This instrument prepared by:

George E. Copple, Jr., Esq.
Third National Financial Center
Suite 1410
Nashville, Tennessee 37219
(615)254-9100

SUBSTITUTE TRUSTEE'S DEED

George E. Copple, Jr., City of Nashville, County of Davidson, State of Tennessee, herein referred to as Grantor, as substitute trustee ("Trustee") under the Deed of Trust described below, hereby grants and conveys to Charles D. Whorley, 205 Sailboat Drive, Nashville, County of Davidson, Tennessee, herein referred to as Grantee, without any covenant or warranty, express or implied, the real property located in Nashville, County of Davidson, Tennessee, described as follows:

Land lying in the Second Civil District of Davidson County, Tennessee, and being more fully described according to a survey made by Charles B. Mosley, Jr., dated June 21, 1984, as follows:

Beginning at an iron pin on the northerly margin of Murfreesboro Pike, approximately 622 feet northwest of the intersection of the northerly margin of Murfreesboro Pike with the northerly margin of Rural Hill Road; thence, with Murfreesboro Pike, a curve to the left having a central angle of 04 degrees 52 minutes 09 seconds, radius of 1939.86 feet, 164.86 feet to an iron pin, the beginning of an offset in the right-of-way of Murfreesboro Pike; thence, with said offset, North 50 degrees, 42 minutes, 32 seconds East, 11.86 feet to an iron pin; thence, continuing with Murfreesboro Pike, a curve to the left having a central angle of 06 degrees 58 minutes 08 seconds, radius of 1959.86 feet, 238.38 feet to an iron pin; thence, North 50 degrees 52 minutes 24 seconds West, 31.17 feet to an iron pin; thence leaving Murfreesboro Pike, North 44 degrees 51 minutes 22 seconds East, 330.80 feet to an iron pin; thence North 50 degrees 52 minutes 24 seconds West, 82.23 feet to an iron pin; thence, North 45 degrees 20 minutes 39 seconds East, 837.97 feet to an iron pin; thence, South 41 degrees 40 minutes 39 seconds East, 73.07 feet to an iron pin; thence, North 70 degrees 20 minutes 50 seconds East, 53.38 feet to an iron pin; thence, South 28 degrees 52 minutes 52 seconds East, 77.21 feet to an iron pin; thence, South 35 degrees 04 minutes 38 seconds West, 33.27 feet to a concrete monument; thence South 38 degrees 04 minutes 41 seconds West, 513.26 feet to a concrete monument; thence, South 50 degrees 32 minutes 58 seconds East, 199.95 feet to an iron pin in concrete; thence, South 38 degrees 39 minutes 02 seconds West, 665.90 feet to the point of beginning, and containing 8.9506 acres, more or less.

Being the same property conveyed to The Priest Lake Group, Ltd. by deed from Charles Whorley, Trustee, of record in Book 6328, page 610, Register's Office of Davidson County, Tennessee.

This conveyance is made pursuant to the powers conferred on Grantor by the Deed of Trust, dated June 29, 1984, recorded June 29, 1984, in the Register's Office of Davidson County, Tennessee, in Book 6328, page 615, between The Priest Lake Group, Ltd., as Mortgagor, James R. Cheshire, III, as Trustee, and Charles D. Whorley, as Creditor, wherein the Mortgagor granted and conveyed to such

Trustee the property described above to secure, among other obligations, payment of that certain promissory note described in the Deed of Trust, according to the terms thereof, and by that Appointment of a Substitute Trustee, dated November 27, 1989, made by Charles D. Whorley, Creditor and Beneficiary of said Deed of Trust, by which Grantor was substituted as Trustee in place of James R. Cheshire, III, and which instrument was recorded on December 21, 1989, in Book 8010, Page 120, Register's Office of Davidson County, Tennessee; and after the fulfillment of the following conditions specified in the Deed of Trust authorizing this conveyance:

DEFAULT AND NOTICE UNDER DEED OF TRUST

Breach and default were made by The Priest Lake Group, Ltd. under the terms of the Deed of Trust by non-payment of installments due under the promissory note referred to above, which default continued until the time of sale. On December 20, 1989, written notice of acceleration of the promissory note and of the impending foreclosure sale of the property was sent to The Priest Lake Group, Ltd., the Mortgagor under the Deed of Trust, as required in said Deed of Trust.

