This instrument prepared by:
W. Fred Williams
FARRIS, WARFIELD & KANADAY
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Send Tax Bills To:	Map and Parcel No.:
Third National Bank in Nashville 201 Fourth Avenue North Nashville, TN 37219	SAME	116-13-106.01 Field Book No.: 07DZ-00655

SUCCESSOR TRUSTEE'S DEED

This instrument made and entered into on this the 5th day of October, 1990, by W. Fred Williams, Successor Trustee (hereinafter referred to as "Successor Trustee").

WHEREAS, by a Deed of Trust dated February 28, 1985, of record in Book 6502, page 130, as amended by a Deed of Trust Amendment and Modification Agreement of record in Book 6840, page 172, as modified by Modification Agreement dated October 31, 1986, not of record, as further modified by Modification Agreement dated December 31, 1986, not of record, and as amended by Amendment to Deed of Trust Note, Deed of Trust, Assignment of Leases, Conditional Assignment of Rentals, and Conditional Assignment of Certificate of Deposit of record in Book 7913, page 894, Register's Office for Davidson County, Tennessee (the Deed of Trust and all amendments and modifications thereto being hereinafter collectively referred to as the "Deed of Trust"), Lon F. Raby, Trustee, with full power to sell or assign without the joinder of any beneficiary ("Raby"), conveyed to J. M. Grissim, Trustee, the hereinafter described real property (the "Premises") and fixtures (the "Fixtures") (the Premises and Fixtures being hereinafter collectively referred to as the "Collateral") to secure payment to Third National Bank in Nashville of a Deed of Trust Note dated February 28, 1985 in the original principal amount of Three Million Seven Hundred Fifty Thousand and No/100 Dollars ($3,750,000.00), which Note was modified and/or amended by Note Modification Agreement dated April 18, 1986, Modification

Agreement dated October 31, 1986, Modification Agreement dated December 31, 1986, Modification of Note Agreement dated April 2, 1987, Third Modification of Note dated January 28, 1988, and Amendment to Deed of Trust Note, Deed of Trust, Assignment of Leases, Conditional Assignment of Rentals, and Conditional Assignment of Certificate of Deposit dated June 30, 1988 (the Deed of Trust Note and all modifications thereto are hereinafter collectively referred to as the "Note"); and

WHEREAS, the indebtedness secured by said Deed of Trust became overdue and unpaid, and other conditions of default occurred, by reason of which the lawful owner and holder of the indebtedness secured by said Deed of Trust declared the Deed of Trust and Note to be in default, and notice was given of such default to Raby, but following such notice the default was not cured; and

WHEREAS, the lawful holder of the Note, Third National Bank in Nashville, appointed W. Fred Williams to serve as Successor Trustee in place of J. M. Grissim in accordance with the terms of said Deed of Trust by an instrument of record in Book 8186, page 462, Register's Office for Davidson County; and

WHEREAS, the lawful holder of the Note secured by the Deed of Trust directed the Successor Trustee to sell the Collateral held as security under the Deed of Trust as provided therein, and the Successor Trustee caused notice to be published as provided in the Deed of Trust and Note in The Nashville Record that the Collateral would be sold on October 2, 1990, at 11:00 o'clock a.m., at the front (south) door of the Davidson County Courthouse in Nashville, Tennessee, such advertisement appearing in said paper on September 6, September 13 and September 20, 1990, and sent a copy of such notice to Raby, and following such notice the default was not cured; and

WHEREAS, the Successor Trustee at the time, place and date specified in said notices did postpone the sale to October 5, 1990, at 11:00 o'clock a.m., at which time the Successor Trustee offered the Collateral for sale, and after opening the floor for competitive bids, sold said property to Third National Bank in Nashville, at the price of

Two Million Nine Hundred Forty Nine Thousand Two Hundred Sixty Three Dollars ($2,949,263.00), this being the highest, last and best bid.

NOW, THEREFORE, I, W. Fred Williams, Successor Trustee as aforesaid, in consideration of the premises and the sum of Two Million Nine Hundred Forty Nine Thousand Two Hundred Sixty Three Dollars ($2,949,263.00), to me in hand paid, the receipt of which is hereby acknowledged, by these presents do transfer and convey unto Third National Bank in Nashville, its successors and assigns, all of my right, title and interest in and to the following described Premises and improvements located thereon, but no further or otherwise, located in Davidson County, Tennessee, together with any and all fixtures, including, without limitation, all heating and air conditioning equipment (the "Fixtures"), appurtenances, tenements, hereditaments and easements thereunto belonging, of whatever nature or kind erected or hereinafter erected therein or thereon:

