This instrument prepared by:
Robert C. Goodrich, Jr.
FARRIS, WARFIELD & KANADAY
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

BOOK 7587 PAGE 962

Address New Owner as Follows:

Cumberland Manor, Inc.
4343 Hydes Ferry Pike
Nashville, Tennessee 37218

Send Tax Bills To:

Same

Map Parcel No.:

69-0-113
13DA 68537

SUBSTITUTE TRUSTEE'S DEED

This instrument made and entered into on this the 30th day of June, 1988 by Robert C. Goodrich, Jr., Substitute Trustee (hereinafter referred to as "Substitute Trustee").

WHEREAS, by Deed of Trust dated as of the 1st day of May, 1985 of record in Book 6570, page 338, Register's Office for Davidson County, Tennessee (herein "Deed of Trust"), Care America, Inc. conveyed to Keith Keisling, Trustee, the hereinafter described real estate, to secure payment to The Health and Educational Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee (the "Board") of a note dated as of May 1, 1985, in the original principal amount of Three Million Eight Hundred Fifty Thousand Dollars ($3,850,000.00) (herein the "Note"); and

WHEREAS, the Note and Deed of Trust were assigned by the Board to Third National Bank of Nashville, Trustee under Indenture of Trust dated as of May 1, 1985, of record in Book 6570, page 367, said Register's Office; and

WHEREAS, Keith Keisling was unable to serve as such Trustee and Third National Bank in Nashville, Trustee appointed Robert C. Goodrich, Jr. to serve as Substitute Trustee in accordance with the terms of the Deed of Trust by an instrument of record in Book 7513, page 179, Register's Office for said County; and

45337

IDENTIFICATION REFERENCE

JUN 30 1 35 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

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WHEREAS, the indebtedness secured by the Deed of Trust became overdue and unpaid, and other conditions of default occurred, by reason of which Third National Bank in Nashville, Trustee declared the Deed of Trust and Note to be in default; and

WHEREAS, Third National Bank in Nashville, Trustee directed the Substitute Trustee to sell the property held as security under the Deed of Trust as provided therein, and the Substitute Trustee caused notice to be published in the Nashville Record that the property would be sold on Friday, May 13, 1988 at 12:00 noon, at the South door of the Davidson County Courthouse, such advertisement appearing in said paper on April 14, 21, and 28, 1988 and sent a copy of such notice to Care America, Inc. and following such notice the default was not cured; and

WHEREAS, due notice of such sale was given to the District Director of the Internal Revenue Service, who had attempted to file federal tax liens on said property, as required by law; and

WHEREAS, due notice of such sale was given to the State of Tennessee Department of Unemployment Security, who had attempted to file a state tax lien on said property, as required by law; and

WHEREAS, the property subject to the Deed of Trust was placed in receivership in the Chancery Court for Davidson County, Tennessee, Case No. 88-82-III, and pursuant to order entered by the Chancery Court on May 11, 1988, the Substitute Trustee was authorized to proceed with nonjudicial foreclosure; and

WHEREAS, the Substitute Trustee at the time, place and date specified in said notices offered the property for sale, and after opening the floor for competitive bids, sold said property to Third National Bank in Nashville, Trustee, at the price of Two Million Dollars ($2,000,000.00), this being the highest, last and best bid; and

WHEREAS, Third National Bank in Nashville, Trustee, assigned its rights to the property as purchaser at foreclosure to Cumberland Manor, Inc., and directed Robert C. Goodrich, Jr., as Substitute Trustee to deliver deed to Cumberland Manor, Inc., in consideration for which Cumberland Manor, Inc. executed and delivered a promissory note to the receiver in Case No. 88-82-III in the original principal amount of Three Million Eight Hundred Fifty Thousand Dollars ($3,850,000.00), Three Hundred Fifty Thousand Dollars ($350,000.00) of which was for the sale of certain personalty used with the property.

NOW, THEREFORE, I, Robert C. Goodrich, Jr., Substitute Trustee as aforesaid, in consideration of the premises and the sum of Three Million Five Hundred Thousand Dollars ($3,500,000.00), by these presents do transfer and convey unto Cumberland Manor, Inc., its successors and assigns, all of my right, title and interest in and to the following described real estate and improvements located thereon, but no further or otherwise, located in Davidson County, Tennessee, and more particularly described as follows, to wit:

> Being a tract of land lying in the First Civil District of Davidson County, Tennessee and being more particularly described as follows:
>
> Beginning at a point lying on the Easterly margin of the right of way of Stewarts Lane, and being the most Southwesterly corner of the Hoyt T. Walker property which is of record in Book 2283, Page 111, Register's Office for Davidson County, Tennessee; thence leaving the right of way of Stewarts Lane and with the Southerly line of the said Walker property, South 82 degrees, 05 minutes, 47 seconds East a distance of 127.40 feet to a point; thence leaving said point North 8 degrees, 47 minutes, 33 seconds East a distance of 99.06 feet to a point on the Southerly margin of Hydes Ferry Pike: thence leaving the said Walker property and with the said Southerly margin of the Hydes Ferry Pike, and with a curve to the right, having a radius of 6331.20 feet, and an arc length of 258.11 feet to a point; thence leaving the Southerly margin of Hydes Ferry Pike, South 1 degree, 38 minutes, 12 seconds West a distance of 497.00 feet to a point; thence South 50 degrees, 14 minutes, 57 seconds West a distance of 85.00 feet to a point; thence South 3 degrees, 50 minutes, 07 seconds East a distance of 203.57 feet to a point on the Northerly right of way of the

Illinois Central Gulf Railroad; thence along the Northerly right of way of the said railroad, and with a curve to the left having a radius of 1960.00 feet and an arc length of 350.29 feet to a point on the said Easterly margin of Stewarts Lane; thence along the Easterly margin of Stewarts Lane North 1 degree, 38 minutes, 12 seconds East a distance of 785.38 feet to the point of beginning containing 6.74 acres, more or less, described according to a boundary survey and drawing by Anderson-Delk and Associates, Inc., dated May 17, 1985, as revised May 31, 1985.

