This instrument prepared by:
Richard Dance
Attorney at Law
West Park Building, Suite 400
3212 West End Avenue
Nashville, TN 37203

Map 71-2
Par 143-145

New owner name and address to which tax bills are to be sent:

Charles Burkhalter 2523 B Dickerson Rd
Nashville Tenn 37207

STATE OF TENNESSEE
COUNTY OF DAVIDSON

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

Fred C Dance
AFFIANT

Subscribed and sworn to before me, this the 19th day of October, 1990.

Sylvia L. Rogers
NOTARY PUBLIC

My commission expires: July 24, 1993

NOTARY PUBLIC DAVIDSON COUNTY STATE OF TENNESSEE SYLVIA L. ROGERS

TRUSTEE'S DEED

WHEREAS, under a Deed of Trust dated November 26, 1986 and recorded in Book 7052, Page 692, Register's Office, Davidson County, Tennessee, Brick Church Inn, Ltd., conveyed to FRED C. DANCE, Trustee, the hereinafter described property to secure the therein mentioned indebtedness; and

WHEREAS, default having been made in the terms, conditions, provisions and payments made and provided for in said Deed of Trust, and the lawful owner and holder of said indebtedness having declared the entire indebtedness due and payable; and

WHEREAS, the lawful owner and holder of said indebtedness having requested the undersigned Trustee to sell said property; and

WHEREAS, I, the undersigned Trustee, did give twenty (20) days notice of time, place and terms of the sale by an advertisement in three weekly publications in The Nashville Record, a newspaper published in Davidson County, Tennessee, said advertisement appearing in the editions of said newspaper under the dates of September 27, October 4 and 11, 1990, stating that on October 19, 1990, at the South door of the Courthouse in Nashville, Davidson County, Tennessee, at 12:00 o'clock Noon, said property, real and personal, hereinafter described would be sold to the highest and best bidder for cash at public outcry, free from the equity of redemption, homestead, dower and all other exemptions which are expressly waived in said Deed of Trust, but subject to any and all unpaid real estate taxes and personal property taxes; and

WHEREAS, on said date at the time and place stated in said advertisement, and on said terms, I, the undersigned Trustee,

offered said property for sale at public outcry and sold said property to the hereinafter named Grantee for $ 417,000.00, which amount was the highest, best, and last bid.

NOW, THEREFORE, IN CONSIDERATION OF the sum of the highest, best and last bid, as set out above, cash in hand paid, the receipt of which is hereby acknowledged, I, Fred C. Dance, Trustee, do hereby bargain and sell, and by these presents transfer and convey unto the said Charles L. Bush, Luther Williams, Jr., and Donald H. Rhodes, (hereinafter referred to as Grantee), Grantee's heirs, successors and assigns, the following described property, to wit:

THE BELVEDERE INN, formerly known as BRICK CHURCH INN, as a complete motel consisting of the real and personal property described as follows:
Real Property Described as Follows:

Land in Davidson County, Tennessee, being part of Lot No. 6 on the Map of the Second Plan of Brooklyn, of record in Book 19, page 505, Register's Office for Davidson County, Tennessee, and described according to survey made by R.L. Montoya Land Surveying, dated September 22, 1986, as follows:

Beginning at an iron pin the easterly margin of Brick Church Pike at the southwest corner of the tract of land conveyed to BPC Enterprises, Inc., by deed from Brick Church Investments Corporation, of record in Book 6339, page 550, Register's Office for Davidson County, Tennessee.

Thence North 76 deg. 35' 47" East 143.10 feet to a point; thence South 11 deg. 18' 50" East 215.76 feet to a point; thence South 75 deg. 18' 33" West 135.42 feet to an iron pin in the easterly margin of Brick Church Pike; thence with said easterly margin of Brick Church Pike northwardly 218.7 feet to the point of beginning.

