6 of 37

SUCCESSOR TRUSTEE'S DEED

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
Dominion Bank of Middle Tenn. Attn: Special Assets 150 4th Ave. N Nashville TN 37219	OWNER	131-6-0-B-52

This instrument prepared by: Boult, Cummings, Conners & Berry (WLN)
P.O. Box 198062, Nashville, Tennessee 37219

WHEREAS, Phillip D. Shipley and wife, Anita K. Shipley, by Deed of Trust (the "Deed of Trust") dated November 20, 1986, transferred and conveyed to John B. Hardcastle, Trustee, the property described in Exhibit A hereto (the "Property") (said Deed of Trust being of record in Book 7047, page 148, Register's Office for Davidson County, Tennessee as modified by agreement dated July 10, 1987 of record in Book 7298, page 568 said Register's Office); and

WHEREAS, a Successor Trustee has been appointed by the lawful owner and holder of the indebtedness secured by the Deed of Trust (said Appointment of Successor Trustee being of record in Book 7457, page 174, said Register's Office); and

WHEREAS, the indebtedness secured by the Deed of Trust has become overdue and unpaid, and the lawful holder and owner of said debt has called upon the Successor Trustee to foreclose the Deed of Trust; and

WHEREAS, the Successor Trustee, after due advertisement as required by law and as required by the terms of the Deed of Trust, offered the Property for sale to the highest bidder for cash, at public outcry, free from the equity of redemption, statutory right of redemption, homestead, dower and all other exemptions, all of which are expressly waived in the Deed of Trust, at twelve o'clock (noon), February 25, 1988, at the Davidson County Courthouse, Nashville, Tennessee when and where Dominion Bank of Middle Tennessee ("Grantee"), became the last and highest bidder for cash at the price of Two Hundred Forty-Six Thousand Four Hundred Fifteen Dollars ($246,415.00).

NOW, THEREFORE, in his capacity as Successor Trustee, and not otherwise, and in consideration of the premises and payment of the sum stated above, the receipt and sufficiency of which are acknowledged, William L. Norton, III, Successor Trustee hereby conveys the Property to the Grantee and the Grantee's heirs or successors and assigns.

TO HAVE AND TO HOLD said land in as full and complete manner as the undersigned, in his capacity as Successor Trustee, and not otherwise, has the power to convey the same.

William L. Norton, III, as Successor Trustee, and not otherwise, warrants the title to the Property to the Grantee and Grantee's heirs or successors and assigns, against the lawful claims of all persons claiming by, through or under him. The Property is sold, however, without any other warranty as to the quantity or quality thereof, and expressly subject to the following:

1. Any and all unpaid taxes and assessments, plus interest and penalty, if any.

2. Declaration of restrictions of record in Book 6326, page 588, Register's Office for Davidson County, Tennessee.

3. Charter of Burton Hills Homeowner's Association, Inc., dated March 5, 1985, of record in Book 6517, page 505, Register's Office for Davidson County, Tennessee.

4. Charter of Burton Hills Recreational Association, Inc., dated March 5, 1985, of record in Book 6517, page 511, and amended in Book 6921, page 214, Register's Office for Davidson County, Tennessee.

5. Agreement by and between Burton Hills Properties, a general partnership, and the Nashville and Davidson County Metropolitan Planning Commission, dated December 14, 1984, of record in Book 6470, page 383, Register's Office for Davidson County, Tennessee.

6. Agreement by and between Burton Hills Properties, a general partnership, and the Nashville and Davidson County Metropolitan Planning Commission, dated August 12, 1985, of record in Book 6655, page 47, Register's Office for Davidson County, Tennessee.

7. All matters as shown on the Plat of Burton Hills, of record in Book 6250, page 284, Register's Office for Davidson County, Tennessee, as revised in Book 6250, page 649, Register's Office for Davidson County, Tennessee.

8. Declaration of Covenants, Conditions and Restrictions of record in Book 6517, page 522, as amended in Book 6691, page 593, as amended in Book 6778, page 532, and as amended in Book 6778, page 536, and as amended in Book 6911, page 120, Register's Office for Davidson County, Tennessee.

9. Declaration of Covenants, Conditions and Restrictions, Burton Hills, Village of Summerwind, of record in Book 6778, page 510, and amended in Book 6917, page 736, Register's Office for Davidson County, Tennessee.

