Karen Johnson Davidson County
Batch# 1196544 DEEDWARR
10/22/2024 11:02:30 AM 9 pgs
Fees: $48.00 Taxes: $1,036.00
20241022-0081991

WARRANTY DEED

ASHLEE D. PAGE STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

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 21 DAY OF October, 2024

Notary Public

MY COMMISSION EXPIRES: 9/7/2026
(AFFIX SEAL)

THIS INSTRUMENT WAS PREPARED BY
Providence Title, LLC, 25 Century Blvd, Suite 402, Nashville, TN 37214

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
C3 Real Estate Company, LLC	New Owners	
(NAME)	(NAME)	05816001100
1809 S. Hamilton Rd. (ADDRESS)	(ADDRESS)	
Nashville TN 37218		
(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, **Robert L. Gant**, HEREINAFTER CALLED THE GRANTOR(S), HAVE/HAS BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO **C3 Real Estate Company, LLC, a Tennessee limited liability company,** HEREINAFTER CALLED THE GRANTEE, HIS/HER/THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN Davidson, COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO-WIT:

Land in Davidson County, Tennessee, being Lot No. 11 of Block DD, on the map of Fairview Subdivision, of record in Book 1130, Page 54, Register's Office for said County and State, to which said map reference is hereby made for a more complete legal description of said lot.

Being the same property conveyed to Robert L. Gant, by virtue of that certain Special Warranty Deed dated January 24, 2002, and being of record at Instrument No. 20020320-0034421 in the Register's Office of Davidson County, Tennessee.

Seller warrants that this property is not their primary residence, and that said property has been used for investment purposes only.

This conveyance is subject to all easements, restrictive covenants and conditions including those recorded located at The Register of Deed's Office for Davidson County, Tennessee and all other matters of record, including all items set out on any applicable plat of record.

This is improved x unimproved property, known as 4025 Cedar Circle Nashville, TN 37218
(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 my hand this 21st day of October, 2024.

Robert L. Gant

Robert L. Gant

STATE OF Tennessee
COUNTY OF Davidson

Personally appeared before me a Notary Public in and for said State and County, duly commissioned and qualified, **Robert L. Gant**, with whom I am personally acquainted, or proved to me to be on the basis of satisfactory proof, and who acknowledged that he/she/they executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at office this 21st day of October, 2024.

Jacqueline G Brown

Notary Public

My Commission Expires: 11-3-25

JACQUELINE G BROWN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

Randal S. Mashburn
U.S. Bankruptcy Judge

Dated: 4/29/2022

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE

IN RE:	)	
	)	
ROBERT LEE GANT,	)	Case No.: 3:22-bk-00050
a/k/a R.L. Gant,	)	Chapter 11
d/b/a R.L. Gant Construction,	)	Judge Mashburn
	)	
Debtor.	)	

AMENDED ORDER GRANTING MOTION FOR AUTHORITY TO SELL REAL ESTATE

Upon the Debtor's Motion for Authority to Sell Real Estate and Notice Thereon having been filed with this Court and served upon all creditors and parties-in-interest on March 14, 2022; there having been no written responses (other than the response filed by the Internal Revenue Service having no objection to the sale ECF No. 43) or objections to the Motion filed with the Clerk of Court within twenty-one (21) days of Notice, pursuant to LBR 9013-1; and, upon the entire record herein, the Court finds that said Motion for Authority to Sell Real Estate is well taken, and

It is so ORDERED that the Debtor is hereby granted the authority to sell three parcels of real estate, to wit: 628 and 630 W. Trinity Lane, Nashville, TN for $220,000.00; 1902 3rd Avenue North, Nashville, TN for $250,000.00; and 1903 Hermosa Street, Nashville, TN for $150,000.00 on the express condition that sufficient proceeds will be generated by the properties' joint sale (meaning the sale of all three properties) to fully pay the secured claim of the IRS, whose lien, it is agreed, will attach to those proceeds dollar-for-dollar, up to the amount of IRS's secured claim in this case (with the remainder, unsecured portion of IRS' claim to be dealt with otherwise, as permitted by the Bankruptcy Code), and other than specified herein, said sale shall be free and

clear of the interests of any lien holder.

Unless otherwise stated herein, it is further ORDERED that liens will attach to the proceeds of the sale in accordance with the law of priority of liens.

