ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP/PARCEL:
SouthTrust Bank of Middle Tennessee 1801 West End Ave. Nashville, TN 37202	Same	Map 86-16, Par. 73 Map 86-16, Par. 90 Map 86-12, Par. 61 Map 87-09, Par. 5 Map 87-09, Par. 8

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, there has occurred one or more acts of default in the note evidencing the indebtedness owed to SouthTrust Bank of Middle Tennessee, ("Lender");

WHEREAS, Lender is the beneficiary of the Deed of Trust of record at Book 7862, Page 285, Register's Office for Davidson County, Tennessee, as modified by Modification Agreement and Forebearance Agreement of record at Book 8449, Page 231, said Registers's Office (the "Deed of Trust") which Deed of Trust secures to the Lender the payment in full of the note evidencing the subject indebtedness in the original principal sum of $200,000.00;

WHEREAS, by and through the above described Deed of Trust, the grantor, Robert E. Potter ("Borrower") conveyed the real property described herein to R. Rick Hart, Trustee, for the benefit of the Lender, with power of sale;

WHEREAS, the Lender pursuant to the terms and conditions of the above Deed of Trust, did appoint R. Garry Chaffin as Substitute Trustee, to serve in the stead of the Trustee with all powers granted unto the Trustee, such appointment appearing of record at Book 8556, Page 57, Register's Office for Davidson County, Tennessee;

WHEREAS, Lender notified the Substitute Trustee of the default by the Borrower in the payments called for in the note secured by the above Deed of Trust and demanded that the Substitute Trustee advertise the subject property(ies) for sale pursuant to the terms and conditions of the said Deed of Trust;

WHEREAS, the Substitute Trustee did advertise the property(ies) for sale in the "Nashville Record" on February 27, March 5, and March 12, 1992, in accordance with and in fulfillment of the requirements of the above Deed of Trust;

WHEREAS, the Substitute Trustee, in accordance with the requirements of the above Deed of Trust and the published advertisement for sale of the subject property, did on the 20th day of March, 1992, appear and conduct the sale of the herein described property;

WHEREAS, SouthTrust Bank of Middle Tennessee did place the highest bid for the subject property(ies), being the sum of $62,931.09;

NOW THEREFORE, for and in consideration of the sum of Sixty Two Thousand Nine Hundred Thirty One and 09/100 Dollars ($62,931.09) the Substitute Trustee, R. Garry Chaffin, has bargained and sold, and by these presents does transfer and convey unto the said SouthTrust Bank of Middle Tennessee, the Grantee herein, its heirs and assigns, the property described as follows:

SEE **EXHIBIT A**, ATTACHED, FOR A COMPLETE LEGAL DESCRIPTION OF THE SUBJECT PROPERTY HEREBY CONVEYED

The Substitute Trustee makes no personal warranties or representations concerning the subject property. This conveyance is subject to any prior matters of record including, but not limited to unpaid property taxes.

To have and to hold the said tract or parcel of land, including all appurtenances, estate, title and interest thereto belonging, unto the said Grantees, their heirs and assigns, forever.

Whenever used, the singular number or pronoun shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS, my hand this 20TH day of March, 1992.

R. Garry Chaffin
Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, in and for said County and State, the within named R. Garry Chaffin, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged himself to be the Substitute Trustee under the above referenced Deed of Trust, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this the 20th day of March, 1992.

Linda Cantrell
Notary Public

My Commission Expires: 11/27/93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property (whichever is greater) is $62,931.09. This is equal to or greater than the property would bring at a fair and voluntary sale.

John W. Gregory

Sworn to and subscribed before me this 20th day of March, 1992.

Linda Cantrell
Notary Public

My Commission Expires: 11/27/93

THE MAXIMUM PRINCIPAL INDEBTEDNESS FOR TENNESSEE RECORDING TAX PURPOSES IS $62,931.09.

THIS INSTRUMENT PREPARED BY:
CHAFFIN AND BURNSED
1005 18th Avenue South
Nashville, Tennessee 37212

EXHIBIT A

BOOK 8582 PAGE 784

Being Lot Nos. 79 and 121, Section 5, Valley Grove of record in Plat Book 5200, page 582, Register's Office for Davidson County, Tennessee to which plat reference is hereby made for a more complete legal description. Being part of the same property conveyed to George T. Hicks, Trustee, by Deed from Guaranty Federal Savings and Loan Association, of record in Book 7818, page 390, Register's Office for Davidson County, Tennessee; subject to Restrictive Covenants of record in Book 6112, page 277, Register's Office for said County.

