This instrument prepared by:

W. Fred Williams
Farris, Warfield & Kanaday
17th Floor
Third National Bank Bldg.
Nashville, TN 37219

Address New Owner(s) as Follows:	Send Tax Bills To:	Map and Parcel No.:
Federal Deposit Insurance Corporation, as receiver for New Bank of New England, N.A. 28 State Street Boston, MA 02109	SAME	Map 107, Parcels 11, 12, 12.01 and 139; Map 95, Parcels 109 and 114

SUCCESSOR TRUSTEE'S DEED

This instrument is made and entered into on this the 6th day of September, 1991 by W. Fred Williams, Successor Trustee (hereinafter referred to as "Successor Trustee").

WHEREAS, by Deed of Trust, Assignment of Leases and Security Agreement dated the 29th day of December, 1987, of record in Book 7437, page 597, Register's Office for Davidson County, Tennessee (the "Deed of Trust"), Air Corporate Associates, Ltd., a Tennessee limited partnership ("Air Corporate"), and Weldon B. White, Jr., Trustee, conveyed to J. Thomas Trent, Jr., Trustee, certain real property which includes the hereinafter described real property (the "Property"), to secure payment to Bank of New England, N.A., a national banking association, of a certain indebtedness described in the Deed of Trust (the "Indebtedness"); and

WHEREAS, pursuant to an Order entered on July 25, 1991 (the "Order") in the United States Bankruptcy Court for the Middle District of Tennessee at Nashville in the case of In Re: Air Corporate Associates, Ltd., Debtor, Bk. No. 390-08243, New Bank of New England, successor in interest to Bank of New England, N.A., was given authority to exercise all remedies with respect to the Property which were available to it prior to Air Corporate's filing a petition for relief under the Bankruptcy Code in the event Air Corporate failed to perform and comply with the terms of the Order on or before August 1, 1991; and

WHEREAS, Air Corporate failed to comply with the terms of the Order and New Bank of New England, N.A., was granted relief from the automatic stay pursuant to 11 U.S.C. § 362 as evidenced by an Order Granting New Bank of New England, N.A. Relief From the Automatic Stay entered on August 9, 1991; and

WHEREAS, by Appointment of Successor Trustee dated August 24, 1990, of record in Book 8182, page 669, Register's Office for Davidson County, Tennessee, Bank of New England, N.A., the holder of the Indebtedness at that time, appointed W. Fred Williams as Successor Trustee in place of J. Thomas Trent, Jr., Trustee in accordance with the terms of the Deed of Trust; and

WHEREAS, the lawful holder of the Indebtedness, Federal Deposit Insurance Corporation, as receiver for New Bank of New England, N.A., a national banking association, directed the Successor Trustee to sell the Property held as security under the Deed of Trust as provided therein, and the Successor Trustee caused notice to be published in The Nashville Record that the Property would be sold at 11:00 o'clock a.m. on September 5, 1991, at the front (south) door of the Davidson County Courthouse in Nashville, Tennessee, such advertisement

appearing in said paper on August 15, 1991, August 22, 1991 and August 29, 1991, and sent a copy of such notice to Air Corporate; and

WHEREAS, the Successor 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 said Property to Federal Deposit Insurance Corporation, as receiver for New Bank of New England, N.A., at the price of Five Million Nine Hundred Thirty-Five Thousand and No/100 Dollars ($5,935,000.00), 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 $5,935,000.00, to me in hand paid, the receipt of which is hereby acknowledged, by these presents do transfer and convey unto Federal Deposit Insurance Corporation, as receiver for New Bank of New England, N.A., its successors and assigns (the "Grantee") all of my right, title and interest in and to the Property, together with all easements and other appurtenances to the Property, and together with all tenements, emblements, and hereditaments, including all buildings, structures, and other improvements, minerals and mineral rights, flowers, shrubs, crops, trees and timber, but no further or otherwise, located in Davidson County, Tennessee, and more particularly described as follows, to wit:

CENTURY CITY EAST
TRACT 1:

Beginning at a concrete monument in the easterly right-of-way of Perimeter Place Drive also being the west corner of Arthur Seelbinder & Company, Inc., recorded in deed Book 6304, page 963, R.O.D.C., TN.

