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WARRANTY DEED BOOK 8546 PAGE 280

FROM: Christopher T. Cates and Michael A. Cates, Grantors
TO: M. Carl Talley, Grantee

This instrument was prepared by:
Warren H. Wild, Jr.
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

Address New Owner as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:	Map-Parcel Numbers:
4020 Lealand Lane Nashville, TN 37024	Same	Map 118-2; Parcels 181 & 183 Map 118-6 Parcels 49, 94, 94.01 & 153

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Two Hundred Thousand Dollars ($200,000.00).

M. Carl Talley
Affiant

SUBSCRIBED AND SWORN TO before me, this the 7th day of February, 1992.

Deborah A. Albright
Notary Public

My Commission Expires: May 28, 1995

FOR AND IN CONSIDERATION OF the sum of Two Hundred Thousand Dollars ($200,000.00), the receipt and sufficiency of which are hereby acknowledged, Christopher T. Cates and Michael A. Cates, Grantors, have each bargained and sold, and by these presents each does transfer and convey unto M. Carl Talley, Grantee, his heirs, successors, and assigns, his nine and one-half percent (9-1/2%) undivided interest (the total conveyance of both Grantors herein being a nineteen percent [19%] undivided interest) in and to certain tracts or parcels of land in Davidson County, State of Tennessee, described as follows, to wit:

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE

This is improved property, known as 2615 Franklin Pike; 2619 Franklin Pike; 2625 Franklin Pike; 2711 Franklin Pike; and

unnumbered parcels fronting Franklin Pike and Gale Lane, all in Nashville, Tennessee.

This conveyance is expressly made subject to the matters listed on Exhibit B which is incorporated herein by reference.

TO HAVE AND TO HOLD their undivided interests in and to the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to said Grantee, his heirs, successors, and assigns, forever.

And each Grantor does covenant with said Grantee that such Grantor is lawfully seized and possessed of his undivided interests in and to said land in fee simple; has a good right to convey it, and the same is unencumbered and unrestricted except as to those matters set forth above to which this conveyance is expressly made subject. Each Grantor specifically warrants as to his undivided interest that there is no mortgage or other lien against his respective undivided interest in the land claimed by, through or under said Grantor or his father, James W. Cates, Sr.

And each Grantor does further covenant and bind himself, his heirs, successors, and assigns, to warrant and forever defend the title to the said land to said Grantee, his heirs, successors, and assigns against the lawful claims of all persons whomsoever except as to those matters set forth above to which this conveyance is expressly made subject.

The property described on Exhibit A is not the usual place of residence of the Grantors.

In witness whereof, this instrument has been executed this 7th day of February, 1992.

Christopher T. Cates

Christopher T. Cates

Michael A. Cates

Michael A. Cates

This deed was prepared by Farris, Warfield & Kanaday based upon information provided to us by Grantors and Grantee without independent verification by us as to the accuracy of any information contained herein, and we assume no liability as to the accuracy thereof.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said County and State, Christopher T. Cates, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 7th day of February, 1992.

Deborah A. Wright
Notary Public

My Commission Expires: May 28, 1995

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said County and State, Michael A. Cates, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 7th day of February, 1992.

Deborah A. Wright
Notary Public

My Commission Expires: May 28, 1995

2080w/02-05-92

TRACT I:

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

Beginning at a railroad spike in the westerly margin of Franklin Pike at its intersection with Kirkwood Avenue, being the northeast corner of the Kroger leasehold, as recorded in Book 4057, page 234, Register's Office for Davidson County, Tennessee; thence with the westerly margin of Franklin Pike, south 19° 14' 55" east passing an iron pin found at 275.00 feet, in all 463.51 feet to an iron pin in the northerly margin of Gale Lane, said pin being the southeast corner of the herein described tract; thence leaving Franklin Pike and with the northerly margin of Gale Lane, south 27° 37' 43" west, 158.49 feet to an iron pin; thence, continuing with Gale Lane, 97.86 feet along the arc of a curve to the left, said curve having a radius of 1348.57, a central angle of 4° 09' 27" and a chord bearing and distance of south 25° 32' 59" west, 97.85 feet to a point; thence, leaving Gale Lane and with a new line of division, north 82° 50' 31" west, 205.00 feet to a point; thence, north 15° 19' 37" east, 175.00 feet to a point, being the southwest corner of the Krystal leasehold tract; thence north 19° 18' 45" west, 147.50 feet to a point being the northwest corner of the Krystal leasehold tract; thence, south 74° 15' 27" west, 36.38 feet to a point in the southerly line of the existing Kroger leasehold tract; thence with a new line of division, north 19° 15' 14" west, 283.22 feet to a point in the southerly margin of Kirkwood Avenue; thence, with the southerly margin of Kirkwood Avenue, north 75° 47' 28" east, 306.61 feet to the point of beginning and containing 4.06 acres.