Being Lot No 91, Section 6, Valley Grove of record in Plat Book 5200, page 583, Register's Office for Davidson County, Tennessee to which plat reference is hereby made for a more complete legal description. Being part of the same property conveyed to George T. Hicks, Trustee, by Deed from Guaranty Federal Savings and Loan Association, of record in Book 7818, page 390, Register's Office for Davidson County, Tennessee; subject to Restrictive Covenants of record in Book 6112, page 281, Register's Office for said County.

Being Lots Nos. 103 and 111, Section 7, Valley Grove of record in Plat Book 5800, page 246, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete legal description. Being part of the same property conveyed to George T. Hicks, Trustee, by Deed from Guaranty Federal Savings and Loan Association, of record in Book 7818, page 390, Register's Office of Davidson County, Tennessee. This conveyance is subject to any and all existing easements and restrictions of record. This is unimproved property, within the Valley Grove Subdivision, Hermitage, Tennessee 37076. The properties are subject to restrictive covenants of record at Book 6112 page 285, Register's Office for Davidson County.

The above properties were conveyed to Robert E. Potter by Deed from George T. Hicks, Trustee, of record in Book 7860, page 295, Register's Office for Davidson County, Tennessee.

95358

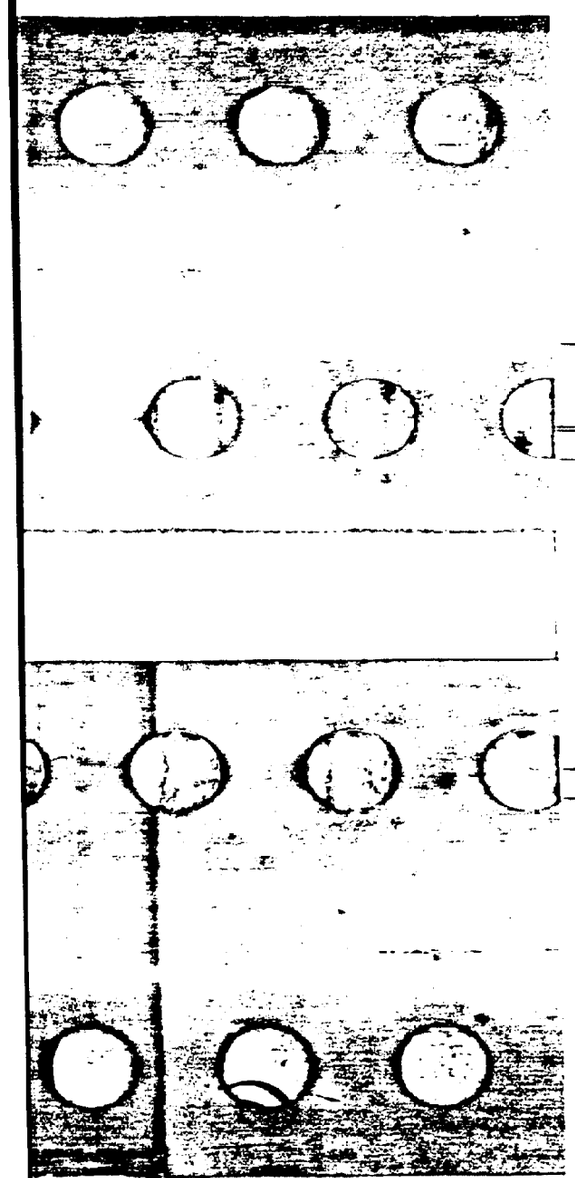
IDENTIFICATION REFERENCE

MAR 25 8 39 AM '95

DAVIDSON COUNTY, TN

MAIL ENV.

9890 03/25 0101 03CHECK 242.85



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8582 PAGE 785

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 62931.09
CON TX 232.85
PRFEE 1.00
WDEED 9.00
TOTAL 242.85
CHECK 242.85

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

03/25/92 01 08:37 0001 9890

95358

IDENTIFICATION REFERENCE

MAR 25 8 38 AM '92

REGISTER OF DAVIDSON COUNTY, TN

No. 514279