> Being a parcel of land in the First Civil District, Davidson County, Tennessee, located on the easterly margin of Harding Road between Harding Place and Leake Avenue, being Lot Nos. 1, 2, 3, and part of Lot No. 4 shown on the H.B. Alexander's subdivision of record in Book 843, page 27, Register's Office for Davidson County, Tennessee, being part of Lot No. 12 on the plan showing H.B. Alexander's subdivision of record in Book 1130, page 46, Register's Office for Davidson County, Tennessee, and being part of Lot 160 in Bransford Realty Company's Belle Meade Links subdivision, of record in Book 421, pages 94 and 95, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:
>
> Beginning at a point on the easterly margin of Harding Road (Memphis-Bristol Highway, Highway 70S, State Route 1), said point being 14.96 feet north of the northwest corner of Lot No. 1 of H.B. Alexander's Subdivision, of record in Book 843, page 27, Register's Office for Davidson County, Tennessee, and the southwest corner of Lot No. 12 of H.B. Alexander's subdivision, of record in Book 1130, page 46, Register's Office for Davidson County, Tennessee, said point also being the southwest corner to John A. Ramsey, Jr., et al, of record in Book 2679, page 449, Register's Office for Davidson County, Tennessee;
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> Thence, leaving said margin with Ramsey's southerly line, S 66 degrees 21' E, 124.82 feet to an iron pin, Ramsey's southeast corner;

Thence, with Ramsey's easterly line, N 24 degrees 38' E, 34.98 feet to an iron pin in the south line of James Lowery, of record in Book 5262, page 563, Register's Office for Davidson County, Tennessee;

Thence, with Lowery's southerly line, S 66 degrees 21' E, 64.24 feet;

Thence, N 27 degrees 13' E, 105.00 feet to a point;

Thence, S 68 degrees 00' E, 300.00 feet to a point in the center of Richland Creek;

Thence, with said creek, S 19 degrees 25' W, 122.30 feet;

Thence, S 72 degrees 35' W, 62.37 feet;

Thence, S 78 degrees 43' W, 195.80 feet;

Thence, with the west branch of Richland Creek, S 57 degrees 03' W, 90.00 feet;

Thence, S 32 degrees 58' W, 195.00 feet;

Thence, S 31 degrees 28' W, 12.17 feet;

Thence, leaving said branch with the northerly line of James E. Lawson, of record in Book 3705, page 249, Register's Office for Davidson County, Tennessee, N 68 degrees 41' W, 44.07 feet to an iron pin;

Thence, with the easterly line to Annie Ruth Russell, of record in Book 1490, page 521, Register's Office for Davidson County, Tennessee, and Hollie Mae Parker Russell, of record in Book 4870, page 230, Register's Office for Davidson County, Tennessee, said line being 30 feet easterly of the rear line of Lots Nos. 5,6,7,8 and part of Lot No. 4, Alexander's subdivision, N 21 degrees 19' E, 215.74 feet;

Thence, with Hollie Mae Russell's northerly line, N 70 degrees 05', W, 160.20 feet to an iron pin in the easterly margin of said Harding Road;

Thence, with said margin with a curve to the right having a radius of 4,544.00 feet, a central angle of 02 degrees 33' 33", a tangent distance of 101.50 feet, with arc of said curve 202.96 feet to the point of beginning (the "Premises).

Being the same property conveyed to Lon F. Raby, Trustee by General Warranty Deed from First American National Bank of Nashville, Trustee under the Will of H. B. Alexander and Kathryn A. Rambo of record in Book 6378, page 838, Register's Office of Davidson County, Tennessee, and by warranty deed to Lon F. Raby, Trustee from Tropics Properties, a Tennessee general partnership composed of Howell H. Campbell, III, William Powell, William Powell, Jr., Jimmy Allen, and David Reynolds of record in Book 6399, page 527, Register's Office of Davidson County, Tennessee.

This is improved property located on Harding Road in Nashville, Tennessee.

To have and to hold the aforesaid Premises, together with all improvements thereon, and free from the equity of redemption and all other rights of redemption, homestead, dower and all other exemptions and marital rights, including but not limited to the statutory right of redemption set forth in Tennessee Code Annotated Section 66-8-101, and all other rights and interests of Raby as provided in, but only to the extent provided in, said Deed of Trust.

The Collateral described above is being sold AS IS WHERE IS, without representations or warranties of any kind whatsoever, whether express or implied. Without limiting the foregoing, THE COLLATERAL IS BEING SOLD WITHOUT ANY IMPLIED WARRANTIES OF MERCHANTIBILITY OR FITNESS FOR A PARTICULAR USE OR PURPOSE.

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

(1) State and county taxes for 1990.

(2) All matters shown on the Plan of record in Book 1130, page 46, Register's Office for Davidson County, Tennessee.

(3) Sanitary sewer and/or storm drainage easements, of record in Book 3878, page 100, Register's Office for Davidson County, Tennessee.