10. Charter of Burton Hills Village of Summerwind Association, Inc., dated January 28, 1986, of record in Book 6778, page 505, as amended in Book 6921, page 212, Register's Office for Davidson County, Tennessee.

11. Maximum Square Footage Allocations for Village of Summerwind, Tract 12, as shown on the instrument of record in Book 6778, page 709, Register's Office for Davidson County, Tennessee.

12. All matters as shown on the Plat of Burton Hills, Village of Summerwind, Tract 12, of record in Book 6250, page 811, and as amended in Book 6918, page 885, Register's Office for Davidson County, Tennessee.

13. Any and all other prior restrictions, encumbrances, or liens of any nature.

Words used herein indicating number or gender shall be read as context may require.

Dated this 25th day of February, 1988.

William L. Norton, III

William L. Norton, III, as Successor Trustee, and not otherwise

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, SYLVIA L. ROPER, a Notary Public in and for said County and State, the within named William L. Norton, III, Successor Trustee, the bargainor, with whom I am personally acquainted (or to me proved on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 25th day of February, 1988.

Sylvia L. Roper
Notary Public

My Commission Expires: SEPT. 9, 1989

The actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 246,415.00.

DOMINION BANK OF MIDDLE TENNESSEE

Ronnie W. Cothron, AVP
AFFIANT

BY: RONNIE W. COTHRON, ASSISTANT VP.

Subscribed and sworn to before me this 25th day of February, 1988.

William L. Norton
Notary Public

My Commission Expires: 7-17-88

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot No. 48 on the Plan of Burton Hills Village of Summerwind, Tract 12, of record in Book 6250, page 811, Register's Office for Davidson County, Tennessee, to which reference is made for a more complete description.

Being the same property conveyed to Phillip D. Shipley and Anita Shipley by deed from Burton Hills Properties, a Kentucky general partnership of record in Book 7047, page 144, Register's Office of Davidson County, Tennessee.

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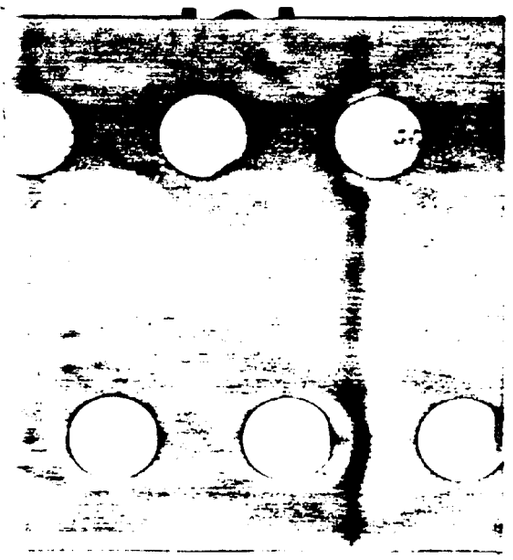
IDENTIFICATION REFERENCE

FEB 25 12:47 PM '98

DAVIDSON COUNTY, TN

OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



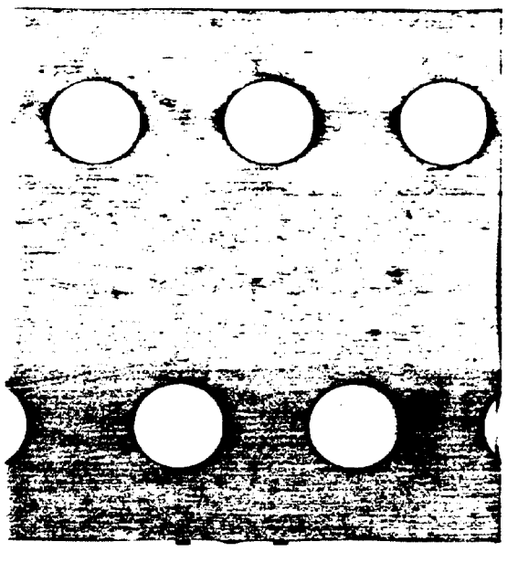
RECEIVED OF _____

FOR _____

BOOK 7476 PAGE 700

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL



CAMT

~~246415.00~~

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

~~STATE TAX 689.92~~

PRFEE 0.50

WDEED 15.00

TOTAL 705.42

CHECK 705.42

02/25/88 01 12:51 0001 9965

0 7 5 7 5

IDENTIFICATION REFERENCE

FEB 25 12 47 PM '88

DAVIDSON COUNTY, TN

No. 64702