AU BOX 4

BOOK 8394 PAGE 4

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.:
Harding & Ogborn One Tabor Center 1200 Seventeenth Street Suite 1000 Denver, CO 80202-3357	SAME	Map 134; Parcel 117 Field Bk. 5DU 13121

TRUSTEE'S DEED

This instrument is made and entered into on this the 9th day of July, 1991 by Joseph B. Pitt, Jr., Trustee (hereinafter referred to as "Trustee").

WHEREAS, by Deed of Trust dated the 17th day of August, 1990, of record in Book 8183, page 880, Register's Office for Davidson County, Tennessee (the "Deed of Trust"), Redcliff Investment Corporation, a Colorado corporation, conveyed to Trustee the hereinafter described real estate, to secure payment to Harding & Ogborn, a Nebraska partnership of professional corporations, of a Promissory Note (the "Note") and a Guaranty Agreement (the "Guaranty") described in the Deed of Trust; and

WHEREAS, default has been made by failure to comply with the terms and conditions of the Note, the Guaranty and the Deed of Trust, and the entire indebtedness evidenced, secured and guaranteed thereby was declared due and payable as provided in the Note, the Guaranty and the Deed of Trust, and the default was not cured; and

WHEREAS, Harding & Ogborn, the lawful holder of the Note and Guaranty secured by the Deed of Trust, directed the Trustee to sell the property held as security under the Deed of Trust (the "Property") as provided therein, and the Trustee caused notice to be published in The Tennessean that the Property would be sold at 11:00 a.m. on July 9, 1991, at the front (south) door of the Davidson County Courthouse in Nashville,

Tennessee, such advertisement appearing in said paper on June 17, 1991, June 24, 1991, and July 1, 1991; and

WHEREAS, the Trustee at the time, place and date specified in said notices offered the Property for sale, and after opening the floor for competitive bids, sold the Property to Harding & Ogborn, at the price of Two Hundred Eighty-Five Thousand and No/100 Dollars ($285,000.00), this being the highest, last and best bid.

NOW, THEREFORE, I, Joseph B. Pitt, Jr., Trustee as aforesaid, in consideration of the premises and the sum of $285,000.00, to me in hand paid, the receipt of which is hereby acknowledged, by these presents do transfer and convey unto Harding & Ogborn, a Nebraska partnership made up of professional corporations, its successors and assigns, all of my right, title and interest in and to the following described real estate located in Davidson County, Tennessee, and more particularly described as follows, to wit:

Land situated in the 5th, formerly 7th, Civil District of Davidson County, State of Tennessee, and legally described as follows:

TRACT I:

Described according to a survey made September 16, 1929 by John Wilkes, Civil Engineer, as follows:

Beginning in the center of the Mill Creek Valley Road at the southeast corner of the School lot; running thence with the center of said road South 45 deg. East 159 feet; South 53 deg. East 350 feet; thence leaving said road and running North 10 1/2 deg. East 208 feet; thence South 79 1/2 deg. East 9 feet; thence North 10 1/2 deg. East, passing through a well, 20 feet; thence North 79 1/2 deg. West 9 feet; thence North 10 1/2 deg. East 408 feet to the center of the right-of-way of the N. C. & St. L. Railway; thence with the center of said right-of-way North 55 deg. West 289 feet; thence South 40 deg. West 320 feet to the northerly line of said School lot; thence with the northerly line of said lot, South 45 deg. East 89 feet to the northeast corner thereof, thence with the east line of said lot, South 40 deg. West 241 feet to the beginning, containing 5 1/4 acres, more or less.

TRACT II:

A strip of land three by twenty feet, described partly according to a survey made June 10, 1935, by Erle Drake, County Surveyor, for said county as follows:

Beginning at a point North 10 deg. 30' East 208 feet from the center of Mill Creek Valley Road in the southwest corner of a tract of land conveyed to Clarence B. Turner and wife, Ethel J. Turner by deed from Mrs. Gertrude Gay, et al, of record in Book 794, page 209, Register's Office for said County; and running thence North 10 deg. 30' East 20 feet; thence South 79 deg. 30' East 3 feet; thence South 10 deg. 30' West 20 feet; thence North 79 deg. 30' West 3 feet to the point of beginning.