TRACT II:

A tract of land lying in Metropolitan Nashville Davidson County, Tennessee, southwest of the intersection of Franklin Pike and Gale Lane and being more particularly described as follows:

Beginning on the northerly margin of new boulevard, where the southeasterly line of the right of way of the Tennessee Central Railroad crosses the same; thence with the southeasterly line of said right of way in a northeasterly direction 755 feet, more or less, to a point 30 feet measured at right angles from the westerly margin of the Franklin Pike, being the westerly line of the right of way of the Nashville and Franklin Interurban Railway; thence with the said right of way south 11° 26' east parallel with said Pike 485 feet, continuing with said right of way south 20° 38' west 130 feet to the northerly margin of said boulevard; thence with the northerly margin of said boulevard, south 84° west 458 feet, more or less, to the beginning, containing 3.36 acres.

TRACT III:

Being a parcel of land in the Seventh Civil District of Davidson County, Tennessee, bounded on the east by Franklin Road and on the North by Gale Lane and being a portion of the former right-of-way of Tennessee Central Railway Company, as shown on an unrecorded survey made by Barge, Waggoner and Sumner, Inc., Engineers on January 28, 1970 and revised February 5, 1970, more particularly described as follows:

Beginning at a point on the westerly margin of Franklin Road at a point 25 feet northerly from the southerly margin of Gale Lane and being 455 feet, more or less, south of Kirkwood Avenue; thence along said Franklin Road south 14° 33' east 128.16 feet to a point; thence with the north margin of the

property owned by Third National Bank, Trustee, and along a curve to the left having a radius 1223.57 feet and a central angle of 13° 09', 280.82 feet to a point; thence south 21° 45' west 235.76 feet to a point; thence south 21° 45' west 58.47 feet to an iron pin; thence with a curve to the right having a radius of 1256.57 feet and a central angle of 15° 09', 332.26 feet to an iron pipe the common corner between Third National Bank, Trustee, First Cumberland Presbyterian Church, V. D. Tippitt, et ux, and the property herein described; thence crossing the former right-of-way of Tennessee Central Railway Company north 14° 33' west 131.58 feet to an iron pin; thence with the curve to the left in a northeasterly direction with a line 25 feet northwesterly from the southeasterly margin of Gale Lane, said curve having a radius of 1156.57 feet, and a central angle of 11° 05', 223.73 feet to an iron pin; thence north 21° 45' east 194.61 feet to a point; thence continuing with a line 25 feet northerly from and parallel to the southerly margin of said Gale Lane north 21° 45' east 99.62 feet to a point, the beginning of a curve to the right; thence with said curve having a radius of 1323.57 feet and a central angle of 16° 45', 386.94 feet to the point of beginning, containing 1.79 acres, more or less.

There is included in the above description part an easement granted to Davidson County, Tennessee by Tennessee Central Railway Company for public road purposes by instrument dated May 28, 1930, described as follows:

Beginning at the intersection of the northerly right-of-way line of the Tennessee Central Railway Company and the westerly right-of-way line of Franklin Pike, said point being 50 feet at right angles northerly to the center line of the main track of said railway company; thence S 14° 33' E along right-of-way line of Franklin Pike, 31.7 feet to a point, 25 feet at right angle from center line of railroad; thence southwesterly on a line 25 feet from and parallel to center line of railroad, 905 feet, more or less, to a point; thence N 14° 33' W, 32.9 feet, more or less, to an iron pin, on the northerly right-of-way of said railroad; thence with said right-of-way easterly and with a curve to the left having a radius of 1156.57 feet and a central angle of 11° 05', 223.73 feet to an iron pin; thence N 21° 45' E 294.23 feet to an iron pin, the beginning of a curve to the right; thence with said curve having a radius of 1323.57 feet and a central angle of 16° 45', 386.94 feet to the point of beginning, containing 0.52 acre, more or less.

