SENT TAX NOTICES TO:
FINANCIAL PACKAGING CORP. OF DELAWARE, INC.
342 MADISON AVENUE, SUITE 1905
NEW YORK, N. Y. 10017

THIS INSTRUMENT PREPARED BY:
RICHARD F. LaROCHE, JR.
ATTORNEY AT LAW
814 S. CHURCH ST.
MURFREESBORO, TN. 37130

BOOK 5780 PAGE 619

RESIGNATION OF TRUSTEE AND APPOINTMENT OF SUCCESSOR TRUSTEE AND NOTICE OF BENEFICIARY CHANGE

WHEREAS, FRED R. WEBBER, JR., TRUSTEE, took title to certain real property in Davidson County, Tennessee, by deed dated September 14, 1973, of record in Book 4747, page 373, Register's Office for Davidson County, Tennessee; and

WHEREAS, the designation of Fred R. Webber, Jr. as Trustee to hold title to said real property was confirmed by a Declaration of Trust dated August 8, 1974, of record in Book 4845, page 589, Register's Office for Davidson County, Tennessee, to which specific reference is here made; and

WHEREAS, said Fred R. Webber, Jr. resigned as Trustee and Richard Bird was appointed Successor Trustee by instrument of record in Book 5132, page 537, Register's Office of Davidson County, Tennessee; and

WHEREAS, Richard D. Bird resigned as Trustee and Richard F. LaRoche, Jr. was appointed Successor Trustee by instrument of record in Book 5292, page 37, Register's Office of Davidson County, Tennessee; and

WHEREAS, the beneficiaries of the Declaration of Trust of record in Book 4845, page 589, Register's Office of Davidson County, Tennessee, have now changed, and the parties desire to acknowledge same;

NOW, THEREFORE, the said Richard F. LaRoche, Jr. does hereby submit his resignation as Trustee, effective immediately, and conveys and transfers to the Successor Trustee hereinafter named all title and interest in said real estate originally conveyed to Fred R. Webber, Jr. Trustee, and also being the same property subject to said Declaration of Trust of record in Book 4845, page 489, Register's Office of Davidson County, Tennessee.

The undersigned Carl E. Adams, M.D., Carl E. Adams, Jr., Robert Adams, David Gerald Coggin, J. Paul Abernathy, M.D., Olin O. Williams, M.D., and Richard F. LaRoche, Jr., as the present recorded beneficial owners of the property (see document of record in Book 5292, page 37, Register's Office of Davidson County, Tennessee), and University Plaza Associates, a New Jersey Limited Partnership with Financial Packaging Corporation of Delaware, Inc. as General Partner and as the successor beneficial owner of the property, and pursuant to the power vested in them by said Declaration of Trust, do hereby

accept the resignation of Richard F. LaRoche, Jr. as Trustee and do hereby appoint the Honorable Richard Warren as Trustee to have and to hold the said real property with full power to mortgage, sell, transfer, and convey, without joiner of any beneficiary and with all of the rights, powers and privileges granted to the original Trustee in said Declaration of Trust.

The said Declaration of Trust is hereby amended in the following particular: Delete paragraph 3 of said Declaration of Trust as previously amended by Amendment of record in Book 5292, page 38, RODC, Tennessee, and insert the following in lieu thereof.

> "3. In the event of the death, resignation, inability or refusal of the Trustee to act, a successor or substitute Trustee may be appointed by an instrument in writing executed by any properly authorized officer of Financial Packaging Corporation of Delaware, Inc., the General Partner of University Plaza Associates, a New Jersey Limited Partnership, said writing to be in form sufficient for recording in the Register's Office of Davidson County, Tennessee. The recording of such an instrument shall automatically constitute the successor trustee with the same rights and duties as provided hereinabove."

Richard Warren, Esquire, hereby joins in and executes this Agreement for the purpose of acknowledging his agreement to serve as such Trustee.

IN WITNESS WHEREOF, the parties have executed this Agreement at Nashville and Murfreesboro, Tennessee, on this the 25th day of July, 1981.

Carl E. Adams, M.D.

Carl E. Adams, Jr.

Robert Adams

David Gerald Coggin

J. Paul Abernathy, M.D.

Olin O. Williams, M.D.

Richard F. LaRoche, Jr.

FINANCIAL PACKAGING CORPORATION OF DELAWARE, INC.

BY: _____

ATTEST:

_____

Richard Warren, Trustee

Richard Warren, Trustee

STATE OF TENNESSEE

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COUNTY OF RUTHERFORD

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named CARL E. ADAMS, M.D., CARL E. ADAMS, JR., ROBERT ADAMS, DAVID GERALD COGGIN, J. PAUL ABERNATHY, M.D., OLIN O. WILLIAMS, M.D., and RICHARD F. LaROCHE, JR., with whom I am personally acquainted, and who acknowledged under oath that they executed the foregoing instrument for the purposes expressed and contained therein.

WITNESS my hand and official seal at office in Murfreesboro, Tennessee, this the 28th day of July, 1981.

Barbara [illegible]
Notary Public

My comm. expires: 9-16-83.

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, the undersigned authority, a Notary Public in and for said County and State, [illegible] and [illegible], with whom I am personally acquainted, and who, upon oath, acknowledged themselves to be the President and Secretary respectively, of Financial Packaging Corporation of Delaware, Inc., and that they as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation thereto by [illegible] as President and attesting the same by [illegible] as Secretary.

WITNESS my hand and official seal at Nashville, Tennessee, this 28th day of July, 1981.

[illegible]
Notary Public

My comm. expires: [illegible].

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 RICHARD WARREN, with whom I am personally acquainted, and who acknowledged under oath that he executed the foregoing instrument for the purposes expressed and contained therein.

WITNESS my hand and official seal at office in Nashville, Tennessee, this the 28th day of July, 1981.

[illegible]
Notary Public

My comm. expires: 1-22-84.

IDENTIF. REFERENCE

Aug 10 2 05 PM '81

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TENN.

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