This Instrument Prepared By:
Gail P. Pigg, Attorney
219 Second Avenue, North
First Floor Suite
Nashville, Tennessee 37201

| OWNER(S) ADDRESS AS FOLLOWS: | SEND TAX BILLS TO: | MAP & PARCEL NO. |
|---|---|---|
| Reese L. Smith III, et al | Same | See Exhibit "A" |
| 2033 Richard Jones Road | | attached hereto |
| Nashville, Tennessee 37215 | | |

QUITCLAIM DEED

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, we,

REESE L. SMITH III,
TRUSTEE OF THE RSM TRUST
having full power to transfer and convey

Davidson County DEEDQC
Recvd: 10/29/01 13:39 4pgs
Fees:22.00 Taxes:0.00
20011029-0117641

do herewith transfer, quitclaim and convey unto

REESE L. SMITH III, STEPHEN B. SMITH
and MARK W. SMITH,
in equal shares as tenants in common

hereinafter called the GRANTEES, their heirs and assigns, all its right, title and interest in and to a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

SEE EXHIBIT "A" ATTACHED HERETO FOR A COMPLETE DETAILED DESCRIPTION

This conveyance is made for the purpose of liquidation of The RSM Trust by transferring all its properties to the sole beneficiaries, said sole beneficiaries being the grantees listed above.

Reese L. Smith III, Stephen B. Smith and Mark W. Smith, individually, join in this instrument as the sole beneficiaries of The RSM Trust.

WITNESS our hands this 16th day of February, 2001.

Reese L. Smith III
REESE L. SMITH III, TRUSTEE FOR
THE RSM TRUST

Reese L. Smith III
REESE L. SMITH III, Individually

STEPHEN B. SMITH, Individually

MARK W. SMITH, Individually

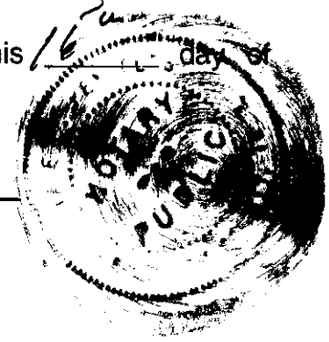
STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Reese L. Smith III, Trustee for The RSM Trust, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, the within named bargainors, and, who, upon oath, acknowledged that he executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal at office in Nashville, Tennessee, this 16th day of February, 2001.

NOTARY PUBLIC

My commission expires: 5-28-03.



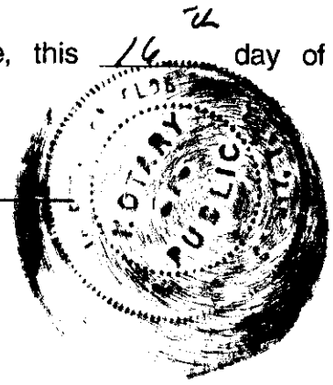
STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Reese L. Smith III, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, the within named bargainor, and, who, upon oath, acknowledged that he executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal at office in Nashville, Tennessee, this 16th day of February, 2001.

NOTARY PUBLIC

My commission expires: 5-28-03



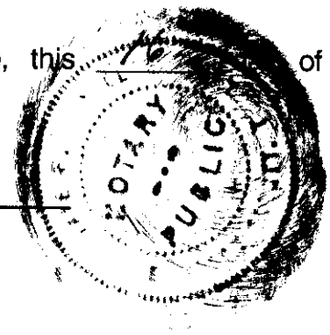
STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Stephen B. Smith, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, the within named bargainor, and, who, upon oath, acknowledged that he executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal at office in Nashville, Tennessee, this 16 of February, 2001.

NOTARY PUBLIC

My commission expires: 5-28-03



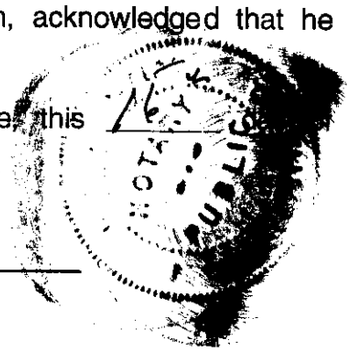
STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Mark W. Smith, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, the within named bargainor, and, who, upon oath, acknowledged that he executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal at office in Nashville, Tennessee, this 16th day of February, 2001.

NOTARY PUBLIC

My commission expires: 5-28-03.



STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration for this transfer or value of property (whichever is greater) is $-0-.

Rose L. Smith

Sworn to and subscribed before me this 16th day of February, 2001.

NOTARY PUBLIC

My commission expires: 5-28-03

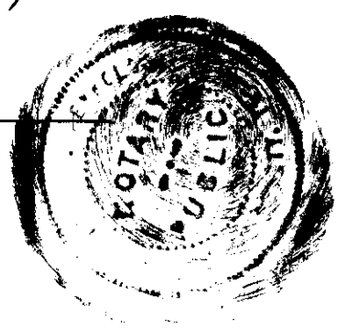


**EXHIBIT "A"**

TRACT I: (Map 159; Parcel 133)

Land in Davidson County, Tennessee, being Lot No.2 on the Plan of Hickory Boulevard Estates, Section 2, as of record in Plan Book 4175, page 110, Registers office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

TRACT II: (Map 159; Parcel 142; Reserved Parcel 2)

Land in Davidson County, Tennessee, being Reserve Parcel on the Plan of Hickory Boulevard Estates, Section 2, as of record in Plan Book 4175, page 110, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

TRACT III: (Map 134-13; Parcel 245)

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of Section 2, Travelers Inn Subdivision, as of record in Plan Book 4955, page 51, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

TRACT IV: (Map 134-13; Parcel 237)

Being that certain tract or parcel of land described as Reserved Parcel "A" on the Plan of Knob Hill Villa, Section One, and of record in Book 4175, page 126, Register's Office, Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at a concrete monument on the westerly margin of Wallace Road that is southerly 240.38 feet from a concrete monument at the southeast corner of the S. O. Potts Property and proceeding as follows: North 0 degrees 51' East a distance of 18.25 feet to a concrete monument; thence, in a northeasterly direction with a 11, 230.0 foot radius curve to the right a distance of 222.13 feet to a concrete monument; thence North 88 degrees 35' West a distance of 332.68 feet to a concrete monument; thence in a southeasterly direction with a 25.0 foot radius curve to the left a distance of 13.59 feet to a concrete monument; thence, in a southeasterly direction with a 430.0 foot radius curve to the right a distance of 388.63 feet to a concrete monument; thence, south 27 degrees 59' East a distance of 24.0 feet to the point of beginning.

TRACT V: (Map 156-2 ; Parcel s 6,7,8 )

Land in Davidson County, Tennessee, being Lots Nos. 239, 240 and 241, Harpeth Valley Park, Section 2, of Record in Book 3700, page 129, Register's Office for said County, to which plan reference is hereby made for a more complete description of said lots.

BEING the same property conveyed to Reese L. Smith III, Trustee for the RSM Trust by deed of record in Book 9693, page 577, Register's Office for Davidson County, Tennessee.