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THIS INSTRUMENT PREPARED BY:
FOLEY & WEISS, ATTORNEYS
Suite 500, One Church Street Building
Nashville, Tennessee 37201

IDENTIF. REFERENCE

MAY 3 9 57 AM '85

REGISTER
DAVIDSON COUNTY, TN

BOOK 6547 PAGE 909

RESIGNATION OF TRUSTEE
AND
APPOINTMENT OF SUCCESSOR TRUSTEE

THIS AGREEMENT, made and entered into this the 1ST. day of MAY, 1985, by the hereinafter named Parties, being all of the Joint Venturers in Heritage Village, a Joint Venture.

W I T N E S S E T H :

WHEREAS, Cumberland Development Corportion of Mississippi, Inc., L. H. Hardaway, Sr., and L. H. Hardaway, Jr., are engaged in a certain Joint Venture created and operated for the purpose of developing certain real property located in Nashville, Davidson County, Tennessee, and construct condominium apartment units thereon; and,

WHEREAS, by instrument of record in Book 5974, Page 693, Register's Office for Davidson County, Tennessee, L. H. Hardaway, Jr., was appointed Successor Trustee to hold the real property to be owned by the Joint Venture for the benefit of the Joint Venture; and,

WHEREAS, L. H. Hardaway, Jr., and L. H. Hardaway, Sr., have sold, transferred and conveyed their interest in the foregoing Joint Venture unto George A. Provias and Chris A. Provias, and are no longer Joint Venturers in Heritage Village.

NOW, THEREFORE, for and in consideration of the foregoing premises; the undersigned, L. H. Hardaway, Jr., Successor Trustee, hereby resigns as Successor Trustee with respect to the Heritage Village joint venture property described on Exhibit "A" attached hereto.

Further, the said L. H. Hardaway, Sr., and L. H. Hardaway, Jr., hereby confirm and agree that they have transferred and conveyed unto George A. Provias and Chris A. Provias all of their respective interest as a Joint Venturer with respect to the Heritage Village, a Joint Venture.

George A. Provias, Chris A. Provias and Cumberland Development Corporation of Mississippi, Inc., the current Joint Venturers, hereby appoint Cumberland Development of Mississippi, Inc., as Successor Trustee, with all of the rights, powers and duties, imposed upon such Trustee pursuant to the Joint Venture Agreement as amended.

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L. H. Hardaway, Jr., Successor Trustee, hereby quitclaims and conveys unto Cumberland Development Corporation of Mississippi, Inc., Successor Trustee, any and all right, title and interest which L. H. Hardaway, Jr., Successor Trustee, may hold with respect to that property described on Exhibit "A" attached, with respect to the Heritage Village joint venture. Cumberland Development Corporation of Mississippi, Inc., Successor Trustee, hereby accepts the trust imposed by virtue of the Joint Venture Agreement as amended and as transferred herein.

IN WITNESS WHEREOF, the Parties have hereunto executed this instrument as of the day and date first above written.

CUMBERLAND DEVELOPMENT
CORPORATION OF MISSISSIPPI, INC.,
Joint Venturer

MARK H. HERRINGTON, Individually

BY: MARK H. HERRINGTON, President

L. H. HARDAWAY, SR., Individually

L. H. HARDAWAY, SR., Joint Venturer

L. H. HARDAWAY, JR., Individually

L. H. HARDAWAY, JR., Successor Trustee
Successor Trustee, Joint Venturer

GEORGE A. PROVIAS, Individually

CHRIS A. PROVIAS, Individually

STATE OF TENNESSEE )
Davidson County )

Personally appeared before me, the undersigned, a Notary Public, in and for said County and State, the within named L. H. HARDAWAY, SR., Individually, and L. H. HARDAWAY, JR., Individually, the bargainors, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this 1ST. day of MAY, 1985.

My commission expires: 2/19/88

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 MARK H. HERRINGTON, 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 President of the CUMBERLAND DEVELOPMENT CORPORATION OF MISSISSIPPI, INC., the within named bargainor, a corporation, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by the said MARK H. HERRINGTON as such President.

Witness my hand and official seal at office at Nashville, Tennessee, on this the 1ST. day of MAY, 1985.