AGREED AND APPROVED FOR ENTRY:

Respectfully submitted,

MARK H. WILDASIN
United States Attorney for the
Middle District of Tennessee

/s/ Steve Jordan
STEVE JORDAN, BPR #013291
Assistant United States Attorney
110 Ninth Avenue South, Suite A-961
Nashville, TN 37203
Telephone (615) 736-5151
Facsimile (615) 401-6626
steve.jordan@usdoj.gov

/s/ Steven L Lefkovitz
STEVEN L LEFKOVITZ
Lefkovitz & Lefkovitz, PLLC
618 Church Street, Suite 410
Nashville, TN 37219

CERTIFICATE OF SERVICE

I hereby certify that on this 29th day of April 2022, a copy of the foregoing was filed electronically. Notice of this filing will be sent to the following, if registered, by operation of the Court's electronic filing system. If not registered, notice was mailed by United States regular mail, postage prepaid, to the following:

Robert Lee Gant 3935 Pheasant Drive Nashville, TN 37218	Steven L Lefkovitz Lefkovitz & Lefkovitz, PLLC 618 Church Street, Suite 410 Nashville, TN 37219
Courtney Hunter Gilmer 4000 Hillsboro Pike, Suite 1112 Nashville, TN 37215	Megan Reed Seliber US Trustee's Office 701 Broadway, Suite 318 Nashville, TN 37203

/s/ Steven L Lefkovitz
STEVEN L LEFKOVITZ

This Order has been electronically signed. The Judge's signature and Court's seal appear at the top of the first page.
United States Bankruptcy Court.

U.S. Department of Justice

United States Attorney
Middle District of Tennessee

Suite 3300, Telephone (615) 736-5151
719 Church Street, Fax (615) 401-6626
Nashville, Tennessee 37203

June 15, 2022

VIA UNITED STATES MAIL & EMAIL @ slefkovitz@lefkovitz.com

Steven L. Lefkovitz
908 Harpeth Valley Place
Nashville, Tennessee 37221

RE: *In re Robert Lee Gant*, Chapter 11
Bankr. Case No.: 3:22-bk-00050

Dear Steve:

Here is IRS's secured claim payoff:

$392,167 (the secured claim filed April 27, 2022) at statutory interest of 3% (as filed)

Payoff good through June 30, 2022: **$395,208.35** with a $46.79 per diem

That's the payoff to satisfy the secured claim of IRS in this bankruptcy. Additionally, this letter conclusively clarifies, respectfully, from IRS's standpoint, some ongoing difficulties that have unfortunately attached to the court-approved sale of the Debtor's three Davidson County properties, 628 and 630 West Trinity Lane, Nashville (considered as one parcel) and 1902 Third Avenue North, Nashville and 1903 Hermosa Street, Nashville. We have seemingly reached a regrettable "standoff" (excuse the word) of sorts, in which it is being demanded that IRS provide as part of any closing a recordable lien release on these liened properties, in exchange for IRS being paid out of the sale proceeds. As I understand it from you and others, a real estate title insurance company has made this demand a "deal-breaking" precondition of agreeing to write title insurance on the sale of the three properties, notwithstanding an order from the Bankruptcy Court governing the sale of these properties free and clear of creditors' liens. I write to inform you that IRS will not be providing conventional "lien releases" in this situation, inasmuch as it has been settled IRS policy - since 1961 - that no legal authority exists authorizing the Service to issue certificates of discharge from liens where judicial proceedings remove an IRS lien from property. I'll explain.

It is dispositive to the dispute here that these properties are being correctly sold within an open, ongoing court-conducted Chapter 11 bankruptcy reorganization. As you may or may not know, 26 U.S.C.A. § 6325 (West 2022) governs the normal, outside-of-court procedure to be followed by either taxpayers or others who seek to have federally-liened properties discharged out-from-under a Notice of Federal Tax Lien. I have enclosed that short statute with this letter; you can review it. That statute and the concomitant regulations attendant to it allow for real estate

that is subject to a lien of the IRS to be discharged out-from-under the tax lien in certain circumstances. Among those circumstances is when property under a Notice of Federal Tax Lien is sold "and, pursuant to an agreement with the Secretary, the proceeds of such sale are to be held as a fund subject to the liens and claims of the United States in the same manner and with the same priority as such liens and claims had with respect to the discharged property." *See* 26 U.S.C.A. § 6325(b)(3). While that sounds like it might apply here, this being *a court matter*, that's not the situation we have.