south 36 degrees 50 minutes 09 seconds east, a distance of 644.77 feet to an iron pin, thence,

north 63 degrees 04 minutes 04 seconds east, a distance of 279.97 feet to an iron pin, thence,

north 29 degrees 09 minutes 20 seconds east, a distance of 146.55 feet to an iron pin, thence,

north 42 degrees 22 minutes 54 seconds east, a distance of 361.34 feet to a planted stone, the common corner of the herein described tract, Goodlettsville Warehouse Property and Thomas P. Kanaday, Jr., Trustee, recorded in Book 5633, page 520, R.O.D.C., Tennessee, thence,

with the common line between the herein described tract and the Thomas P. Kanaday tract,

south 03 degrees 59 minutes 43 seconds west, a distance of 1,589.96 feet to an iron pin, thence,

south 42 degrees 28 minutes 06 seconds east, a distance of 442.66 feet to an iron pin;

THENCE, north 87 degrees 51 minutes 34 seconds west, a distance of 279.15 feet to an iron pin;

THENCE, south 71 degrees 47 minutes 17 seconds west, a distance of 429.38 feet to an iron pin;

THENCE, south 77 degrees 44 minutes 24 seconds west, a distance of 102.76 feet to an iron pin;

THENCE, with a 11,249.16 foot radius curve right, a distance of 463.46 feet whose chord bears north 83 degrees 58 minutes 13 seconds west, 463.43 feet to an iron pin;

THENCE, south 07 degrees 12 minutes 36 seconds west, a distance of 60.00 feet to a concrete monument;

THENCE, with a 11,309.16 foot radius right, a distance of 154.89 feet, whose chord bears north 82 degrees 23 minutes 52 seconds west, 154.89 feet to an iron pin;

THENCE, north 82 degrees 00 minutes, 19 seconds west, a distance of 191.51 feet to an iron pin, also being the southeasterly corner of Lot One, Air Corporate Associates, Ltd., recorded in Deed Book 5800, page 314 R.O.D.C., TN;

THENCE, north 07 degrees 30 minutes 52 seconds east, a distance of 720.54 feet to an iron pin;

north 40 degrees 05 minutes 01 seconds west a distance of 272.03 feet to an iron pin, thence,

north 06 degrees 30 minutes 02 seconds west, a distance of 155.64 feet to an iron pin,

north 40 degrees 05 minutes 01 seconds west, a distance of 261.62 feet to an iron pin,

THENCE, north 49 degrees 42 minutes 14 seconds east, a distance of 229.21 feet to an iron pin in the southerly right-of-way of Century Boulevard east;

THENCE, along said right-of-way, with a 805.75 foot radius curve left, a distance of 112.73 feet whose chord bears south 44 degrees 28 minutes 35 seconds east, 112.64 feet to a concrete monument;

THENCE, south 48 degrees 29 minutes 05 seconds east, 86.80 feet to a concrete monument;

THENCE, with a 789.13 foot radius curve right of distance of 471.86 feet, whose chord bears south 31 degrees 21 minutes 18 seconds east, 464.86 feet to a concrete monument, thence,

south 14 degrees 13 minutes 30 seconds east, 129.14 feet to a concrete monument, thence,

with a 2,183.67 foot radius curve left a distance of 324.39 feet, whose chord bears south 18 degrees 28 minutes 50 seconds east, 324.09 feet to a concrete monument, thence,

with the cul-de-sac, an 84.50 foot radius curve left a distance of 313.79 feet, whose chord bears north 50 degrees 52 minutes 44 seconds east, 162.14 feet to a concrete monument, thence,

with a 253.60 foot radius curve right a distance of 160.09 feet, whose chord bears north 37 degrees 25 minutes 16 seconds west, 157.45 feet to a concrete monument thence,

north 19 degrees 20 minutes 11 seconds west, a distance of 310.56 feet to a concrete monument, thence,

with an 830.00 foot radius curve left, a distance of 363.86 feet, whose chord bears north 31 degrees 53 minutes 43 seconds west, 360.95 feet to a concrete monument, thence,

