UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

INSTRUCTIONS:
1. PLEASE TYPE this form. Fold only along perforation for mailing.
2. Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee.
3. If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the secured party. Indicate the number of additional sheets attached.
4. If collateral is crops or goods which are or are to become fixtures, describe generally the real estate and give name of record owner.
5. When a copy of the security agreement is used as a financing statement, it is requested that it be accompanied by a completed but unsigned set of these forms, without extra fee.
6. At the time of original filing, filing officer should return third copy as an acknowledgment. At a later time, secured party may date and sign Termination Legend and use third copy as a Termination Statement.

This **FINANCING STATEMENT** is presented to a filing officer for filing pursuant to the Uniform Commercial Code: | 3. Maturity date (if any):

1. Debtor(s) (Last Name First) and address(es)

Plus Performance, Inc.
820 Fessler's Parkway, #310
Nashville, TN 37210

2. Secured Party(ies) and address(es)

Karen Atkins
5891 Port Anadarko Trail
Hermitage, TN 37076

For Filing Officer (Date, Time, Number, and Filing Office)

924623 10/15/91A01
2:13 PM
FS-TN. $10.00
TX TN $17.45
Sec/ST $27.45

4. This financing statement covers the following types (or items) of property:

All items of property listed on Exhibit A attached hereto.
Maximum principal indebtedness for Tennessee
Recording Tax purposes is $ 16,300.00

TOTAL INDEBTEDNESS IS $16,300.00

5. Assignee(s) of Secured Party and Address(es)

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This statement is filed without the debtor' signature to perfect a security interest in collateral. (check [X] if so)
- [ ] already subject to a security interest in another jurisdiction when it was brought into this state.
- [ ] which is proceeds of the original collateral described above in which a security interest was perfected:

Check [X] if covered: [X] Proceeds of Collateral are also covered. [ ] Products of Collateral are also covered. No. of additional Sheets presented:

Filed with: Secretary of State

PLUS PERFORMANCE, INC.

By: Gary McClary, Pres.
Signature(s) of Debtor(s)
BY: GARY McCLARY, President

By: Karen Atkins
Signature(s) of Secured Party(ies)
KAREN ATKINS

(1) Filing Officer Copy - Alphabetical STANDARD FORM - FORM UCC-1.

AMBROSE PRINTING COMPANY · NASHVILLE TN 37202 20157-AJ

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

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FORM NO. WD-1

STATE OF TENNESSEE }
COUNTY OF WILLIAMSON }

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 60,300.00

Rebecca A. Gregory
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME THIS THE 3rd DAY OF October 1991

Patricia Spicer Carden
Notary Public

MY COMMISSION EXPIRES 5/28/95

(AFFIX SEAL)

THIS INSTRUMENT WAS PREPARED BY
PATRICIA SPICER CARDEN, ATTORNEY
101 Westpark Drive, Suite 220, Brentwood, TN 37027

ADDRESS NEW OWNER (S) AS FOLLOWS	SEND TAX BILLS TO /and Mortgagee is:	MAP-PARCEL NUMBERS
Rebecca A. Gregory (NAME)	TENNESSEE HOUSING DEVELOPMENT AGENCY (NAME)	03D92562
3260 Elm Hill Pike (STREET ADDRESS OR ROUTE NUMBER)	700 Landmark Center, 401 Church St. (STREET ADDRESS)	108-12-0-260.00
Nashville, TN 37214 (CITY) (STATE) (P. O. ZIP)	Nashville, TN 37243-0900 (CITY) (STATE) (ZIP)	

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEES, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, WE, W. L. Bainbridge, Inc., a Tennessee Corporation

HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO Rebecca A. Gregory

HEREINAFTER CALLED THE GRANTEES, THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO-WIT:

Land in Davidson County, Tennessee, being Lot No. 5 on the plan of Elmcrest Subdivision, of record in Book 7900, page 52, Register's Office for said County.

Said Lot No. 5 fronts 77.72 feet on the easterly margin of Elm Hill Pike and extends back 141.18 feet on the northerly line and 116.49 feet on the southerly line to a dead line in the rear, measuring 81.55 feet thereon.

Being part of the same property conveyed to W. L. Bainbridge, Inc., a Tennessee Corporation by deed from David R. Williams Builders, Inc., a Tennessee Corporation of record in Book 8328, page 538, Register's Office for Davidson County, Tennessee.

This conveyance is made subject to Restrictive covenant contained of record in Book 8326, page 915, Register's Office for said County and to matters set forth in the above referenced plan of record.

55064

TENNESSEE REAL ESTATE TRANSFER TAX

OCT 17 2 18 PM '91

3715 10/17 0101 03CHECK 230.11

unimproved ( )
This is improved (X) property, known as 3260 Elm Hill Pike, Nashville, Tennessee 37214
(House Number) (Street) (P. O. Address) (City or Town) (Postal Zip)

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns, forever; and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out, and we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Witness my hand this 3rd day of October, 1991

W. L. Bainbridge, Inc., a Tennessee Corporation

By: _____
W. L. Bainbridge, III, President

4 lots

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INDIVIDUAL ACKNOWLEDGEMENT

State of Tenneesee

County of _____

Personally appeared before me, _____, a Notary Public of said county, _____

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 _____ executed the within instrument for the purpose therein contained.

WITNESS my hand, at office, this _____ day of _____, 19____.

_____
NOTARY PUBLIC

My commission expires:

_____

CORPORATE ACKNOWLEDGEMENT

State of Tennessee

County of _____

Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared W. L. Bainbridge, III, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be President (or other officer authorized to execute the instrument) of the W. L. Bainbridge, Inc. A Tennessee Corporation, the within named bargainor, a corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal, at office in _____, this 3rd day of October, 19 91

_____
NOTARY PUBLIC

My commission expires:

5-25-95

WARRANTY DEED

FROM

W. L. Bainbridge, Inc.

a Tennessee Corporation

TO

Rebecca A. Gregory

PATRICIA SPICER CARDEN
Attorney At Law
101 Westpark Drive Suite 220
Brentwood, Tennessee 37027