RETURN TO:

Third National Bank
Attn: Ms. Nina Vowell
7th Floor
201 Fourth Avenue North
Nashville, Tennessee 37219

THIS INSTRUMENT PREPARED BY:

GARY R. THOMPSON, ATTORNEY
Third National Bank in Nashville
P.O. Box 2704, Uptown Station
Nashville, Tennessee 37219

444 Jas. Robertson Parkway

BOOK 8205 PAGE 832

SUCCESSOR TRUSTEE'S DEED

ADDRESS NEW OWNER(S) AS FOLLOWS:

Third National Bank in Nashville
Attn: Ms. Nina Vowell
7th Floor
201 Fourth Avenue North
Nashville, Tennessee 37219

SEND TAX BILLS TO:

Third National Bank
Attn: Ms. Nina Vowell
7th Floor
201 Fourht Avenue North
Nashville, TN 37219

MAP PARCEL NUMBERS: 093-110-195

THIS INSTRUMENT made and entered into this 27th day of September, 1990, by and between Gary R. Thompson, Successor Trustee, and Third National Bank in Nashville, hereinafter referred to as "Grantee".

W I T N E S S E T H:

WHEREAS, by deed of trust executed on the 1st day of July, 1987, of record in Book 7286, page 334, Register's Office for Davidson County, Tennessee, Victorian House Associates, Limited, a Tennessee partnership having Historic Properties, Ltd., a Tennessee partnership, as general partner, conveyed certain real property to J. M. Grissim, Trustee, for the purpose of securing the indebtedness described therein; and

WHEREAS, by assignment instrument, the aforesaid deed of trust was assigned from Third National Mortgage Company as beneficiary to Third National Bank in Nashville on July 1, 1987. Said assignment is of record in the Register's Office for Davidson County, Tennessee in Book 7286, page 362, to which reference is here made; and

WHEREAS, the original Trustee elected not to serve and the owner and holder of the note evidencing the aforesaid indebtedness, as provided in said deed of trust and by instrument of record in Book 8187, page 160, Register's Office for Davidson County, Tennessee, appointed Gary R. Thompson as Successor Trustee and vested him with all of the rights, powers and privileges of the original Trustee named in said deed of trust; and

WHEREAS, the indebtedness secured by said deed of trust was not paid as agreed, but default was made, and thereupon, at the request of Third National Bank in Nashville, the holder of said indebtedness, the Successor Trustee did commence foreclosure of said property pursuant to the provisions of said deed of trust; and

WHEREAS, on Thursday, the 27th day of September, 1990, at 1:30 p.m., at the property location, 28 Middleton Street, Nashville, Tennessee 37210, said Successor Trustee offered said real estate for sale at auction, subject to all restrictions of record, all unpaid taxes and any other prior mortgages and liens of record and free from the equity of redemption and all other rights of redemption, homestead, dower, and all other exemptions and martial rights, all of which were expressly waived and conveyed in the aforesaid deed of trust, and after being cried for a reasonable time, the property was sold to the highest and best bidder, the same being the Grantee, for the sum of $158,000.00, and said sum was in hand paid and then applied as by said deed of trust directed.

NOW, THEREFORE, this deed further witnesseth:

THAT for and in consideration of the said Grantee's having paid the Successor Trustee the sum of $158,000.00, the receipt of which is hereby acknowledged, the Successor Trustee has this day bargained and sold and does hereby sell, transfer and convey unto the said Grantee, its successors and assigns, forever, the following described real property in Davidson County, Tennessee:

Being Lot 54 on the plan of Rutledge's Addition to Nashville, as of record in Book 21, page 73, Register's Office of Davidson County, Tennessee.

Beginning at a point lying on the easterly margin of an alley and the northerly margin of Middleton Avenue, said point further described as lying 200 feet, more or less, northeast of the easterly margin of Rutledge Street; thence leaving the said margin of Middleton Avenue and running with the said margin of an alley north 27 degrees, 01 minutes, 32 seconds west a distance of 150.00 feet to a point lying on the southerly margin of an alley; thence running with the said southerly margin of the alley north 62 degrees, 45 minutes east a distance of 50.00 feet to an existing concrete monument lying at the common rear of Lots 54 and 55 on the said plan of Rutledge's Addition to Nashville; thence leaving the said alley and running with the common line of said Lots 54 and 55 south 27 degrees, 01 minutes, 32 seconds east a distance of 150.00 feet to a concrete monument lying on the said margin of Middleton Avenue; thence running with the said margin of Middleton Avenue south 62 degrees, 45 minutes west a distance of 50.00 feet to the point of beginning, containing 7500 square feet.

