SUBSTITUTE TRUSTEES' DEED

WHEREAS, under date of September 18, 1986, **HERMITAGE MARKETPLACE CO., A TENNESSEE GENERAL PARTNERSHIP** executed a certain Tennessee Deed of Trust with Security Agreement and Assignment of Rents and Leases (the "Deed of Trust") to David G. Williams and Thomas F. Baker, IV, Trustee, for the purpose of securing the debt and obligations therein described, which Deed of Trust is recorded in Trust Book 6984, Page 6, in the Register's Office for Davidson County, Tennessee; and,

WHEREAS, John C. Phipps II and Randal S. Mashburn, were appointed Substitute Trustees in the place and stead of David G. Williams and Thomas F. Baker, IV, Trustee, said appointment was set forth in Record Book 7939, page 740, Register's Office for Davidson County, Tennessee;

WHEREAS, default was made in the payment of the debt and obligation secured by said Deed of Trust and the undersigned, as Substitute Trustee, was required by First Tennessee Bank National Association, the owners and holders of the debt, to advertise and sell the property conveyed by said Deed of Trust in compliance with the provisions thereof; and,

WHEREAS, the undersigned, as Substitute Trustees, did in compliance with the provisions of said Deed of Trust, advertise for sale the property conveyed by same, the advertisement of sale having been published in The Nashville Record a newspaper published in Davidson County, Tennessee, in the issues of June 7, 1990, June 14, 1990 and June 21, 1990, of said newspaper, said sale having been advertised for Friday, July 6, 1990 commencing at 12:00, noon, on the front steps of the Courthouse, in Davidson County, Tennessee, at which time and place same was offered for sale and sold; and,

WHEREAS, said sale was made subject to prior liens and encumbrances, including liens of real estate taxes, and any applicable restrictions, building lines, and easements; and

WHEREAS, the highest and best bid for said property was then and there made by First Tennessee Bank National Association, to wit: a bid of Two Million Eight Hundred Thousand and No/100 Dollars ($2,800,000.00) for said property, which bid was then and there accepted by Randal S. Mashburn, Substitute Trustee, in accordance with the terms of the Deed of Trust.

NOW, THEREFORE, for the consideration named, and for and in consideration of the compliance with the terms of said bid, the undersigned, John C. Phipps II and Randal S. Mashburn, as Substitute Trustees, have bargained and sold, and do by these presents bargain, sell and convey unto the said First Tennessee Bank National Association, the property advertised and sold as hereinabove recited, situated, lying and being in the County of Wilson, State of Tennessee, and more particularly described as follows:

> A tract or parcel of land in the 13th Councilmanic District of Davidson County, Tennessee, on Old Hickory Boulevard (State Rt. 45) more particularly described according to a survey of Thomas & Miller, dated July 22, 1986, Job No. 8652, as follows:
>
> Beginning at an iron pin in the East margin of said Boulevard said pin being approximately 548.5 feet South along said East margin from the intersection of the East margin of the T.C.R.R. and the said East margin of Old Hickory Boulevard corner to Wal Mart Properties, Inc.; thence, with Wal Mart Properties, Inc. South 83 degrees 48' 00" East, 63.36 feet to a concrete monument corner to Metro Government (NES Sub Station); thence, with Metro South 83 degrees 48' 00" East, 479.90 feet, to a concrete monument corner to Hermitage Estates

Subdivision; thence, with Hermitage Estates Subdivision South 83 degrees 55' 52" East, 850.33 feet to a concrete monument at the Southwest corner of Terry Lane; thence, crossing said Lane South 83 degrees 55' 52" East, 50.02 feet to an iron pin; thence, with the fence South 15 degrees 27' 05" East, 515.20 feet; South 15 degrees 22' 36" East, 185.96 feet; South 14 degrees 43' 16" East, 646.91 feet to an iron pin by an old post corner to the Baltz Estates Subdivision; thence with said Subdivision North 83 degrees 57' 50" West, 693.59 feet to an iron pin in the East margin of Old Hickory Boulevard; thence with said East margin and with a curve to the left having a radius of 2019.86 feet an arc length of 600.11 feet to a highway monument; thence, with said margin North 46 degrees 55' 35" West, 549.50 feet to a highway monument; thence, with said margin and along a curve to the right having a radius of 1829.86 feet an arc length of 629.14 feet to the place of beginning containing 31.21 acres, more or less.

Being the same property conveyed to Hermitage Marketplace Co., a Tennessee general partnership, composed of William V. Papaik, Ronald E. Huguenard, and Thomas L. Schlachter by deed from 30 Acre Joint Venture, a Tennessee general partnership, of record in Book 6984, page 1, Register's Office for Davidson County, Tennessee, as re-recorded in Book 6991, page 814, Register's Office for Davidson County, Tennessee.

This is unimproved property, located at Old Hickory Boulevard and Lebanon Road, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD, unto the said First Tennessee Bank National Association, their heirs, successors and assigns, in fee simple, forever.

The undersigned Substitute Trustees believe the title hereby conveyed to be good except for prior liens of record, including those described herein above, and including any prior liens for taxes and any applicable taxes, building liens and easements, but warrants same against the lawful claims of all persons claiming by, through and under a conveyance from the undersigned as Substitute Trustees, under the provisions of the above described Deed of Trust, and not further or otherwise.

IN WITNESS WHEREOF, the said John C. Phipps II and Randal S. Mashburn, as Substitute Trustees, have hereunto set their hands this 13th day of July, 1990.

John C. Phipps II, Substitute Trustee

Randal S. Mashburn, Substitute Trustee

BOOK 8167 PAGE 716

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Vicki R. Schmitz, a Notary Public in and for said State and County duly commissioned and qualified, John C. Phipps II, Substitute Trustee, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand at office, this 13th day of July, 1990.

Vicki R. Schmitz
Notary Public

My Commission Expires: 7-24-93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Vicki R. Schmitz, a Notary Public in and for said State and County duly commissioned and qualified, Randal S. Mashburn, Substitute Trustee, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand at office, this 13th day of July, 1990.

Vicki R. Schmitz
Notary Public

My Commission Expires: 7-24-93

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PROPERTY OWNER: FIRST TENNESSEE BANK NATIONAL ASSOCIATION
PROPERTY ADDRESS: 511 Union Ave., Nashville City Center
Nashville, Tennessee 37219
Attn: Lynda Smith

Send Tax Bills To:
SAME

Map No. 75; Parcel No. 122

PICK-UP
AUG 3 2 30 PM '90
TENNESSEE REGISTER
46886

THIS INSTRUMENT PREPARED BY:
HEISKELL, DONELSON, BEARMAN,
ADAMS, WILLIAMS & KIRSCH
511 Union Street, Suite 600
Nashville, Tennessee 37219
(615) 256-0815

STATE OF TENNESSEE)
COUNTY OF Davidson)

I hereby swear or affirm that to the best of Affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is and Two million Eight Hundred Thousand and 00/100 Dollars ($2800000.00) which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Lynda S. Smith
Affiant
Sr. V.P.

SUBSCRIBED AND SWORN to before me this 1ST day of Aug, 1990.

Vicki R. Schmitz
Notary Public

My Commission Expires: 7-24-93

FORECLOS/SUBTRUS.HER

6929 08/03/90 00101 03CHECK 9250.00

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8167 PAGE 717

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 2800000.00
CON TX 9240.00
PRFEE 1.00
WDEED 9.00
TOTAL 9250.00
CHECK 9250.00
08/03/90 01 14:33 0001 6929

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

46886

IDENTIFICATION REFERENCE

AUG 3 2 30 PM '90

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY

No. 343396