EXHIBIT MEP

This Instrument Prepared By:
Gerald G. Patterson, Attorney
25th Floor, Nashville City Center
511 Union Street
Nashville, TN 37219

Send Tax Bills to New Owner(s):
Boatmen's Bank of Tennessee
6060 Poplar Avenue
Memphis, TN 38119

Map and Parcel
171-19 (Davidson)
11B-D, Part of 16
(Williamson)

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, default having been made in the payment of the debt and obligations, terms and conditions, provided for in that certain Deed of Trust, dated December 13, 1985, to Tommy Ramer and William I. Hutton, Trustee, executed by Clyde Dixon & Associates, Inc., a Tennessee Corporation, as same appears of record in Book 6742, page 436, Register's Office for Davidson County, Tennessee, and Book 567, page 957, Register's Office for Williamson County, Tennessee; and

WHEREAS, the lawful owner and holder of said indebtedness has removed Tommy Ramer and William I. Hutton, as Trustee under said Deed of Trust and has nominated and appointed Gerald G. Patterson as Substitute Trustee, pursuant to the terms of said Deed of Trust, which appointment of Substitute Trustee is of record in Book 8502, page 143, Register's Office for Davidson County, Tennessee, and Book 940, page 490, Register's Office for Williamson County, Tennessee; and

WHEREAS, the said Gerald G. Patterson, Substitute Trustee, is thereby vested with title to the property described in said Deed of Trust for all purposes therein contained, and she is clothed with all the powers, duties and obligations therein conferred upon the named Trustee; and

WHEREAS, the entire indebtedness secured by the above referenced instrument has matured and is past due and unpaid, the owner thereof requested the undersigned to advertise and sell the security according to the terms of said instrument; and

WHEREAS, in accordance with said request, the said real estate was advertised for sale in The Nashville Record, a newspaper published in Davidson County, Tennessee, the first insertion appearing on December 26, 1991, and subsequent insertions appearing on January 2, 1992, and January 9, 1992, and in The Review Appeal, a newspaper published in Williamson County, Tennessee, the first insertion appearing on December 27, 1991, and subsequent insertions appearing on January 3, 1992 and January 10, 1992, giving the time, terms, place of sale and description of the real estate; and

WHEREAS, on January 21, 1992, at 11:00 o'clock A.M., being the time and at the front door of the Courthouse in Nashville, Davidson County, Tennessee, being the place mentioned in said advertisements, the undersigned offered said real estate for sale in accordance with all the terms and requirements in the above referenced instrument, and advertisement of sale made in connection therewith, at which time said real estate was offered for sale at public outcry to the highest and best bidder for cash and was struck off and sold to BOATMEN'S BANK OF TENNESSEE at and for the sum of Four Hundred Sixty Thousand and No/100 ($460,000.00) Dollars, which was the highest and best bid in connection therewith; and

WHEREAS, the purchaser, being the holder of the indebtedness, has complied with the terms of the sale by paying into the hands of the undersigned Substitute Trustee the expenses

of sale, the balance being applied upon said indebtedness for which the property was sold.

NOW, THEREFORE, in consideration of the premises and the payment by BOATMEN'S BANK OF TENNESSEE, of the sum of money so paid, receipt of which is hereby acknowledged, the undersigned, Gerald G. Patterson, as Substitute Trustee, does hereby grant, bargain, sell and convey to the said BOATMEN'S BANK OF TENNESSEE, its successors and assigns, in fee simple forever, the property above-mentioned and now further described as being in the Counties of Davidson and Williamson, and State of Tennessee, to-wit:

Land in Davidson and Williamson Counties, Tennesseee, being part of Lot No. 2 on the Plan of Section Two, The Summit as of record in Plat Book 6250, page 755, and amended in Book 8430, page 493, Register's Office for Davidson County, Tennessee.