Being the same property conveyed to Victorian House Associates, Ltd., a Tennessee Limited Partnership, by deed from Historic Properties, Ltd., a limited partnership, of record in Book 6131, page 408, said Register's Office.

This is improved property located at 28 Middleton Street, Nashville, Tennessee 37210.

TO HAVE AND TO HOLD the aforesaid real property and any improvements thereon unto the said Grantee, its successors and assigns, in fee simple, forever, and in bar of all rights of redemption.

AND said Successor Trustee does hereby transfer, assign and set over unto the said Grantee all of the covenants and warranties in the aforesaid deed of trust and does hereby transfer, sell and convey unto said Grantee every right, title and interest which he as Successor Trustee holds by virtue of the said deed of trust and his appointment.

WITNESS the signature of the Successor Trustee on this the 27th day of September, 1990.

Gary R. Thompson

GARY R. THOMPSON
Successor Trustee
P.O. Box 2704, Uptown Station
Nashville, Tennessee 37219
Telephone: (615) 748-5946

60911

IDENTIF. T REFERENCE

SEP 28 2 57 PM '90

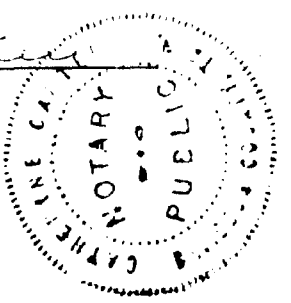
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Catherine Carter, a notary public in and for the aforesaid state and county, the within named Gary R. Thompson, Successor Trustee, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and executed the within instrument for the purposes therein contained.

Witness my hand and affixed seal in Nashville, Davidson County, Tennessee, this 27th day of September, 1990.

Catherine Carter
NOTARY PUBLIC



MY COMMISSION EXPIRES: March 27, 1993

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $158,000.00.

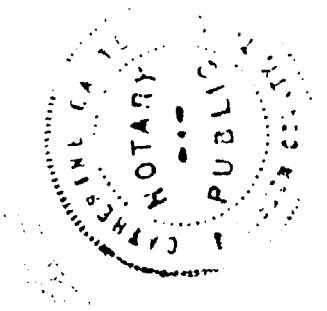
Janice D. Pino
Affiant

Subscribed and sworn to before me, this the 28th day of September, 1990.

Catherine Carter
Notary Public

My Commission Expires:

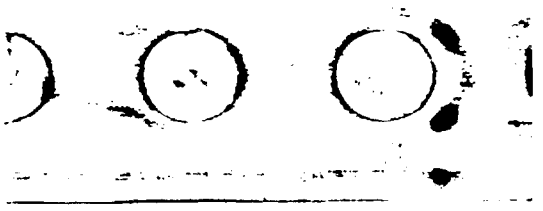
March 23, 1993
(Affix Seal)

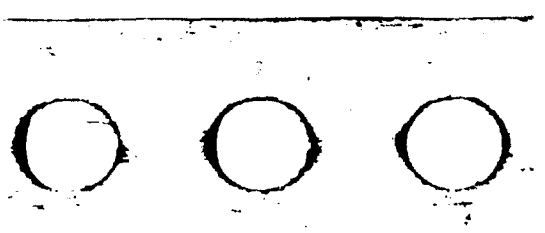


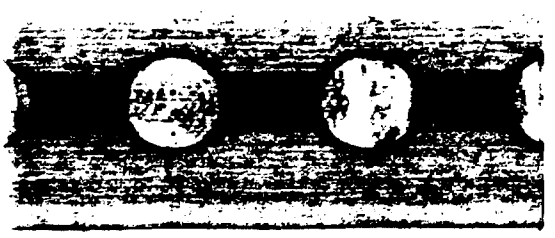
:victtd

[illegible] 03C-HEBK 534.40









OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8205 PAGE 836

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	158000.00
DON TX	321.40
PRFEE	1.00
MDEED	12.00
TOTAL	534.40
CHECK	534.40

09/28/90 01 14:58 0001 3176

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

60911
Identification Reference
Sep 28 2:57 PM '90
Felix Z. Wilson, II Register
Davidson County Tn.

No. 359769