FRD1033 7/14/89 jef

This Instrument Prepared By:
BASS, BERRY & SIMS (FRD)
2700 First American Center
Nashville, Tennessee 37238

Box 18 (RGD)

SUCCESSOR TRUSTEE'S DEED

Address New Owner(s):	Send Tax Bills To:	Map & Parcel Nos.:
First American National Bank First American Center Nashville, TN 37237 ATTN: Special Assets Division	Same	Parcel 89 map 96-5 07/19 0101 03CHECK 1581.00

WHEREAS, by Deed of Trust and Security Agreement dated March 3, 1988, of record in Book 7483, page 512, Register's Office for Davidson County, Tennessee (the "Deed of Trust"), Boardwalk Shopping Centers of America, Inc., conveyed the real property described on attached Exhibit A, which is incorporated herein by reference, together with the other property described in the Deed of Trust (collectively the "Property") to Michael E. Hendren, Trustee ("Trustee"), to secure payment of the indebtedness described in the Deed of Trust (the "Indebtedness"); and

WHEREAS, by Appointment of Successor Trustee dated June 16, 1989, of record in Book 7866, page 417, said Register's Office, T. Andrew Smith was appointed Successor Trustee under the Deed of Trust (the "Successor Trustee"); and

WHEREAS, the Indebtedness was not paid in accordance with its terms, and default in the payment thereof was declared; and

WHEREAS, at the request of the lawful owner and holder of the Indebtedness, the Successor Trustee gave notice of the time and place of a sale of the Property, all in accordance with the Deed of Trust and the laws of the State of Tennessee, by publishing a notice in The Nashville Record, a newspaper published in Davidson County, Tennessee, said notice being first published on June 22, 1989, and thereafter published on June 29, 1989 and July 6, 1989, with said notice of sale advertising the sale of the Property to be held on July 18, 1989, at 12:00 Noon; and

WHEREAS, on July 18, 1989, at 12:00 Noon at the front (south) door of the Davidson County Courthouse, in Nashville, Davidson County, Tennessee, being the time and place fixed in said notice, the Property was offered for sale in the manner provided in said notice and in the Deed of Trust, and the Trustee received a bid of Four Hundred Seventy Thousand Dollars ($ 470,000), which bid was the last, highest and best bid, and payment has been made by credit upon the Indebtedness, the receipt of which is hereby acknowledged;

NOW, THEREFORE, in consideration of the foregoing and of the sum bid and paid as herein provided, I, T. Andrew Smith, Successor Trustee, do hereby bargain, sell, transfer and convey the Property unto First American National Bank, a national banking association with principal offices in Nashville, Tennessee, and its successors and assigns ("Grantee");

TO HAVE AND TO HOLD the Property, together with the estate, title and interest of Successor Trustee therein and all hereditaments, easements, appurtenances and improvements thereto belonging, to the Grantee in fee simple forever, free from all

rights of redemption, homestead, dower, elective or distributive share, any right of appraisement or valuation and all other rights and exemptions of the grantor of the Deed of Trust, all of which were expressly waived therein, and subject only to liens, easements, encumbrances, rights of redemption of taxing entities, liens for property and other taxes and other matters that are prior in right to the lien and security title of the Deed of Trust.

I, T. Andrew Smith, Successor Trustee, do hereby transfer, assign and set over unto Grantee all of the covenants and warranties contained in the Deed of Trust; and, to the extent that I am able to do so as Successor Trustee, and subject only to the matters herein expressly reserved, I hereby warrant the title to the Property against the claims of all persons claiming by, through or under me as such Successor Trustee, but no further or otherwise.

This is improved property known as 142 Donelson Pike, Nashville, Tennessee.

WITNESS my hand as Successor Trustee on this 18th day of July, 1989.

T. Andrew Smith, Successor Trustee

T. Andrew Smith, Successor Trustee

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the aforementioned County and State, personally appeared T. Andrew Smith, the within named bargainor, 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 Successor Trustee named herein, and who further acknowledged that he as such Successor Trustee executed the foregoing instrument (SUCCESSOR TRUSTEE'S DEED) for the purposes therein contained, and who stated, upon oath, that the actual consideration or value, whichever is greater, for this transfer is $ 470,000.00 Dollars ($ 470,000.00).