My Commission Expires: 2/19/88

Notary Public

STATE OF TENNESSEE )
Davidson County )

Personally appeared before me, the undersigned, a Notary Public, in and for said County and State, the within named GEORGE A. PROVIAS and CHRIS A. PROVIAS, Individually, the bargainors, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this 1ST. day of MAY, 1985.

My commission expires: 2/19/88

Notary Public

STATE OF TENNESSEE )
Davidson County )

Personally appeared before me, the undersigned, a Notary Public, in and for said County and State, the within named MARK H. HERRINGTON, Individually, the bargainor, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this 1ST. day of MAY, 1985.

My commission expires: 2/19/88

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 L. H. HARDAWAY, JR., Successor Trustee, Joint Venturer, and L. H. HARDAWAY, SR., Joint Venturer, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon their several oathes acknowledged themselves to be the Joint Venuturers of the HERITAGE VILLAGE, A Joint Venture, the within named bargainor, a Joint Venture, and that they as such Joint Venturers being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Joint Venture by the said Joint Venturers.

Witness my hand and official seal at office at Nashville, Tennessee, on this the 1ST. day of MAY, 1985.

My Commission Expires: 2/19/88

Notary Public

EXHIBIT "A"

Being a tract of land located in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee. Said tract of land is the remaining portion of Parcel "C" of Section One Heritage Village as recorded in Plat Book 4460, page 110, Register's office for Davidson County, Tennessee, and being more particularly described as follows, according to a survey by American Surveying & Engineering Co. dated May 28, 1983:

Beginning at an iron pin located in the easterly right-of-way margin of Heritage Drive, said iron pin being located South 13° 55' 53" West a distance of 115.66 feet from the intersection of the center line of Heritage Court with the easterly right-of-way margin of Heritage Drive; thence, following the southerly margin of Phase One Heritage Square S 77° 08' 00" East, a distance of 370.00 feet to an iron pin; thence, N 12° 52' 00" East a distance of 144.80 feet to an iron pin; thence, S 77° 08' 00" East a distance of 479.91 feet to an iron pin; thence, following the westerly boundary of the L. C. Morgan property S 3° 13' 30" West a distance of 363.89 feet to a concrete monument; thence, S 3° 44' 00" West a distance of 350.00 feet to a concrete monument located at the terminus of the southerly right-of-way margin of Williams Avenue; thence, following the westerly boundary of Gridiron Heights Subdivision S 3° 58' 00" West a distance of 505.00 feet to an iron pin; thence, following a line between Parcel "A" and Parcel "C" Section One, Heritage Village N 86° 38' 36" West a distance of 870.08 feet to an iron pin located in the easterly right-of-way margin of Heritage Drive; thence, following said road margin with a curve to the left having a central angle of 9° 18' 19" left, a radius of 825.00 feet for an Arc distance of 133.99 feet to a P & K nail; thence, following phase lines of Heritage Village Condominium N 86° 49' 00" East a distance of 122.25 feet to an iron pin; thence, N 3° 11' 00" West a distance of 146.09 feet to an iron pin; thence, S 86° 30' 00" East, a distance of 105.00 feet to an iron pin; thence, S 3° 30' 00" West a distance of 185.00 feet to an iron pin; thence, S 87° 00' 00" East a distance of 125.00 feet to an iron pin; thence, N 5° 00' 00" East a distance of 150.00 feet to an iron pin; thence, S 88° 00' 00" East a distance of 260.00 feet to a point; thence, N 5° 00' 00" East a distance of 540.00 feet to an iron pin; thence, N 81° 05' 00" West a distance of 405.00 feet to an iron pin; thence, N 7° 20' 00" East a distance of 20.00 feet to an iron pin; thence, N 82° 40' 00" West a distance of 240.08 feet to an iron pin located in the easterly margin of Heritage Drive; thence, following said road margin N 7° 20' 00" East a distance of 125.01 feet to an iron pin; thence, following a curve to the right having a central angle of 5° 32' 00" Right, a radius of 2,210.02 feet for an Arc distance of 213.43 feet to the point of beginning, and containing 687,249.9 square feet or 15.78 acres, more or less.

Being a portion of the same property conveyed to David Pollack, Trustee, by deed from Goodlettsville Plaza Shopping Center, Inc., of record in Book 4563, page 694, Register's Office for Davidson County, Tennessee, and further conveyed to L. H. Hardaway, Jr., Substitute Trustee, by instrument of record in Book 5974, page 693, Register's office for said County.