PARCEL I

A tract of land located in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, and being more fully described as follows:

Beginning at a point in the east line of Brentwood Office Storage as of record in Book 485, page 570, Register's Office of Williamson County, Tennessee, said point being located at the Davidson-Williamson Tennessee County line as located by Ragan-Smith-Murphy & Associates, Inc. shown on survey plat dated October 28, 1985, and proceeding as follows:

Thence with the east line of Brentwood Office Storage, North 12° 27' 51" West 9.00 feet to a point on the east right-of-way line of I-65; thence with said line North 2° 17' 05" East 489.84 feet; thence North 24° 16' 37" East 267.65 feet; thence leaving I-65 with a severance line, North 68° 43' 39" East 49.09 feet to a point on the westerly right-of-way line of the new Summit Drive, a 32 foot roadway; thence southeastwardly with said right-of-way line and a 426.05 foot radius curve to the left, a distance of 332.16 feet to a point; said curve has a chord bearing and distance of South 43° 36' 28" East 323.81 feet; thence with a 25 foot radius curve to the right a distance of 36.99 feet said curve has a chord bearing and distance of South 23° 32' 58" East 33.71 feet, thence with a 121.05 foot radius curve to the left a distance of 34.34 feet, said curve having a chord bearing and distance of South 10° 43' 01" West 34.22 feet; thence South 2° 35' 28" West 574.97 feet to a point on the Davidson-Williamson Tennessee County line; thence with said county line North 73° 18' 12" West 394.47 feet to the point of beginning and containing 265,003 feet or 6.084 acres which tract contains a cemetery.

PARCEL II

A tract of land located in the Fifteenth Civil District of Williamson County, Tennessee, being more fully described as follows:

Beginning at a point on the east line of a tract conveyed to Brentwood Office Storage by deed recorded in Book 485, page 570, Register's Office of Williamson County, Tennessee, at the Davidson-Williamson Tennessee County line as established by Ragan-Smith-Murphy & Associates, Inc., and proceeding as follows:

Thence with the Davidson-Williamson Tennessee County line South 73° 18' 12" East, 103.00 feet; thence South

12° 27' 51" East, 193.76 feet to the north margin of a cemetery as shown on said survey plat; thence along said cemetery margin South 79° 32' 51" West, 90.00 feet to a point on the east line of Brentwood Office Storage; thence with Brentwood Office Storage North 12° 27' 51" West, 240.79 feet to the beginning and containing 19,543 square feet or 0.45 of an acre.

The property described in Parcels I and II above are a part of the same property conveyed to Clyde Dixon & Associates, Inc. by deed from Carl E. Adams, Jr. and Advent Properties, Inc. by deed of record in Book 6742, page 417, Register's Office for Davidson County, Tennessee, and Book 567, page 939, Register's Office for Williamson County, Tennessee.

The following Easements for Ingress and Egress are also included in this conveyance in addition to the premises described in Parcels I and II above:

EASEMENT NO. 1

A tract of land in the First Civil District of Metropolitan Nashville-Davidson County and the Fifteenth Civil District of Williamson County, Tennessee, being the proposed Summit View Drive (extended) and a proposed 32 foot road and being more fully described together as follows:

Beginning at a point on the west right-of-way line of Stone Brook Drive, a 50 foot road, that is 1755.27 feet south of Old Hickory Boulevard and proceeding as follows:

with the west right-of-way line of Stone Brook Drive South 18° 54' 27" West, 39.29 feet; thence leaving Stone Brook Drive, westwardly with the south margin of the proposed extension of Summit View Drive and a 25 foot radius curve to the left a distance of 13.67 feet; said curve has a chord bearing and distance of 55° 25' 35" West, 13.50 feet; thence, with a 270.65 foot radius curve to the left a distance of 77.22 feet; said curve has a chord bearing and distance of North 79° 15' 58" West, 76.96 feet; thence North 87° 26' 22" West, 266.87 feet; thence with a 426.05 foot radius curve to the right a distance of 82.30 feet; said curve has a chord bearing and distance of North 81° 54' 21" West, 82.17 feet; thence, with a 25 foot radius curve to the left a distance of 36.99 feet to a point on the east margin of a proposed 32 foot road; said curve has a chord bearing and distance of South 61° 14' 08" West, 33.71 feet; thence, with said east margin and an 89.05 foot radius curve to the left a distance of 25.26 feet; said curve has a chord bearing and distance of South 10° 43' 01" West, 25.17 feet; thence, South 2° 35' 28" West, 883.06 feet to the north margin of Church Street; thence with said margin and the City of Brentwood, North 85° 50' 33" West, 32.01 feet; thence, leaving the City of Brentwood, North 2° 35' 28" East, 882.18. feet; thence, with a 121.05 foot radius curve to the right a distance of 34.34 feet; said curve has a chord bearing and distance of North 10° 43' .01" East, 34.22 feet; thence, with a 25 foot radius curve to the left a distance of 36.99 feet to a point on the south margin of the proposed extension of Summit View Drive; said curve has a chord bearing and distance of North 23° 32' 58" West, 33.71 feet; thence, with said Summit View Drive and a 426.05 foot radius curve to the right, a distance of 506.20 feet; said curve has a chord bearing and distance of North 31° 54' 17" West, 476.94 feet; thence, North 2° 07' 56" East, 352.54 feet to a point on the south line of Revised Section One of The

Summit; thence, with said south line, South 87° 41' 21" East, 32.00 feet; thence,leaving The Summit Section One, South 2° 07' 56" West, 352.44 feet; thence, with a 394.05 foot radius curve to the left, a distance of 616.03 feet; said curve has a chord bearing and distance of South 42° 39' 13" East, 555.18 feet; thence, South 87° 26' 22" East, 266.87 feet; thence, with a 302.65 foot radius curve to the right a distance of 86.35 feet; said curve has a chord bearing and distance of South 79° 15' 58" East, 86.06 feet; thence, with a 25 foot radius curve to the left a distance of 13.67 feet to the point of beginning, said curve has a chord bearing and distance of South 86° 45' 31" East, 13.50 feet, containing 1.689 acres.

Being a part of the same property conveyed to Carl E. Adams, Jr. by deed from Bailey Enterprises, Summitt, A Joint Venture between Union Financial Corporation and Bailey Enterprises, Inc. of record in Book 6530, page 656, Register's Office for Davidson County, Tennessee, and Book 527, page 567, Register's Office for Williamson County, Tennessee, and being part of the same property conveyed to Advent Properties, Inc. by deed from the Estate of John Holt of record in Book 6420, page 20, Register's Office for Davidson County, Tennessee; and being part of the same property conveyed to Advent Properties, Inc. a Tennessee Corporation by deed from W. Wayne LeRoy, Substitute Trustee of record in Book 5655, page 478, and by deed from W. Wayne LeRoy, Substitute Trustee, of record in Book 5655, page 483, said Register's Office, and the same property conveyed to Advent Properties, Inc., a Tennessee Corporation by Quitclaim Deed from Carl E. Adams, Jr., Trustee with full power, of record in Book 5910, page 17, said Register's Office, and by Quitclaim Deed of record in Book 5923, page 342, said Register's Office.

EASEMENT NO. 2

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, lying wholly within the boundary of The Summit, Section One, as recorded in Book 5200, page 594, Register's Office of Davidson County, Tennessee, and being more fully described as follows:

Beginning at a point on the westerly right-of-way of Stone Brook Drive, a 50 foot road, that is 393.6 feet south of the northeast corner of The Summit, Section One, as measured along the west right-of-way of Stone Brook Drive and proceeding as follows:

Westwardly and southwardly with a 24.31 foot radius curve to the left a distance of 35.71 feet, said curve has a chord bearing and distance of South 20° 48' 42" West 32.58 feet; thence, with a 206.27 foot radius curve to the right a distance of 3.46 feet, said curve has a chord bearing and distance of South 20° 47' 10" East, 3.46 feet; thence, with a 545.15 foot radius curve to the right a distance of 150.64 feet, said curve has a chord bearing and distance of South 12° 25' 00" East, 150.16 feet; thence, South 4° 30' 00" East, 91.50 feet; thence, with a 272.13 foot radius curve to the right a distance of 222.04 feet, said curve has a chord bearing and distance of South 18° 52' 30" West, 215.93 feet; thence, South 42° 15' 00" West, 157.88 feet to a point on the south boundary of The Summit that is 70.85 feet west of the southeast corner of The Summit; thence, with said south boundary line North 65° 24' 34" West, 27.29 feet; thence, North 42° 15' 00" East 166.16 feet; thence,

with a 246.13 foot radius curve to the left a distance of 200.82 feet, said curve has a chord bearing and distance of North 18° 52' 30" East, 195.30 feet; thence, North 4° 30' 00" West, 91.50 feet; thence, with a 519.15 foot radius to the left a distance of 143.47 feet, said curve has a chord bearing and distance of North 12° 25' 00" West, 143.02 feet; thence, with a 180.72 foot radius curve to the left a distance of 73.59 feet; said curve has a chord bearing and distance of North 32° 00' 00" West, 73.08 feet; thence, North 43° 40' 00" West, 33.06 feet; thence, with a 396.35 foot radius curve to the left a distance of 208.68 feet, said curve has a chord bearing and distance of North 58° 45' 00" West, 206.28 feet; thence, North 73° 50' 00" West, 192.00 feet; thence,
with a 322.47 foot radius curve to the left a distance of 217.95 feet, said curve has a chord bearing and distance of South 86° 48' 14" West, 213.83 feet; thence, South 67° 26' 26" West, 41.98 feet; thence, with a 463.18 foot radius curve to the left a distance of 189.43 feet, said curve has a chord bearing and distance of South 55° 43' 28" West, 188.12 feet; thence, with a 313.49 foot radius curve to the left a distance of 229.12 feet, said curve has a chord bearing and distance of South 23° 04' 13" West, 224.06 feet; thence, South 2° 07' 56" West, 111.65 feet to a point on the south boundary of The Summit that is 40.17 feet east of the southwest corner; thence, with the south boundary North 87° 41' 21" West, 32.00 feet; thence, North 2° 07' 56" East, 111.55 feet; thence, with a 345.49 foot radius curve to the right a distance of 252.51 feet, said curve has a chord bearing and distance of North 23° 04' 13" East, 246.93 feet; thence, with a 495.18 foot radius curve to the right a distance of 202.52 feet, said curve has a chord bearing and distance of North 55° 43' 28" East, 201.11 feet; thence, North 67° 26' 26" East, 41.98 feet; thence,
with a 354.47 foot radius curve to the right a distance of 239.58 feet, said curve has a chord bearing and distance of North 86° 48' 14" East, 235.04 feet; thence, South 73° 50' 00" East, 192.00 feet; thence, with a 428.35 foot radius curve to the right a distance of 225.53 feet, said curve has a chord bearing and distance of South 58° 45' 00" East, 222.93 feet; thence, South 43° 40' 00" East, 33.21 feet; thence, with a 25 foot radius curve to the left a distance of 31.76 feet, said curve has a chord bearing and distance of South 80° 03' 29" East, 29.66 feet; thence, North 63° 32' 47" East, 2.70 feet to a point on the westerly right-of-way line of Stone Brook Drive; thence, with said line South 26° 27' 00" East, 41.70 feet to the point of beginning and containing 59,648 square feet or 1.37 acres.

Being part of the same property conveyed to Advent Properties, Inc., a Tennessee corporation, by Deed from W. Wayne LeRoy, Substitute Trustee, of record in Book 5655, page 478, and by Deed from W. Wayne LeRoy, Substitute Trustee, of record in Book 5655, page 483, said Register's Office, and the same property conveyed to Advent Properties, Inc., a Tennessee corporation, by Quitclaim Deed from Carl E. Adams, Jr., Trustee with full power, of record in Book 5910, page 17, said Register's Office, and by Quitclaim Deed of record in Book 5923, page 342, said Register's Office.