Being a portion of the same property conveyed to Care America, Inc., by warranty deed from Michael E. Hampton, of record in Book 6570, page 244, Register's Office for Davidson County, Tennessee.

The street address of the property is 4343 Hydes Ferry Pike, Nashville, Tennessee 37218.

To have and to hold the aforesaid real estate, together with all improvements thereon, and free from all equities of redemption, homestead, dower and other rights of exemption of every kind and other rights of exemption as provided in, but only to the extent provided in, said Deed of Trust.

Said sale is subject to certain easements, restrictions, liens, taxes, etc., including, but not limited to the following:

(1) Any and all unpaid property taxes.

(2) Any mechanics' and materialmen's liens, filed or unfiled, taking priority over the Deed of Trust.

(3) Title to that portion of the premises lying within the bounds of any roads, streets, or highways.

(4) Such easements and restrictions as may be applicable.

(5) Any other liens, defects, encumbrances, adverse claims or other matters which take priority over the Deed of Trust under which said foreclosure was held or which affect the land herein conveyed.

(6) Any rights of redemption or otherwise held by the Internal Revenue Service or the State of Tennessee.

(7) Rights or claims of parties in possession.

(8) Encroachments, overlaps, boundary line disputes or other matters which would be shown by an accurate survey or inspection of the premises.

WITNESS the signature of the Substitute Trustee on this the day and date first above written.

Robert C. Goodrich, Jr.
ROBERT C. GOODRICH, JR.,
Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Sherry Lockhart, a Notary Public of the State and County aforesaid, personally appeared ROBERT C. GOODRICH, JR., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Substitute Trustee, and that he as such Substitute Trustee being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing his name as Substitute Trustee.

Witness my hand and seal, at office in Nashville, Tennessee, this 30th day of June, 1988.

Sherry Lockhart
Notary Public

My commission expires: 5-21-90

SHERRY LOCKHART NOTARY AT LARGE STATE OF TENNESSEE

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is Three Million Five Hundred Thousand Dollars ($3,500,000.00).

James M. Smith, Secretary
Affiant

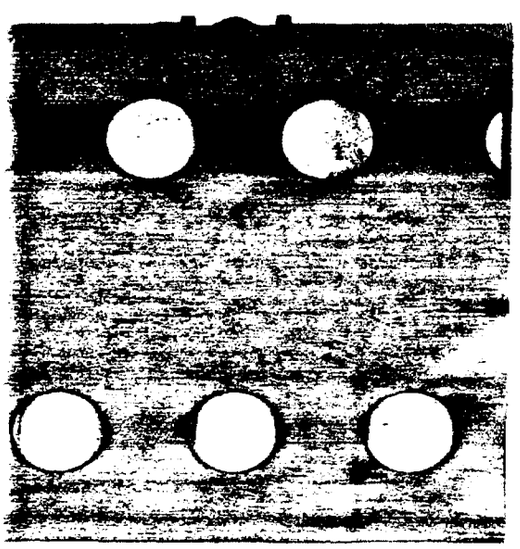
Subscribed and sworn to before me this the 30th day of June, 1988.

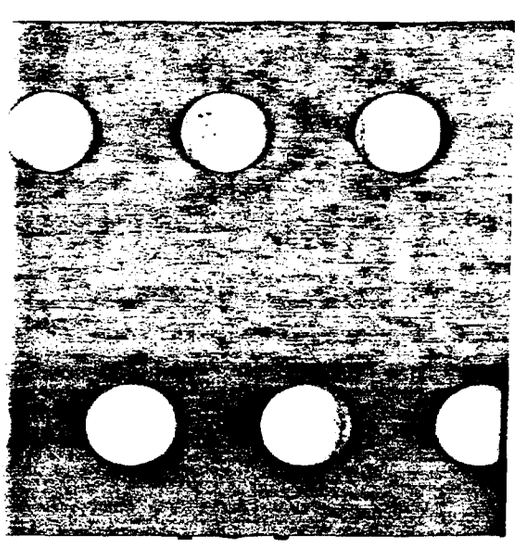
Sherry Lockhart
Notary Public

My commission expires: 5-21-90

SHERRY L... NOTARY AT LARGE STATE OF TENN...

5142B/06-28-88





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7587 PAGE 967

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 3500000.00
				CON TX 9800.00
				PRFEE 0.50
				WDEED 15.00
				TOTAL 9815.50
				CHECK 9815.50
06/30/88	01			13:35 0001 1658

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

45337

IDENTIFT REFERENCE

JUN 30 1 35 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 108410