TRACT IV

Land lying and being in the 7th Civil District of Davidson County, Tennessee, and being part of the Joseph Vaulx Farm, and more particularly described as follows:

Beginning at a point on the west margin of Franklin Pike, also the south margin of the Old Gale Avenue before same was changed; running thence with the west margin of said Turnpike North 20° east 70 feet to the point on north margin of said Gale Avenue; thence with the north margin of said Avenue south 84° west 458 feet, more or less, to a point on the margin of the right-of-way of the Tennessee Central Railroad; thence with the said right-of-way south 40° west 90 feet, more or less, to a point on the south margin of Gale Avenue as before said; thence with the south margin north 84° east 510 feet to the point of beginning, containing 3/4 of an acre, more or less, according to survey made by John Wilkes, Civil Engineer, June, 1914.

INCLUDED IN TRACTS II, III AND IV ABOVE, BUT EXPRESSLY EXCLUDED THEREFROM, IS THE FOLLOWING DESCRIBED PROPERTY:

Excluded Parcel A:

Being a parcel of land lying in Davidson County, Tennessee, and being bounded on the east by Franklin Pike, on the south by Third National Bank, Trustee, on the west by Gale Lane and being more particularly described as follows:

Beginning at an iron pin at the intersection of the west right-of-way line of Franklin Pike and the east right-of-way line of Gale Lane; thence with the west right-of-way line of Gale Lane, South 14 degrees 47' 00" East, 330.20 feet to an iron pin corner common with Third National Bank, Trustee in the west right-of-way line of Franklin Pike; thence with Third National Bank, Trustee, South 73 degrees 36' 30" West, 205.03 feet to an iron pin; thence South 21 degrees 05' 34" West, 24.73 feet to an iron pin; thence South 78 degrees 16' 01" West, 89.25 feet to an iron pin corner common with Third National Bank, Trustee in the east right-of-way line of Gale Lane; thence with the east right-of-way line of Gale Lane, North 21 degrees 05' 34" East, 129.58 feet to an iron pin; thence on a curve to the right, the radius of which is 1298.57 feet, the central angle of which is 14 degrees 59' 23", the chord of which is North 28 degrees 35' 15" East, 338.76 feet, along the curve distance of 339.73 feet to the point of beginning, containing 55,975 square feet (1.285 acres, more or less) according to survey dated March 12, 1987, by Jerry Morrow, Registered Land Surveyor, Tennessee License No. 777.

Excluded Parcel A being the same property conveyed to C & T Investments/Gale Parcel #1 by deed from James W. Cates and M. Carl Talley of record in Book 7546, page 103, said Register's Office.

Excluded Parcel B:

Two tracts of land in Davidson County, Tennessee, being more particularly described as follows:

1. Beginning at a point in the westerly margin of 8th Avenue South (Franklin Pike) said point being in the southeasterly margin of the abandoned Tennessee Central Railroad Right of Way and at 128 feet south 14 degrees 47 minutes east of the southeast margin of Gale Lane; thence with the said margin of said Railroad Right of Way north 32 degrees 28 minutes east 9.5 feet with an offset in the westerly margin of said Franklin Pike; thence with said margin south 14 degrees 47 minutes east 227 feet; thence at right angles to the right (westerly) 7 feet; thence north 14 degrees 47 minutes west 220.5 feet to the point of beginning and containing 1566 square feet.

2. Beginning at a point in the westerly margin of 8th Avenue South (Franklin Pike) said point being 227 feet south 14 degrees 47 minutes east of the southeast margin of the abandoned Tennessee Central Right of Way; thence with the said margin of Franklin Pike south 14 degrees 47 minutes east 261 feet to the beginning of a curved line to the right; thence with said curved line southwardly 246.2 feet to E.N. Kennon's northeast corner; thence Kennon's north boundary line and the north boundary of property of Grace Presbyterian Church south 78 degrees 25 m minutes west 281 feet; thence north 27 degrees 20 minutes east 280.8 feet; thence north 75 degrees 06 minutes east 50 feet; thence north 17 degrees 28 minutes east 111.2 feet; thence north 14 degrees 47 minutes west 197.0 feet; thence at right angles to the right (eastwardly 7 feet) to the point of beginning and containing 1.118 acres.

Excluded Parcel B being the same property vested in the State of Tennessee by virtue of a Final Consent Judgment, a certified copy of which appears of record in Book 4609, page 799, said Register's Office.

The above property description is the same as that which appears in the previous deed.