This is unimproved property..

TO HAVE AND TO HOLD the real property above described, together with the privileges and appurtenances and hereditaments thereunto belonging or in any wise appertaining unto BOATMEN'S BANK OF TENNESSEE, its successors and assigns, in fee simple

forever. The said Gerald G. Patterson, Substitute Trustee, warrants the title to the aforesaid real property against the lawful claims of all persons claiming by, through or under her, as such Substitute Trustee, but no further or otherwise.

IN WITNESS WHEREOF, Gerald G. Patterson, as Substitute Trustee, has executed this instrument on the 30th day of January, 1992.

GERALD G. PATTERSON
SUBSTITUTE TRUSTEE

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Gerald G. Patterson, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 30th day of January, 1992.

NOTARY PUBLIC

My commission expires: 9-16-95

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, to the best of my knowledge and belief, for this transfer is $460,000.00.

Affiant

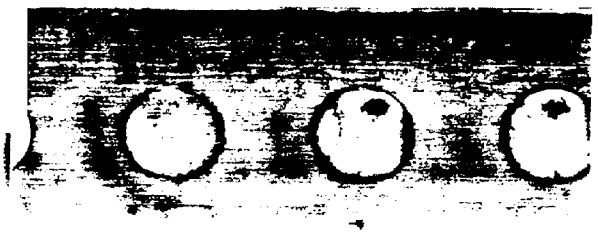
Sworn to and subscribed before me,
this 30th day of January, 1992.

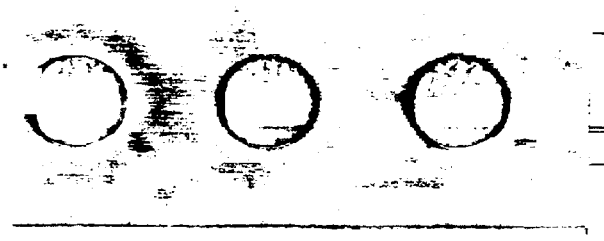
Notary Public

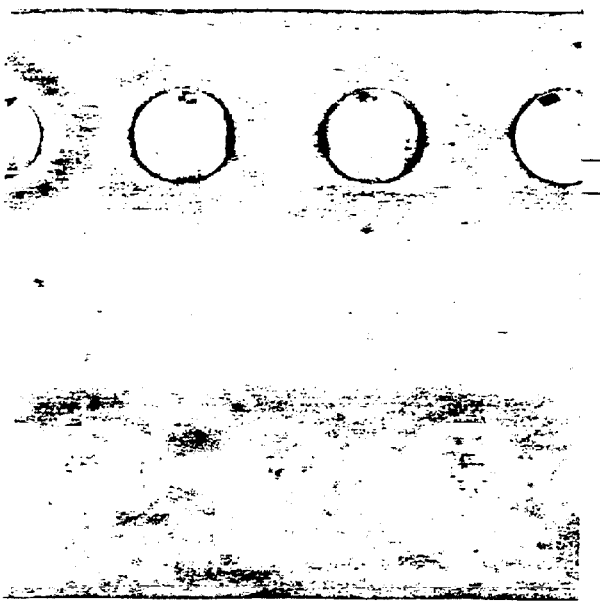
My commission expires: 9-16-95

cu5uc
-87 1:30 1201 03CHECK 173.00
TENNESSEE REFERENCE
Jan 31 [illegible] '92

5:MJP012292 3.jp







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

RECEIVED OF _____

FOR _____

BOOK 8539 PAGE 140

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 460000.00
CON TX 1702.00
PRFEE 1.00
WDEED 18.00
TOTAL 1721.00
CHECK 1721.00
01/30/92 01 15:56 0001 1317

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

80508

IDENTIFICATION REFERENCE

JAN 30 3 56 PM '92

DAVIDSON COUNTY, TN

No. 497662