Here, Mr. Gant, the taxpayer, filed Chapter 11 bankruptcy on January 11, 2022. That brought all his real property (including the three pieces we are dealing with) under control of the Bankruptcy Court as property of his Chapter 11 bankruptcy estate. *See* 11 U.S.C.A. §§ 541 and 1115 (West 2022) (defining "property of the estate"). The Debtor, with Bankruptcy Court approval, could then manage the estate's property, including reasonably selling parts of it. *See* 11 U.S.C.A. §§ 363 and 1107 (West 2022) (setting out a debtor's duties and discussing the use, sale, or lease of estate property). In accordance with Mr. Gant's ability to manage the estate's property, on March 14, 2022, he filed a proper motion with Bankruptcy Court to sell this property [*see* Doc. 30] (amended in form March 28 - *see* Doc. 40]. IRS, the holder of an arising-by-law federal tax lien that was perfected against the property by recordation, did not object to the property's sale, given that IRS was assured of having its secured-claim-inside bankruptcy fully paid out of the sale proceeds [*see* Doc. 43]. Thereafter, on April 29, 2022, the Bankruptcy Court entered an order allowing the sale of the three properties free and clear of liens [*see* Amended Order at Doc. 71]. Per the Court's Amended Order, the sale is to be made "on express condition that sufficient proceeds will...fully pay the secured claim of the IRS, whose liens, it is agreed, will attach to [the sale] proceeds dollar-for-dollar,...and other than specified herein, said sale shall be free and clear of the interests of any lien holder" (quoting the Court's April 29 Amended Order Granting Motion for Authority to Sell Real Estate) [Doc. 71].

As I understand it, a title insurance company, commercially engaged to underwrite title to the three parcels, as a condition of its commercial participation in the sale, insists that IRS, in exchange for being paid at closing (all three pieces being closed in one closing), issue lien releases, notwithstanding the Bankruptcy Court's April 29 Order. Please know, Steve, that IRS is not authorized under 26 U.S.C.A. § 6325 to issue certificates discharging particular pieces of real property from a Notice of Federal Tax Lien where federal bankruptcy law's operation has judicially removed IRS's lien from the property and transferred that lien interest to the property's sale proceeds. As a legal matter, because 11 U.S.C.A. § 363 empowers a bankruptcy court to order estate property to be sold free and clear of liens, the Court's Order is legally sufficient to remove those liens. With the Court's Order relieving the involved properties from all liens, there is legally nothing remaining for the IRS to release or remove.

IRS Revenue Ruling 61-19, 161 WL 12696 (copy enclosed) addressed this situation generally. That ruling, involving a request to the IRS to release its liens from a taxpayer's property that had been through a proper foreclosure by a senior lienor, determined that the IRS lacked the authority to discharge property from its liens under 26 U.S.C. A. § 6325 after those liens had already been properly extinguished by operation of law. The Revenue Service Ruling was that to the extent that directing IRS to file "release" documents was intended to provide comfort

for a buyer or a title company, issuing such "for comfort" releases was determined to be legally unauthorized. Respectfully, Section 6325 of the Internal Revenue Code doesn't mandate IRS to issue "releases" or certificates of discharge from its liens to provide comfort to buyers and commercial actors, which comfort, IRS notes, could be obtained in this case by filing a copy of the U.S. Bankruptcy Court's Order with the applicable register of deeds, if desired.

This exact question - the issue of forcing IRS to issue "lien releases" in the context of § 363 bankruptcy sales -- has been litigated inside Chapter 11. Enclosed with this letter are copies of relevant pleadings from *In re RTW Properties, LP*, No. 12-20319-RSS (Bankr. S.D. Tex. 2014), where this issue was presented to a bankruptcy court for adjudication. First enclosed for your review from that case is an Objection filed by the United States to a proposed draft order circulated by counsel for the Debtor resolving that Debtor's Motion to Sell Property Free and Clear of Liens [Document 2014 WL 1882553] (copy enclosed). As you'll see, the U.S. there objected to the proposed draft order, specifically "to language in the proposed order that requires [IRS] to issue and file documents that release its liens on these properties or discharge these properties from those tax liens" (quoting U.S.'s Objection). The United States showed that the Bankruptcy Court's § 363 power to order property sold free and clear of liens was, in IRS's words, "legally sufficient to remove those liens." The U.S. went on to state that, "[B]ecause the effect of a court's order is to relieve these properties from all liens, there is legally nothing remaining for the IRS to release or remove" (quoting U.S.'s Objection). You can read the Objection.

