#03-1-36-D
03010090

Davidson County DEEDWARR
Recvd: 02/05/03 09:07 7pgs
Fees:38.00 Taxes:1036.00
20030205-0015663

FILE BOX 19B
MAP 92-16
PARCEL 81 & 83

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $280,000.00.

Affiant

Subscribed and sworn to before me this the 31st day of January, 2003.

My Commission Expires: 5/28/03

Notary Public

THIS INSTRUMENT PREPARED BY: **WEISS & WEISS, ATTORNEYS AT LAW**
Brentwood Executive Center, 761 Old Hickory Blvd, Suite 102, Brentwood, Tennessee 37027

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:
MICHAEL D. SHMERLING PARTNERS, GP, A TENNESSEE GENERAL PARTNERSHIP	NEW OWNER (Name)
1900 Church Street, #400 (Street Address)	(Street Address)
Nashville, TN 37203 (City) (State) (Zip Code)	(City) (State) (Zip Code)

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee(s), and other good and valuable consideration, the receipt and sufficiency all of which is hereby acknowledged, We, **JOHN M. TUDOR, TOM E. NESBITT, WILLIAM B. CRENSHAW, PHILLIP P. PORCH, JR., ROBERT B. BARNETT, KEITH W. HAGAN, ROBERT A SEWELL, AND JOHN WESLEY McCLELLAN AND DAVID GRAY McCLELLAN, TRUSTEES OF THE ROBERT E. McCLELLAN MARITAL TRUST UNDER THE WILL OF ROBERT E. McCLELLAN, DECEASED**, hereinafter called the "**Grantor(s)**", have bargained, sold, and do hereby convey unto **MICHAEL D. SHMERLING PARTNERS, G.P., a Tennessee General Partnership**, hereinafter called the "**Grantee**", its successors and/or assigns, a certain tract or parcel of land in Nashville, Davidson County, Tennessee, described as follows, to-wit:

FOR COMPLETE LEGAL DESCRIPTION, SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

BEING unimproved property known as: 1920 & 1924 Hayes Street, Nashville, Tennessee, 37203.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and/or assigns forever; and we do covenant with the said Grantee 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 Grantee, its successors and/or 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.

IN WITNESS WHEREOF, the Grantors have hereunto subscribed their names this ~~31st~~ 30th day of January, 2003.

JOHN M. TUDOR

TOM E. NESBITT

By: _____
John M. Tudor, Attorney-in-Fact

WILLIAM B. CRENSHAW

By: _____
John M. Tudor, Attorney-in-Fact

PHILLIP P. PORCH, JR.

By: _____
John M. Tudor, Attorney-in-Fact

ROBERT B. BARNETT

By: _____
John M. Tudor, Attorney-in-Fact

KEITH W. HAGAN

By: _____
John M. Tudor, Attorney-in-Fact

ROBERT A. SEWELL

By: _____
John M. Tudor, Attorney-in-Fact

SARAH F. McCLELLAN

By: _____
John M. Tudor, Attorney-in-Fact

JOHN WESLEY McCLELLAN, Trustee of the Robert E. McClellan Marital Trust under the Will of Robert E. McClellan

DAVID GRAY McCLELLAN, Trustee of the Robert E. McClellan Marital Trust under the Will of Robert E. McClellan

E X H I B I T "A"

BEING TWO (2) TRACTS OR PARCELS of Land in Nashville, Davidson County, Tennessee, and more described according to a Survey by R. Scot Cherry, Tennessee Registered Land Surveyor No. 1512, Dated November 20, 2002 as follows:

(TRACT I)
BEING A TRACT of Land lying in Nashville, Davidson County, Tennessee, being part of Lot No. 154 on the Plan of the Boyd Home Tract, of record in Plat Book 21, Page 39, in the Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron set in northerly right-of-way line of Hayes Street, 50 feet in width, 49.8 feet East of the easterly right-of-way line of 20th Avenue North, at a corner common with the property of Jack L. Gaw of record in Deed Book 9581, Page 667, in the Register's Office for Davidson County, Tennessee;

THENCE leaving the northerly right-of-way line of said Hayes Street with the easterly property line of said Jack L. Gaw, North 30 deg., 55 min., 41 sec., West, 180.07 feet to an existing iron rod in the southerly right-of-way line of Alley Number 379, 20 feet in width (field measured);

THENCE with the southerly right-of-way line of Alley Number 379, North 58 deg., 49 min., 22 sec., East, 49.50 feet to a PK Nail set at a corner common with the property of Robert S. Whitfield of record in Deed Book 5415, Page 124, in the Register's Office for Davidson County, Tennessee;

THENCE leaving the southerly right-of-way line of Alley Number 379, with the westerly property line of said Robert S. Whitfield, South 31 deg., 01 min., 22 sec., East, 180.01 feet to an iron rod set in the northerly right-of-way line of said Hayes Street;

THENCE with the northerly right-of-way line of Hayes Street, South 58 deg., 45 min., 30 sec., West, 49.80 feet to the POINT OF BEGINNING.