NOTICE OF PUBLIC SALE OF PROPERTY

The Substitute Trustee under such Deed of Trust caused to be published in a newspaper of daily circulation in Davidson County, Tennessee notice of the public foreclosure sale of the proeprty, advertising the time and place of said sale as being January 18, 1990 at 12:00 noon at the front steps of the Davidson County Courthouse, and said notice appeared in The Tennessean, a newspaper of daily circulation in Davidson County, Tennessee, on December 26, 1989, January 2, 1990, and January 9, 1990, all in compliance with the Deed of Trust.

COMPLIANCE WITH STATUTORY AND DEED OF TRUST REQUIREMENTS

All applicable statutory provisions of the State of Tennessee and all of the provisions of such Deed of Trust have been complied with as to acts to be performed and notices to be given.

PUBLIC SALE OF PROPERTY

The Substitute Trustee, at the time and place of sale fixed as stated above, then and there sold the subject property, at public auction, to Grantee, who was the highest bidder therefor, in cash, in full compliance with the laws of the State of Tennessee and with the terms of the Deed of Trust. Dated January 18, 1990.

01956

IDENTIF. REFERENCE

FEB 6 8 42 AM '90

ELIA... DAVIDSON COUNTY TN.

George E. Copple, Jr.
SUBSTITUTE TRUSTEE

George E. Copple, Jr.
GRANTOR

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared George E. Copple Jr., with whom I am personally acquainted and who, upon oath, acknowledged that he executed the foregoing instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee this 23rd day of January, 1990.

Katherine B. Sadler
NOTARY PUBLIC

My Commission Expires:
May 20, 1993

0670 02/06 0101 03CHECK 4630.00

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 1,400,000.00 .

George E. Copple, Jr.

Sworn to and subscribed before me this 23rd day of January, 1990.

Katherine B. Sadler
NOTARY PUBLIC

My Commission Expires:

May 20, 1993

NEW OWNER:

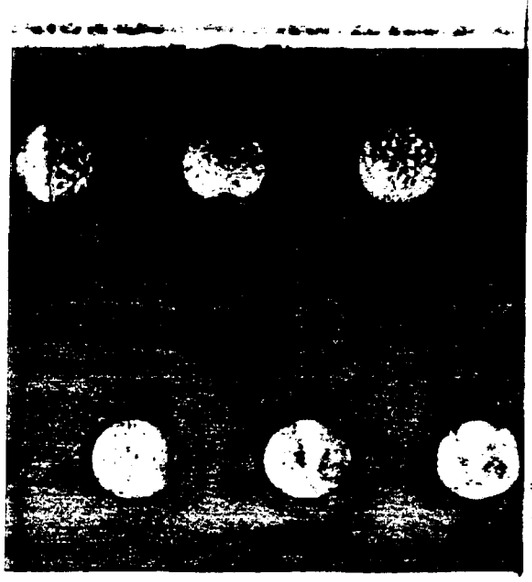
Charles D. Whorley, Trustee
205 Sailboat Drive
Nashville, TN 37217

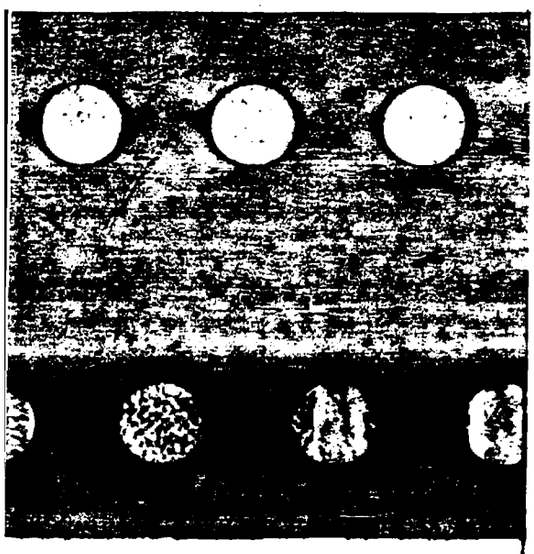
SEND TAX BILLS TO:

Same

MAP & PARCEL

Map 149
Pacel 86
Map 149-4
Parcel 165





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

RECEIVED OF _____

FOR _____

BOOK 8040 PAGE 589

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 1400000.00
CON TX 4620.00
PRFEE 1.00
MTEED 9.00
TOTAL 4630.00
CHECK 4630.00

02/06/90 01 08:42 0001 0670

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

01956

IDENTIF. TREFERENCE

FEB 6 8 42 AM '90

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY TN.

No. 290694