Grantors also quitclaim any interest they may have in and to any closed or abandoned rights of way, streets, roads or alleys, and any strips gaps or gores between the tracts described above. Grantors specifically exclude from this conveyance and from any warranties contained herein any portion of the above described property contained within the bounds of any rights of way (including rights, if any, held by others in the right of way of Interurban Railroad which at one time ran along the west side of Franklin Pike) roads, streets or highways.

Being the same property conveyed to Christopher T. Cates and Michael A. Cates as to a nine and one-half percent (9-1/2%) undivided interest each by quitclaim deed from Third National Bank in Nashville as Trustee under the Will of James W. Cates, Sr., of record in Book 8546, page 274, said Register's Office.

1. The lien for 1992 taxes which are not yet due and payable, but which have been prorated and will be paid by Grantee.

2. The lien for 1991 taxes which are due, but not delinquent, and which have been prorated and will be paid by Grantee.

3. All leases, easements, plats, restrictions and other matters affecting all or any part of the property to which both James W. Cates, Sr. and Mary Elizabeth Cates Talley were subject when title to the property passed to them outright under the Will of R. Morris Wilson, or which were entered into by (a) either James W. Cates, Sr. or Third National Bank in Nashville, as Trustee for James W. Cates, Sr. and (b) either Mary Elizabeth Cates Talley or M. Carl Talley (same person as Melvin Carl Talley), or to which such people have consented or subordinated their interest in the property.

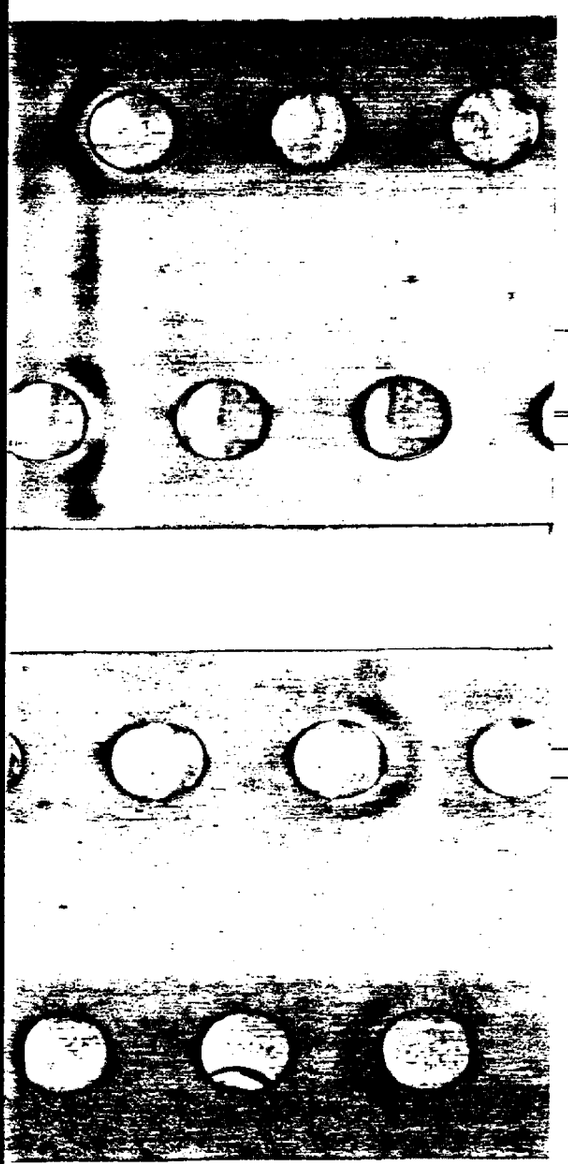
4. Declaration of Reciprocal Easements for Trion Melrose, L.P. of record in Book 8124, page 365, Register's Office of Davidson County, Tennessee, to the extent, if any, that such Declaration affects any portion of the property.

5. Declaration of Restrictions for Trion Melrose, L.P. of record in Book 8124, page 488, said Register's Office, to the extent, if any, that such Declaration affects any portion of the property.

6. Any encroachments across the boundaries of any of the herein described property, or other matters that would be revealed by a survey or physical inspection of the property.

9484 02/07 0101 03CHECK 765.00

2080w1/02-06-92



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

RECEIVED OF _____

FOR _____

BOOK 8546 PAGE 288

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 200000.00
CON TX 740.00
PRFEE 1.00
WDEED 24.00
TOTAL 765.00
CHECK 765.00

02/07/92 01 15:27 0001 9484

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

82678

IDENTIFICATION REFERENCE

FEB 7 3 26 PM '92

DAVIDSON COUNTY, TN

No. 500082