The government's Objection in that case came from IRS Rev. Rul. 61-19, 1961-1C.B. 715, 1961 WL 12696 (1961) (copy enclosed). That ruling - a standing IRS determination that's been in place sixty years - states that once a judicial proceeding properly discharges liened property from a federal tax lien, then 26 U.S.C.A. § 6325 doesn't authorize IRS to issue a certificate of discharge (what the title company is calling a "lien release"), and that "under such circumstances...a certificate cannot be issued" (quoting IRS Rev. Rul. 61-19).

The Texas Bankruptcy Court agreed with the United States. Its March 12, 2014 Order Authorizing and Approving the Sale of Certain Assets Free and Clear of all Liens, Claims and Encumbrances Outside the Ordinary Course of Business [Document 2014 WL 1813213] (copy enclosed) recited that the buyer in that case, "would not have entered into the Sale and would not consummate the transaction...if the sale...was not free and clear of all interests of any kind..."(quoting Order's Findings at ¶12). The Court found that the sale satisfied "the standards set forth in Section 363(f)(1)-(5) of the Bankruptcy Code" (quoting Order's Findings at ¶14). The Court held that the transfer of the property would be "free and clear of all Interests, with all such Interests attaching to the proceeds ultimately attributable to the property against or in which such Interests are asserted, subject to the terms of such Interests, with the same validity, force, and effect, and in same order of priority, which such Interests now have against the [property]..." (quoting Order's Granting of Relief at ¶3). The Order continued, "[T]he transaction [meaning the sale of the property] effects a legal, valid, enforceable and effective sale and transfer of the [property to the buyer], and shall vest [buyer] with a valid legal title to such [property] free and clear of any Interests of any kind whatsoever..."(quoting Order's Granting of Relief at ¶4 ["Valid Transfer"]). The Order further expressly provided under "Release of Interests" that the buyer in that case, "is further authorized to file, register or otherwise record a certified copy of this

Order...which, once filed registered or otherwise recorded, shall constitute evidence of the release of all such Interests in, to, or against the [property]. A certified copy of the Order may be filed with the appropriate clerk and/or recorded with the recorder to act to cancel any such Interests of record" (quoting Order's Granting of Relief at ¶ 6).

With all the above, the court then expressly, separately addressed the tax liens of the IRS. Noting IRS Rev. Rul. 61-19, 1961-1C.B, the Court, while otherwise directing Interest holders to "execute such documents and take all other actions as may be reasonably necessary to release [their] Interests in the [property]," qualified its directions by saying, **"The Internal Revenue Service is not required however (pursuant to Rev. Rul. 61-19) to issue a certificate of discharge, as its Interests (if any) in the [property] are released by this Order (and, if any, such Interests shall attach to the proceeds in such order of validity and priority as the Internal Revenue Service shall establish)"** (quoting Order's Granting of Relief at ¶ 7 ["Direction to Release Interests"]).

Steve, this does it. You now have the needed payoff of IRS's secured claim. Everything is set for the sale of these Davidson County properties to close with ownership to pass to the buyer, under the U.S. Bankruptcy Court's April 29 Amended Order. You may show this letter and enclosures to all parties involved as you deem advisable; it sets forth IRS's approach under federal law to issuing certificates of discharge on property where IRS's tax lien has been properly removed in a legal proceeding. If in Mr. Gant's case you need to get our Bankruptcy Court re-involved to get these properties closed, I anticipate that IRS will support that. There's no reason the contractual sale on these properties can't close.

Very truly yours,

MARK H. WILDASIN
United States Attorney
Middle District of Tennessee

STEVE JORDAN
Assistant United States Attorney

Enclosure(s): as stated above

cc: U.S. Trustee
Sharon Walker, Internal Revenue Service

Certificate of Authenticity

I, Kaye Clark, do hereby make oath that I am a licensed attorney and/or the custodian of the original version of the electronic document tendered for registration herewith and that this electronic document is a true and exact copy of the original document executed and authenticated according to law on this 21 day of October, 2024.

K Clark

Affiant Signature

10-21-24

Date

State of Tennessee
County of Davidson

Sworn to and subscribed before me this 21 day of October, 2024.

Notary's Signature (Notary Seal)

My Commission Expires: 7-3-28