Being the same property conveyed to Brick Church Inn, Ltd., by deed from Brick Church Investments Corporation, of record in Book 7052, page 689, Register's Office for Davidson County, Tennessee.

This is improved property known as 2403 Brick Church Pike, Nashville, Tennessee 37203.

Personal Property Described as Follows:

That in addition to the above described real property being sold the Trustee sells all personal property located on said real estate and described in the Security Agreement, but the Trustee makes no representation as to the location and condition of any property being sold. "Personal property" as described in the Security Agreement is briefly described as follows: seven (7) page schedule of individually described items, plus all tangible personal property including plans, drawings, surveys, plats and the like relating to the business know as the BRICK CHURCH INN located in Nashville, Davidson County, the trade name "BRICK CHURCH INN" and derivatives thereof and plus all other inventory and equipment now or hereafter acquired by the Debtor.

TO HAVE AND TO HOLD said property with the appurtenances, estate, title, and interest thereto belonging to said Grantee, Grantee's heirs, successors and assigns forever, but subject to said unpaid real estate taxes.

And I do further transfer and assign unto the said Grantee all the rights and benefits of the covenants and warranties in said Deed of Trust in as full and ample manner as under it, I can

or should do, but I convey and assign as Trustee and not any further or otherwise.

WITNESS my hand on this the 19th day of October, 1990.

Fred C. Dance Trustee
Fred C. Dance, Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, FRED C. DANCE, Trustee, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at office, this the 19th day of October, 1990.

Sylvia L. Roper
NOTARY PUBLIC

My commission expires: July 24, 1993.

NOTARY PUBLIC DAVIDSON COUNTY TENN SYLVIA L. ROPER

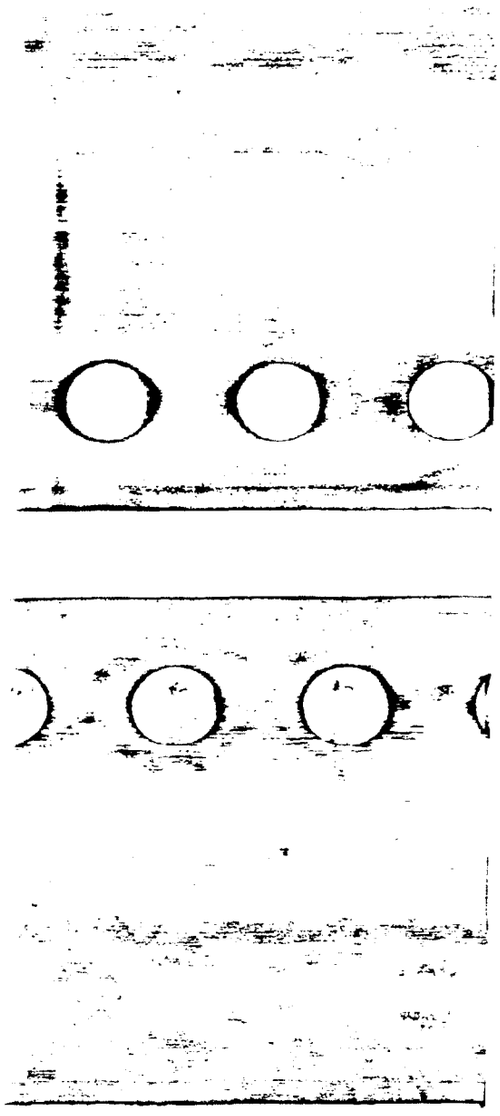
1635 10/19 0101 03CHECK 1330.00

66145

IDENTIF. TREFERENCE

OCT 19 12 15 PM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8220 PAGE 517

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	
				400000.00
			CON TX	1320.00
			PRFEE	1.00
			WDEED	9.00
			TOTAL	1330.00
			CHECK	1330.00

10/19/90 01 12:17 0001 1635

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

66145

IDENTIF. REFERENCE

OCT 19 12 15 PM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. 365817