BEING the same property conveyed to John M. Tudor, Robert E. McClellan, Tom E. Nesbitt, William B. Crenshaw, Phillip P. Porch, Jr., Robert B. Barnett, Keith W. Hagan and Robert A. Sewell by Deed from S. Carmack Garvin and wife, LaVenia T. Garvin, of record in Book 5275, Page 688, Register's Office for Davidson County, Tennessee. The said Robert E. McClellan having since died and pursuant to the terms of his Last Will and Testament in Will Book 231, Page 667, Probate Court for Davidson County, Tennessee, his interest in the subject property was conveyed to John Wesley McClellan and David Gray McClellan, Trustees of the Robert E. McClellan Marital Trust under the Will of Robert E. McClellan by Correction Deed, of record in Instrument No. 20030123-0009865, in said Register's Office.

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E X H I B I T "A"
- CONTINUED FROM PREVIOUS PAGE -

(TRACT II)
BEING A TRACT OR PARCEL of land lying in Nashville, Davidson County, Tennessee, being part of Lot No. 154 on the Plan of the Boyd Home Tract, of record in Plat Book 21, Page 39, in the Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron set in northerly right-of-way line of Hayes Street, 50 feet in width, 149.4 feet East of the easterly right-of-way line of 20th Avenue North, at a corner common with the property of Robert S. Whitfield of record in Deed Book 5415, Page 124, in the Register's Office for Davidson County, Tennessee;

THENCE leaving the northerly right-of-way line of Hayes Street with the easterly property line of Robert S. Whitfield, North 31 deg., 07 min., 06 sec., West, 179.95 feet to a PK Nail set in the southerly right-of-way line of Alley Number 379, 20 feet in width (field measured);

THENCE with the southerly right-of-way line of Alley Number 379, North 58 deg., 49 min., 22 sec., East, 49.50 feet to an existing railroad spike at a corner common with the property of Clifton H. Simmons, III, et ux, of record in Deed Book 5472, Page 360, in the Register's Office for Davidson County, Tennessee;

THENCE leaving the southerly right-of-way line of Alley Number 379, with the westerly property line of Clifton H. Simmons, III, South 31 deg., 12 min., 44 sec., East, 179.90 feet to an existing iron rod in the northerly right-of-way of Hayes Street;

THENCE with the northerly right-of-way line of Hayes Street, South 58 deg., 45 min., 30 sec., West, 49.80 feet to the POINT OF BEGINNING.

BEING the same property conveyed to John M. Tudor, Tom E. Nesbitt, William B. Crenshaw, Phillip P. Porch, Jr., Robert B. Barnett, Keith W. Hagan, Robert A. Sewell, and Robert E. McClellan by Deed from Thomas Wardlaw Steele, Trustee of record in Book 4456, Page 942, and by Deeds from Third National Bank in Nashville, Trustee, of record in Book 7085, Page 686, in Book 7085, Page 688, and in Book 7085, Page 690, Register's Office for Davidson County, Tennessee. The said Robert E. McClellan having since died and pursuant to the terms of his Last Will and Testament of record in Will Book 231, Page 667, Probate Court for Davidson County, Tennessee, his interest in the subject property was conveyed to John Wesley McClellan and David Gray McClellan, Trustees of the Robert E. McClellan Marital Trust under the Will of Robert E. McClellan, of record in Instrument No. 20010328-0030055, and corrected in Correction Deed of record in Instrument No. 20030123-0009865, in said Register's Office.

THIS conveyance is subject to any and all zoning regulations, building restrictions and setback lines, if any, and easements and rights for public utilities applicable to this property; and taxes for the current year which have been prorated and assumed by the Grantee(s) herein.

All matters as described according to a description provided by R. Scot Cherry, Registered Land Surveyor No. 1512, Dated November 20, 2002.

- CONTINUED -

EXHIBIT "A"
- CONTINUED FROM PREVIOUS PAGE -

THIS instrument is being executed in behalf of TOM E. NESBITT, M.D., pursuant to a Power of Attorney executed by same on the 9th day of January, 2003, and being recorded in Instrument No 20030205-0015656, filed for record simultaneously herewith.

THIS instrument is being executed in behalf of WILLIAM B. CRENSHAW, pursuant to a Power of Attorney executed by same on the 8th day of January, 2003, and being recorded in Instrument No 20030205-0015657, filed for record simultaneously herewith.

THIS instrument is being executed in behalf of PHILLIP P. PORCH, JR., pursuant to a Power of Attorney executed by same on the 8th day of January, 2003, and being recorded in Instrument No 20030205-0015658, filed for record simultaneously herewith.

THIS instrument is being executed in behalf of ROBERT B. BARNETT, M.D., pursuant to a Power of Attorney executed by same on the 6th day of January, 2003, and being recorded in Instrument No. 20030205-0015659, filed for record simultaneously herewith.

THIS instrument is being executed in behalf of KEITH W. HAGAN, pursuant to a Power of Attorney executed by same on the 6th day of January, 2003, and being recorded in Instrument No 20030205-0015660, filed for record simultaneously herewith.