WITNESS my hand and official seal at office in Nashville, Tennessee, on this 18th day of July, 1989.

Rebecca G. Davidson

Notary Public

My Commission Expires:

My Commission Expires May 22, 1993

EXHIBIT A

LAND in the 3rd Civil District of Davidson County, Tennessee, being Parcel No. 89 on Property Map 96-5 and, according to a survey by Cummings Associates, land surveyors, performed on December 24, 1987, more particularly described as follows:

Beginning at an iron pin in the westerly margin of Donelson Pike being the southeast corner of property acquired by S.M. Bradley, et ux., in Book 1909, Page 397, Register's Office for Davidson County, Tennessee;

1. Thence South 0 degrees 25 minutes 28 seconds East with the westerly margin of Donelson Pike 149.70 feet to an iron pin;

2. Thence North 87 degrees 13 minutes 46 seconds West 139.11 feet to an iron pin;

3. Thence North 2 degrees 30 minutes 0 seconds East 149.97 feet to an iron pin;

4. Thence South 87 degrees 0 minutes 46 seconds East with Bradley's southerly line; 131.48 feet to the point of beginning, containing 0.465 acres, more or less.

Being the same property conveyed to Boardwalk Shopping Centers of America, Inc. by deed from Dan H. Jordan and Margaret J. Jordan, of record in Book 7483, page 509, Register's Office of Davidson County, Tennessee.

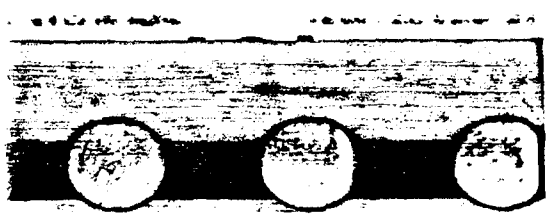
This is improved property known as 142 Donelson Pike, Nashville, Tennessee 37214.

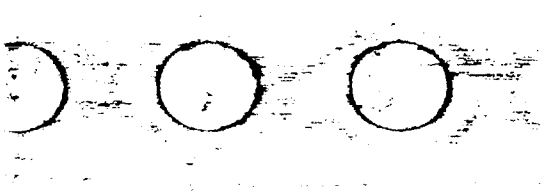
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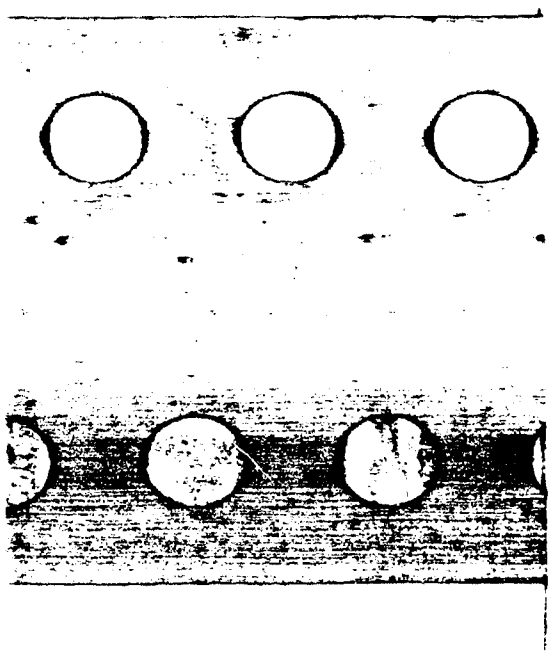
IDENTIFICATION REFERENCE

Jul 19 8 27 AM '89

DAVIDSON COUNTY, TN







OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7891 PAGE 982

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	
				470000.00
			CON TX	1551.00
			PRFEE	1.00
			MBEED	9.00
			TOTAL	1561.00
			CHECK	1561.00
07/19/89		01	09:33 0001	6449

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

50242

IDENTIFICATION REFERENCE

Jul 19 3 27 AM '89

DAVIDSON COUNTY, TN

No. 230107