north 44 degrees 27 minutes 15 seconds west, a distance of 86.55 feet to a concrete monument, thence,

with a 1,245.75 foot radius curve right, a distance of 165.52 feet, whose chord bears north 40 degrees 38 minutes 35 seconds west, 165.60 feet to a concrete monument, thence,

with a 40.00 foot radius curve right, a distance of 65.52 feet, whose chord bears north 10 degrees 05 minutes 38 seconds east, 58.44 feet to a concrete monument in the southeast margin of Perimeter Place Drive recorded in Book 6250, page 333, R.O.D.C. Tennessee, thence,

with the east margin of Perimeter Place Drive

north 57 degrees 01 minutes 12 seconds east, a distance of 36.73 feet to a concrete monument, thence,

with a 142.80 foot radius curve right, a distance of 77.16 feet whose chord bears north 72 degrees 30 minutes 01 seconds east, 76.23 feet to a concrete monument, thence,

north 87 degrees 58 minutes 50 seconds east, a distance of 8.76 feet to a concrete monument, thence,

with a 280.00 foot radius curve left, a distance of 176.19 feet, whose chord bears north 69 degrees 57 minutes 13 seconds east, 173.30 feet to a concrete monument, thence,

north 51 degrees 55 minutes 36 seconds east, a distance of 31.95 feet to a concrete monument, thence,

with a 239.11 foot radius curve left, a distance of 158.58 feet, whose chord bears north 32 degrees 55 minutes 36 seconds east, 155.69 feet to a concrete monument, thence,

with a 291.00 foot radius curve left, a distance of 103.93 feet, whose chord bears north 03 degrees 41 minutes 42 seconds east, 103.38 feet to a concrete monument, thence,

north 06 degrees 32 minutes 10 seconds west, a distance of 93.49 feet to a concrete monument, thence,

with a 139.00 foot radius curve right, a distance of 34.87 feet, whose chord bears north 00 degrees 37 minutes 57 seconds east, 34.78 feet to THE POINT OF BEGINNING containing 51.26 acres, more or less.

Included in the above referenced property but expressly excluded therefrom is the following described tract of land:

BEGINNING at a point on the common line of Air Corporate Associates, Ltd., as recorded in Deed Book 6009, Page 789, R.O.D.C.T., and Lot One, Air Corporate Associates, Ltd., as recorded in Deed Book 5800, Page 314, R.O.D.C.T., said point being 255.00 feet North of the Southern most corner of said Lot One;

THENCE, with aforesaid common line North 7 degrees 29 minutes 16 seconds East, 382.11 feet to a point;

THENCE, leaving the line of Lot One South 42 degrees 52 minutes 34 seconds East, 101.04 feet to a point;

THENCE, South 18 degrees 20 minutes 10 seconds East, 173.38 feet to a point;

THENCE, South 50 degrees 59 minutes 15 seconds West, 222.76 feet to the POINT OF BEGINNING and containing 0.756 acres more or less.

CENTURY CITY EAST
TRACT 2:

Beginning at the intersection of the margins in the southwest quadrant of Elm Hill Pike and McGavock Pike, thence,

with the southerly margin of Elm Hill Pike north 81 degrees 12 minutes 41 seconds east, a distance of 231.28 feet to a concrete monument, thence,

continuing with Elm Hill Pike, as widened, south 69 degrees 46 minutes 06 seconds east, a distance of 120.49 feet to a concrete monument, thence,

leaving said margin and with the common line between the herein described tract and Perimeter Place Apartments, recorded in Book 5232, Page 633, R.O.D.C. Tennessee, thence,

south 20 degrees 13 minutes 54 seconds west, a distance of 105.08 feet to an iron pin, thence,

south 60 degrees 56 minutes 43 seconds west, a distance of 102.96 feet to an iron pin, thence,

south 32 degrees 00 minutes 19 seconds west, a distance of 94.34 feet to an iron pin, thence,

south 03 degrees 48 minutes 51 seconds west, a distance of 150.33 feet to an iron pin, thence,

south 41 degrees 59 minutes 14 seconds east, a distance of 269.07 feet to an iron pin, thence,