(4) Easement to Metro for sanitary sewer and/or storm drainage, of record in Book 4419, pages 318 and 322, said Register's Office.

(5) 20 foot sanitary sewer and/or drainage easement, of record in Book 5878, page 433, said Register's Office.

(6) 12 foot x 125 foot perpetual easement for ingress and egress, of record in Book 2697, page 449, and Book 2139, page 18, said Register's Office.

(7) 9 foot x 35 foot perpetual easement for ingress and egress of record in Book 2697, page 449, and Book 2139, page 18, said Register's Office.

(8) Reservations contained in Patent from United States of America or the State of Tennessee.

(9) Flow of Richland Creek.

(10) Parking and Access Easement of record in Book 6399, page 533, said Register's Office.

(11) Excerpt from an Offer and Acceptance of Donation Agreement of record in Book 8204, page 144, said Register's Office, with regard to the placement of a traffic signal on Harding Road at Post Road.

(12) Title to that portion of the premises lying within the bounds of any roads, streets, highways, easements and rights-of-way.

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

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

(15) Rights or claims of parties in possession.

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

(17) Any and all other matters, including without limitation, liens, encumbrances, easements, restrictions, building lines, defects, adverse claims or other matters which take priority over the Deed of Trust under which said foreclosure was held or which affect the Collateral herein conveyed.

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

W. Fred Williams
Successor Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, SYLVIA L. ROPER, a Notary Public of the State and County aforesaid, personally appeared W. Fred Williams, 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, and that he as such Successor Trustee being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing his name as Successor Trustee.

Witness my hand and seal, at office in Nashville, this 5TH day of OCT., 1990.

Sylvia L. Roper
Notary Public

My commission expires: July 24, 1993

NOTARY PUBLIC

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is Two Million Nine Hundred Forty-Nine Thousand Two Hundred Sixty-Three And No/100 Dollars ($2,949,263.00).

W. Ashley Reed
Affiant

Subscribed and sworn to before me this the 5th day of October, 1990.

Sylvia L. Roper
Notary Public

My commission expires: July 24, 1993

62942

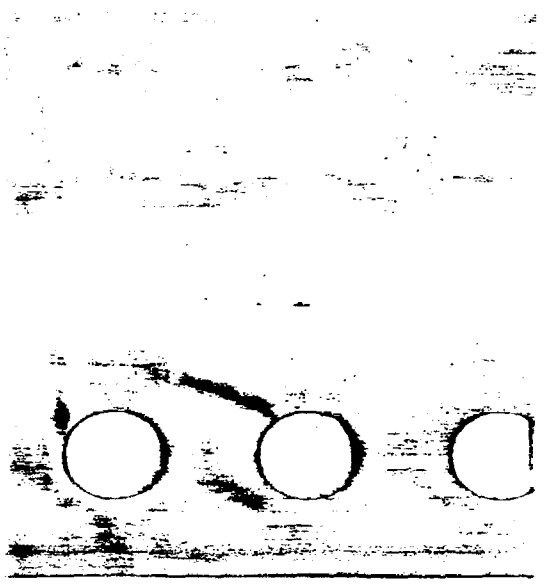
IDENTIF. TREFERENCE

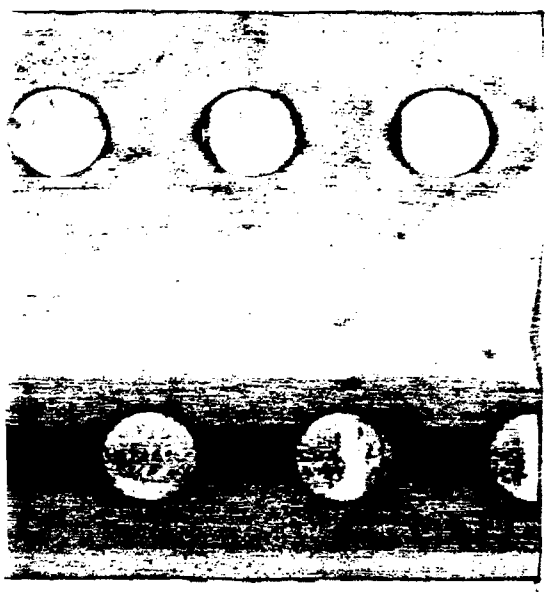
OCT 5 11 32 AM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

7821 10/05 0101 03CHECK 9754.69

3392E/10-01-90





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8211 PAGE 653

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	2949263.00
			CON TX	9732.69
			PRFEE	1.00
			MDEED	21.00
			TOTAL	9754.69
			CHECK	9754.69
10/05/90		01	11:33 0001	7821

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

62942

IDENTIF. REFERENCE

OCT 5 11 32 AM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. 362099