Warranty Deed of record in Book 9551, page 51, and re-recorded in Book 9585, page 292, and Book 9589, page 586, in the Register's Office for Davidson County, Tennessee,

IN WITNESS WHEREOF, James D. Petrucelli has caused this instrument to be executed on this the 31 day of January, 1997.

James D. Petrucelli
JAMES D. PETRUCELLI

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, JAMES D. PETRUCELLI, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at NASHVILLE, Tennessee, this 31st day of JANUARY, 1997.

Sam D. Hodges III
NOTARY PUBLIC

My Commission Expires: 1/24/98

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual considerationfor this transfer or value of property (whichever is greater) is $6,000.00.

Sam D. Hodges III
Affiant

Sworn to and subscribed before me this 3rd day of FEBRUARY, 1997.

Rebecca Ann Winton
NOTARY PUBLIC
My Commission Expires: 5/22/98

0270492
IDENTIF. A REFERENCE

97 FEB -5 PM 2:55
FELIX DELAPASTE REGISTER
DAVIDSON COUNTY, TN.

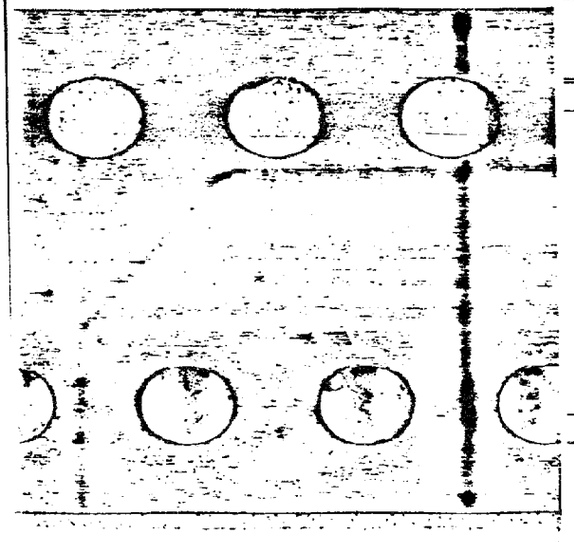
3562 02/05 0101 03CHECK 31.20

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

RECEIVED OF _____

FOR _____

BOOK 10341 PG 211



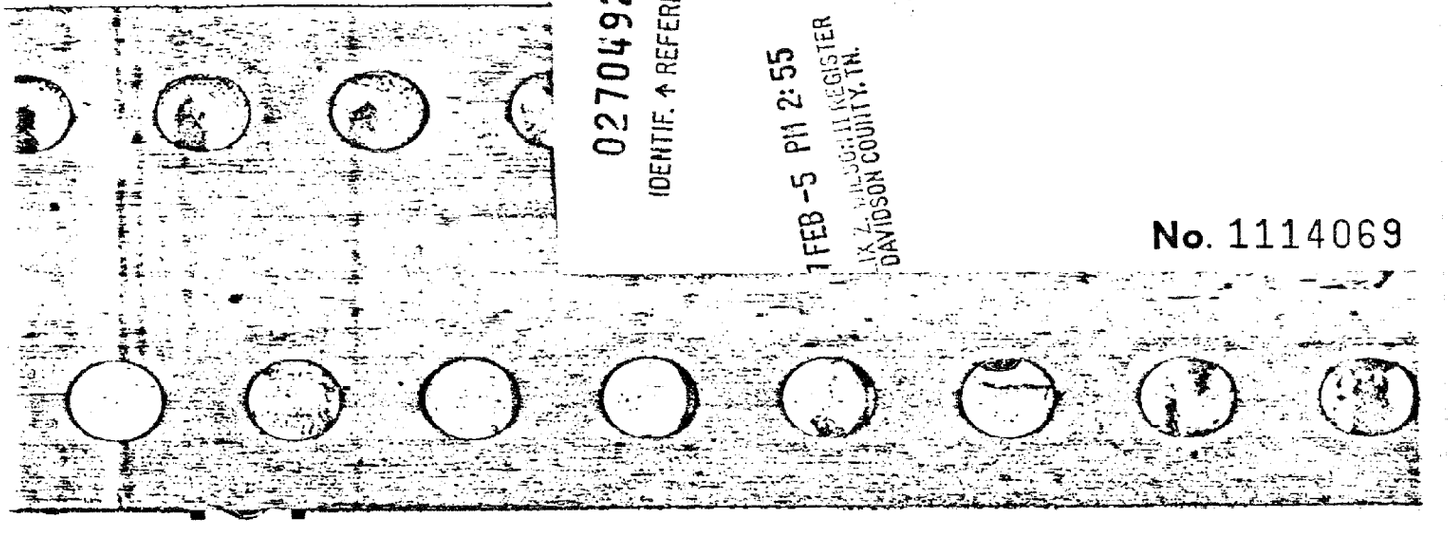
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT	6000.00
CON TX	22.20
PRFEE	1.00
MISC	8.00
TOTAL	31.20
CHECK	31.20

02/05/97 01 14:57 0001 3562

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0270492
IDENTIF. # REFERENCE

FEB -5 PM 2:55
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1114069