STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,300,000.00.

Affiant

Subscribed to and sworn to before me this 30th day of October, 1991.

Notary Public

My Commission Expires: 3-3-92

Property Address:	Send Tax Bills To:	Map/Parcel:
400 Forrest Park Road Madison, TN 37115	G. P. Associates, Inc. c/o Randy Chance 608 Gallatin Road N. Madison, TN 37115	Map 52-1 Parcel 134

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, The Forrest Group Ltd., by Deed of Trust ("Deed of Trust") dated January 27, 1983 of record in Book 5999, Page 315, in the Register's Office of Davidson County, Tennessee, conveyed to Ronald B. Buchanan, Trustee, the hereinafter described real property to secure the payment of a certain promissory note (the "Note") described in the Deed of Trust, which Note was payable to the Forrest Park Group, Ltd., and

WHEREAS, the undersigned was appointed substitute Trustee by the owners and holders of the Note, the successors of the Forrest Park Group, Ltd., by an instrument of record in Book 8390, Page 27, Register's Office, said County; and

WHEREAS, default was made in the payment of the Note; and

WHEREAS, the owners and holders of the Note, the successors of the Forrest Park Group, Ltd., demanded that the substitute Trustee foreclose the Deed of Trust; and

WHEREAS, pursuant to the instructions of the owners and holders, the substitute Trustee advertised said property for sale in accordance with the terms and provisions of the Deed of Trust, notices of the time and place of said sale having been published in The Nashville Record, a newspaper published in Nashville, Davidson County, Tennessee, on July 11, 1991, July 18, 1991 and July 25, 1991; and

WHEREAS, the substitute Trustee, as required by the terms of the Deed of Trust, offered said property for sale to the highest bidder for cash, at public outcry, at the south door of the Davidson County Courthouse in Nashville, Tennessee at 12 o'clock noon on August 5, 1991, and the successors of The Forrest Park Group being the highest and best bidder thereof, became the purchaser of said property for the sum of $1,300,887.75.

NOW, THEREFORE, Ronald E. Mills, in his capacity as substitute Trustee, and not otherwise, for and in consideration of a premises and the payment of the sum stated above, the receipt of which is hereby acknowledged, hereby transfers and conveys to H. Stennis Little, as Trustee, with full power to convey without the necessity of joinder of any beneficiary for the successors of the Forrest Park Group, Ltd., (hereinafter "Grantee"), his successors and assigns, certain real property located in Nashville, Davidson County, Tennessee, and more particularly described as follows:

LAND in the 2nd Civil District of Davidson County, Tennessee, formerly being the 11th Civil District, being described according to a survey dated December 20, 1978, by Ragan-Smith & Associates, Inc. as follows:

BEGINNING at an iron pin in the west margin of Forrest Park Road, the same being 790 feet northerly from the north margin of Neely's Bend Road; thence North 87 deg. 43 min. West 176.0 feet to an iron pin; thence South 4 deg. 00 min. West 134.1 feet to an iron pin; thence North 87 deg. 43 min. West 6.0 feet to an iron in; thence South 1 deg. 00 min. East 81.4 feet to an iron pin; thence North 87 deg. 49 min. West 533.0 feet to an iron pin; thence North 4 deg. 00 min. East 671.7 feet to an iron pin; thence South 87 deg. 03 min. East 344.0 feet to an iron pin; thence South 4 deg. 10 min. West 330.0 feet to an iron pin; thence South 87 deg. 48 min. East 365.0 feet to an iron pin on the westerly margin of Forrest Park Road; thence South 4 deg. 00 min. West 122.1 feet to the point of beginning and containing 7.23 acres.

BEING the same property conveyed to The Forrest Group, Ltd., a Tennessee Limited Partnership, by deed from The Forrest Park Group, Ltd., a Tennessee Limited Partnership, of record in Book 5999, Page 311, Register's Office for Davidson County, Tennessee.

The street address of the Property is:

400 Forrest Park Road
Madison, Tennessee

This sale is made subject to any and all prior liens, encumbrances, deeds of trust (specifically including that deed of trust to Life and Casualty Insurance Company of Tennessee, dated December 29, 1978, of record in Book 5380, Page 648, Register's Office for Davidson County, Tennessee), easements, restrictions, building lines, unpaid taxes and assessments (plus penalty and interest, if any), and any redemptive rights (including redemptive rights of any taxing authority by reason of any tax liens), plus any and all other matters and encumbrances superior in right to the lien of the Deed of Trust.

TO HAVE AND TO HOLD, the aforesaid property free from all legal, equitable and statutory rights of redemption, exemptions of homestead, rights by virtue of marriage, and all other exemptions of every kind which have been waived in the Deed of Trust, in as full and complete manner as the undersigned, in his capacity as substitute Trustee, and not otherwise, has the power to convey the same. Ronald E. Mills as substitute Trustee, and not otherwise, hereby warrants the title of said property to the Grantee, his successors and assigns, against the lawful claim against all persons claiming by, or through or under him, but not otherwise.

IN WITNESS WHEREOF, the undersigned has executed this instrument on the 23rd day of October, 1991.

Ronald E. Mills
Substitute Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

On this 23rd day of October, 1991, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Ronald E. Mills, Substitute Trustee, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

WITNESS my Hand and Notarial Seal at office the day and year above written.

Karen L Schell
Notary Public

My Commission Expires: 7-23-94

THIS INSTRUMENT PREPARED BY:

BLACKBURN, LITTLE, SMITH & SLOBEY
First American Center
12th Floor, Suite 1275
Nashville, TN 37238
(615) 254-7770

\rem\28-3449

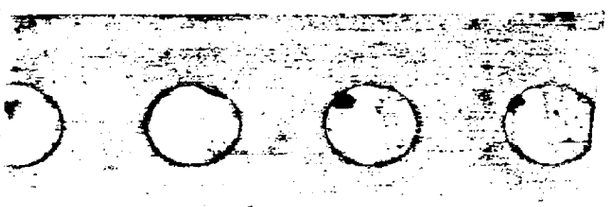
ei 1962

IDENTIFICATION REFERENCE

Nov 14 10 53 AM '91

PICK-UP

9283 11/14 0101 03CHECK 4820.00



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

RECEIVED OF _____

FOR _____

BOOK 8485 PAGE 555

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED
CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE
MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			CAMT	
				1300000.00
			CON TX	4810.00
			PRFEE	1.00
			WDEED	9.00
			TOTAL	4820.00
11/14/91	01		CHECK	4820.00
			10:44 0001	9283

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6 1 9 6 2

IDENTIFT REFERENCE

Nov 14 10 43 AM '91

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

No. 476389