Less and except the following:

Beginning at a point, said point being identified by an iron pin in the northerly margin of the 50 foot right-of-way of Antioch Pike approximately 672 feet west of the intersection of Candy Lane and Antioch Pike, and being the southwest corner of a parcel of land conveyed to B.W. Vaughan et ux by deed from Helen Mae Sims of record in Book 4442, page 641, Register of Deeds office for said county, and being the southeast corner of the TSC property described above; thence North 11 degrees 40 minutes 27 seconds East 173.61 feet to a concrete monument being the Northwest corner of said B.W. Vaughan et ux property and the Southwest corner of a parcel of land conveyed to Howard Steven George, et ux, by deed from Howard F. George and Mary T. George of record in Book 5690, page 651, Register of Deeds Office for said county; thence north 11 degrees 40 minutes 27 seconds East 9.0 Feet; Thence South 78 degrees 19 minutes 33 seconds East 9.0 feet; North 11 degrees 40 minutes 27 seconds East 20 feet; thence North 78 degrees 19 minutes 33 seconds West 9.0 feet; thence North 11 degrees 40 minutes 27 seconds East 290.41 feet to an iron pin in the southern boundary of the 200 foot right-of-way of the CSX Transportation Company railroad, being the northerlymost point of the subject parcel and the northeast corner of the Theatre Services Company parcel and the northwest corner of the Howard Steven George parcel; thence south 38 degrees 03 minutes 03 seconds West 441.75 feet to an iron pin in the northerly margin of the 50 foot right-of-way of Antioch Pike; thence with said Northerly margin of Antioch Pike South 51 degrees 57 minutes 38 seconds East 219.04 feet to the point of beginning, containing 1.11 acres, more or less. Being the same property as described according to a survey made March 6, 1986 by Tidwell Associates, Inc.

Being the same property conveyed to Redcliff Investment Corporation, a corporation organized and existing under the laws of the State of Colorado, by deed from TSC Express Co., the successor to Theatres Service Company by name change, a corporation organized and existing under the laws of the State of Georgia, of record in Book 8112, page 204, said Register's Office.

The street address of the Property is 1232 Antioch Pike, Nashville, Tennessee.

The Property is being sold AS IS WHERE IS, without representations or warranties of any kind whatsoever, whether

express or implied. Without limiting the foregoing, THE PROPERTY IS BEING SOLD WITHOUT ANY IMPLIED WARRANTIES OF MERCHANTIBILITY OR FITNESS FOR A PARTICULAR USE OR PURPOSE.

To have and to hold the Property, together with all improvements thereon, and free from the right of redemption, equity of redemption, statutory rights of redemption, and any other rights or exemptions of every kind and character in and to the Property, as provided in, but only to the extent provided in, the Deed of Trust.

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

(1) Any and all unpaid real and personalty taxes, plus penalty and interest, if any.

(2) Any mechanics' and materialmen's liens, filed or unfiled, which take priority over the Deed of Trust upon which this foreclosure sale is had.

(3) Title to that portion of the Property lying within the bounds of any roads, streets, or highways, including Mill Creek Valley Road, now known as Antioch Pike.

(4) Rights of the Railroad under a Charter Right-of-Way.

(5) Such prior easements, building lines, recorded plans and restrictions as may be applicable, including, but not limited to the following: Easement for right-of-way for Antioch Pike of record in Book 2547, page 303, said Register's Office.

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

(7) Rights or claims of parties in possession.

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

(9) Any other liens, defects, encumbrances, adverse claims or other matters which take priority over the Deed of Trust under which the foreclosure was held or which affect the land herein conveyed.

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

Joseph B. Pitt, Jr., Trustee
Joseph B. Pitt, Jr., Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Carolyn K. Fleenor, a Notary Public of the State and County aforesaid, personally appeared Joseph B. Pitt, Jr., 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 Trustee, and that he as such Trustee being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing his name as Trustee.

Witness my hand and seal, at office in Nashville, Tennessee, this 9th day of July, 1991.

Carolyn K. Fleenor
Notary Public

My commission expires: March 4, 1995

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is Two Hundred Eighty-Five Thousand and No/100 Dollars ($285,000.00).

Lea Stouffer
Affiant

Subscribed and sworn to before me this the 9th day of July, 1991.

Cathy H. Pruitt
Notary Public

My commission expires: 3/27/93

0067 07/09 0101 03CHECK 1070.50

29426

JUL 9 2 59 PM '91

4545E/07-09-91



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

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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
285000.00
CON TX 1054.50
PRFEE 1.00
WDEED 15.00
TOTAL 1070.50
CHECK 1070.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 01 0001 0067

29426

IDENTIFICATION REFERENCE

Jul 9 2 59 PM '91

No. 439105