south 18 degrees 26 minutes 06 seconds east, a distance of 189.74 feet to an iron pin, thence,

south 20 degrees 13 minutes 29 seconds east, a distance of 202.48 feet to an iron pin, thence,

south 30 degrees 57 minutes 50 seconds east, a distance of 174.93 feet to an iron pin, thence

south 62 degrees 14 minutes 29 seconds east, a distance of 214.71 feet to an iron pin, thence,

north 88 degrees 03 minutes 04 seconds east, a distance of 193.88 feet to an iron pin, thence,

north 13 degrees 47 minutes 58 seconds east, a distance of 92.06 feet to an iron pin, thence,

south 51 degrees 56 minutes 13 seconds east, a distance of 185.50 feet to a concrete monument, the westerly margin of Perimeter Place Drive, recorded in book 6250, page 333, R.O.D.C., Tennessee, thence,

with the westerly margin of Perimeter Place Drive and a 359.15 foot radius curve left a distance of 152.15 feet whose chord bears south 25 degrees 50 minutes, 39 seconds west, 151.02 feet to a concrete monument, thence,

south 13 degrees 42 minutes 27 seconds west, a distance of 41.57 feet to a concrete monument; thence,

with a 402.73 foot radius curve left, a distance of 142.29 feet, whose chord bears south 03 degrees 35 minutes 09 seconds west, 141.55 feet to a concrete monument, thence,

with a 209.00 foot radius curve right a distance of 58.36 feet whose chord bears south 01 degrees 27 minutes 50 seconds west, 58.17 feet to a concrete monument, thence,

south 09 degrees 27 minutes 50 seconds west, a distance of 28.31 feet to a concrete monument; thence,

with a 178.06 foot radius curve right, a distance of 131.96 feet, whose chord bears south 30 degrees 41 minutes 43 seconds west, 128.96 feet to a concrete monument, thence,

with a 220.00 foot radius curve right, a distance of 138.44 feet, whose chord bears south 69 degrees 57 minutes 13 seconds west, 136.16 feet to a concrete monument, thence,

south 87 degrees 58 minutes 50 seconds west, a distance of 80.76 feet to a concrete monument, thence,

with a 357.20 foot radius curve left, a distance of 154.68 feet whose chord bears south 75 degrees 34 minutes 32 seconds west, 153.47 feet to a concrete monument, thence,

with a 40.00 foot radius curve right, a distance of 61.15 feet, whose chord bears north 73 degrees 02 minutes 00 seconds west, 55.37 feet to the northerly margin of Century Boulevard East, thence,

with a 1,245.75 foot radius curve right, a distance of 154.25 feet whose chord bears north 25 degrees 41 minutes 24 seconds west, 154.14 feet to a concrete monument, thence,

north 22 degrees 08 minutes 35 seconds west, a distance of 51.85 feet to a concrete monument, thence,

with a 457.05 foot radius curve left, a distance of 155.17 feet, whose chord bears north 31 degrees 52 minutes 09 seconds west 154.43 feet to a concrete monument, thence,

leaving the northerly right-of-way of Century Boulevard East, North 65 degrees, 19 minutes, 16 seconds East, a distance of 95.00 feet to a concrete monument; thence,

north 24 degrees 40 minutes 44 seconds west, a distance of 75.00 feet to a concrete monument; thence,

north 12 degrees 19 minutes 16 seconds east, a distance of 89.81 feet to a concrete monument; thence,

north 29 degrees 11 minutes 37 seconds west, a distance of 435.13 feet to a concrete monument; thence,

with a 190.00 foot radius curve left, a distance of 70.37 feet, whose chord bears north 39 degrees 47 minutes 51 seconds west, 69.93 feet to a concrete monument; thence,

with a 350.00 foot radius curve right, a distance of 146.51 feet, whose chord bears north 38 degrees 24 minutes 31 seconds west, 145.45 feet to a concrete monument; thence,

south 72 degrees 37 minutes 44 seconds west, a distance of 143.96 feet to a concrete monument lying in the easterly right-of-way of McGavock Pike; thence,