THIS instrument is being executed in behalf of BOB SEWELL, pursuant to a Power of Attorney executed by same on the 6th day of January, 2003, and being recorded in Instrument No 20030205-0015661, filed for record simultaneously herewith.

THIS instrument is being executed in behalf of SARAH F. McCLELLAN, pursuant to a Power of Attorney executed by same on the 8th day of January, 2003, and being recorded in Instrument No 20030205-0015662, filed for record simultaneously herewith.

Robert A. Sewell and Bob Sewell are one in the same person.

Tom E. Nesbitt and Tom E. Nesbitt, M.D., are one in the same person.

Robert B. Barnett and Robert B. Barnett, M.D., are one in the same person.

Phillip P. Porch and Phillip P. Porch Jr., are one in the same person.

Sarah F. McClellan, spouse of the above named Robert E. McClellan, joins in this conveyance for the purpose of releasing any and all rights she may have in and to the above described property, especially her marital rights.

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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 JOHN M. TUDOR, the bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Brentwood, Tennessee, this 30th day of January, 2003.

My Commission Expires: 5/28/03

Notary Public

STATE OF TENNESSEE) COUNTY OF DAVIDSON)

On this 30th day of January, 2003, before me personally appeared JOHN M. TUDOR, to me known to be the person who executed the foregoing instrument (or proved to me on the basis of satisfactory evidence) in behalf of TOM E. NESBITT, M.D., and acknowledged that he executed the same as the free act and deed of the said TOM E. NESBITT, M.D.

My Commission Expires: 5/28/03

Notary Public

STATE OF TENNESSEE) COUNTY OF DAVIDSON)

On this 30th day of January, 2003 before me personally appeared JOHN M. TUDOR, to me known to be the person who executed the foregoing instrument (or proved to me on the basis of satisfactory evidence) in behalf of WILLIAM B. CRENSHAW, and acknowledged that he executed the same as the free act and deed of the said WILLIAM B. CRENSHAW.

My Commission Expires: 5/28/03

Notary Public

STATE OF TENNESSEE) COUNTY OF DAVIDSON)

On this 30th day of January, 2003, before me personally appeared JOHN M. TUDOR, to me known to be the person who executed the foregoing instrument (or proved to me on the basis of satisfactory evidence) in behalf of PHILLIP P. PORCH, JR., and acknowledged that he executed the same as the free act and deed of the said PHILLIP P. PORCH, JR.

My Commission Expires: 5/28/03

Notary Public

STATE OF TENNESSEE) COUNTY OF DAVIDSON)

On this 30th day of January, 2003 before me personally appeared JOHN M. TUDOR, to me known to be the person who executed the foregoing instrument (or proved to me on the basis of satisfactory evidence) in behalf of ROBERT B. BARNETT, M.D., and acknowledged that he executed the same as the free act and deed of the said ROBERT B. BARNETT, M.D.

My Commission Expires: 5/28/03

Notary Public

STATE OF TENNESSEE) COUNTY OF DAVIDSON)

On this 30th day of January 2003, before me personally appeared JOHN M. TUDOR, to me known to be the person who executed the foregoing instrument (or proved to me on the basis of satisfactory evidence) in behalf of KEITH W. HAGAN, and acknowledged that he executed the same as the free act and deed of the said KEITH W. HAGAN.

My Commission Expires: 5/28/03

Notary Public

STATE OF TENNESSEE) COUNTY OF DAVIDSON)

On this 30th. day of MAY, 2003, before me personally appeared JOHN M. TUDOR, to me known to be the person who executed the foregoing instrument (or proved to me on the basis of satisfactory evidence) in behalf of BOB SEWELL, and acknowledged that he executed the same as the free act and deed of the said BOB SEWELL.

My Commission Expires: 5/28/03

Notary Public

STATE OF TENNESSEE) COUNTY OF DAVIDSON)

On this 30th. day of MAY, 2003, before me personally appeared JOHN M. TUDOR, to me known to be the person who executed the foregoing instrument (or proved to me on the basis of satisfactory evidence) in behalf of SARAH F. McCLELLAN, and acknowledged that he executed the same as the free act and deed of the said SARAH F. McCLELLAN.

My Commission Expires: 5/28/03

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 WESLEY McCLELLAN, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon his oath acknowledged himself to be the TRUSTEE of the ROBERT E. McCLELLAN MARITAL TRUST under the Will of Robert E. McClellan, the within named bargainor, and that he as such Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained as such Trustee.

WITNESS my hand and official seal at Brentwood, Tennessee, this 29th. day of MAY, 2003.

My Commission Expires: 5/28/03

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 DAVID GRAY McCLELLAN, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon his oath acknowledged himself to be the TRUSTEE of the ROBERT E. McCLELLAN MARITAL TRUST under the Will of Robert E. McClellan, the within named bargainor, and that he as such Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained as such Trustee.

WITNESS my hand and official seal at Brentwood, Tennessee, this 29th day of MAY, 2003.

My Commission Expires: 5/28/03

Notary Public