with a 1,025.18 foot radius curve left, a distance of 56.71 feet, whose chord bears north 18 degrees 57 minutes 21 seconds west, 56.70 feet to a concrete monument;

north 20 degrees 32 minutes 26 seconds west, a distance of 133.54 feet to a concrete monument; thence,

with a 603.32 foot radius curve right, a distance of 172.61 feet, whose chord bears

north 12 degrees 20 minutes 41 seconds west, 172.02 feet to a concrete monument, thence,

with a 380.00 foot radius curve right, a distance of 186.47 feet, whose chord bears north 09 degrees 54 minutes 33 seconds east, 184.61 feet to a concrete monument, thence,

with a 4,005.00 foot radius curve left, a distance of 143.68 feet, whose chord bears north 22 degrees 56 minutes 23 seconds east, 143.66 feet to a concrete monument, thence,

north 21 degrees 54 minutes 43 seconds east, a distance of 140.50 feet to the point of beginning, containing 16.81 acres, more or less.

Century City East, Tracts 1 and 2 being part of the same real property conveyed to Air Corporate Associates, Ltd., a Tennessee Limited Partnership composed of L.H. Hardaway, Jr. and Imperial Associates, Inc., a Tennessee Corporation, as General Partners, by deed from William D. Castleman, Trustee, with full power to mortgage, sell, transfer and convey without the necessity of the joinder of any beneficiary, of record in Book 6009, page 789, Register's Office for Davidson County, Tennessee.

The Property is unimproved.

The street addresses are as follows:

Tract 1:
Map 107, Parcels 11, 12, 12.01 and 139: McGavock Pike, Nashville, Tennessee
Tract 2:
Map 95, Parcel 109: Perimeter Place Drive, Nashville, Tennessee
Map 95, Parcel 114: McGavock 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 aforesaid real estate, together with all improvements thereon as described above, and free from the equity of redemption, statutory right of redemption, homestead, dower, curtesy, exemption rights, and all other rights and interests of Grantor, as provided in, but only to the extent provided in, said Deed of Trust.

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

(1) Any and all unpaid real and personalty taxes, plus penalty and interest, if any. Such taxes will not be pro-rated. Grantee assumes full liability for such taxes.

(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 premises lying within the bounds of any roads, streets, or highways.

(4) Such prior easements, building lines, recorded plans and restrictions as may be applicable, including, but not limited to the following: Restrictions contained in instrument of record in Book 6504, page 723, as amended in Book 8048, page 30, Register's Office for Davidson County, Tennessee; Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 6335, page 718, said Register's Office; Slope easement shown on plan of record in Book 5800, page 314, said Register's Office; Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 4322, page 473, said Register's Office; Memorandum of Agreement containing easements of record in Book 5979, page 992, said Register's Office; 100' TVA transmission line easement contained in instruments of record in Book 1291, page 291, and in Book 3435, page 235, said Register's Office; Exceptions to Easement of record in Book 6764, page 105, said Register's Office; Agreement of record in Book 7056, page 688, said Register's Office; Grant of Transmission Line Easement of record in Book 7309, page 342, said Register's Office; Easement for the flow of any creeks.

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

(6) Rights or claims of parties in possession.

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

(8) Lack of direct access to Interstate 40 which is a controlled access highway.

(9) Any and all deeds of trust and/or fixture filings which take priority over the Deed of Trust upon which this foreclosure sale is had.

(10) Any and all other matters, including, without limitation, liens, easements, restrictions, claims, defects, encumbrances, adverse claims and other matters which take priority over the Deed of Trust under which the foreclosure was held.

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, Connie L. Edwards, 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, Tennessee, this 6th day of September, 1991.

Connie L. Edwards
Notary Public

My commission expires: 3/27/93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is Five Million Nine Hundred Thirty-Five Thousand and No/100 Dollars ($5,935,000.00).

Affiant

Subscribed and sworn to before me this the 6th day of September, 1991.

Notary Public

My commission expires: 10-9-91

45254.

IDENTIFICATION REFERENCE

SEP 9 11 43 AM '91

FELIX Z. WHITE, JR. REGISTER
DAVIDSON COUNTY, TN

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