THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (MSP) Box 16
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
James W. Ayers P.O. Box 217 Parsons, TN 38363	Same	8M-12D-C-7 (Williamson County) 159-209 (Davidson County)

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, FIRST AMERICAN NATIONAL BANK, a national banking association with principal offices in Nashville, Tennessee ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto JAMES W. AYERS, a resident of Decatur County, Tennessee ("Grantee"), certain real property in Williamson and Davidson Counties, Tennessee, described on Exhibit A attached hereto, together with all improvements and fixtures located thereon. The property conveyed hereby is conveyed to Grantee AS IS without any warranty, express or implied, by Grantor with respect to the condition of such property except for the special warranties of title set forth below.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, his successors and assigns, forever.

GRANTOR covenants and binds itself and its successors to warrant specially and forever defend the title to said real property to Grantee, his successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

IN WITNESS WHEREOF, Grantor executed this instrument on this 31st day of March, 1992.

FIRST AMERICAN NATIONAL BANK

By: _____
McCoy C. Zachry
Senior Vice President

9726 9.

IDENTIFI REFERENCE

MAR 31 1 57 PM '92

DAVIDSON COUNTY, TN

PICK-UP

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, McCoy C. Zachry, with whom I am personally acquainted, and who acknowledged the he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Senior Vice President of First American National Bank, a national banking association, and is authorized by the association to execute this instrument on behalf of the association.

WITNESS my hand, at office, this 31st day of March, 1992.

Michael S Peek
Notary Public

My Commission Expires:
September 24, 1994



STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration or value (whichever is greater) for this transfer is $3,075,000.00.

Affiant

Subscribed and sworn to before me, this 31st day of March, 1992.

Michael S Peek
Notary Public

My Commission Expires:
September 24, 1994

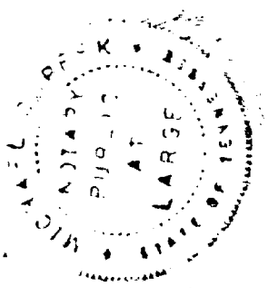


EXHIBIT A

Being a parcel of land situated partially in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, and partially in the Fifteenth Civil District of Williamson County, Tennessee, being Lot 13, Section 7 of Maryland Farms as recorded in Plat Book 8, page 39, Register's Office for Williamson County, and Book 5800, page 90, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point on the southerly right of way line of Old Hickory Boulevard, said point being 1,838.62 feet, more or less, westerly from the intersection of the southerly right of way line of Old Hickory Boulevard and the westerly right-of-way of Westpark Drive as measured along the southerly right-of-way line of Old Hickory Boulevard and also being the northwesterly corner of Lot No. 14, as shown on the aforementioned plan of Section 7, Maryland Farms;

Thence leaving said southerly margin with the common line between Lot Nos. 13 and 14, S14°05'47"W 557.51 feet to a point in the center of Winners Circle:

Thence N86°17'00"W 334.00 feet to a point in a drain

Thence with said drain as follows:

N12°11'42"E 215.27 feet;

N16°14'33"E 59.00 feet;

N41°55'26"E 46.80 feet;

S82°56'48"E 14.20 feet;

N17°42'53"E 144.70 feet;

N02°31'06"E 40.80 feet;

N09°26'37"W 51.22 feet to a point in the southerly right-of-way line of Old Hickory Boulevard.

Thence, with the southerly right-of-way line of Old Hickory Boulevard, S88°08'32"E 324.48 feet to the point of beginning.

Containing 174,480 square feet or 4.00+ acres more or less.

The foregoing metes and bounds description is derived from the as-built survey prepared for First American National Bank, et al., by Wendell H. Talley, Sr. (Tennessee Registered Land Surveyor No. 785) dated April 25, 1991 and last revised March 27, 1992, said surveyor's address being c/o Barge, Waggoner, Sumner & Cannon, 162 Third Avenue North, Nashville, Tennessee 37219.

Together with an exclusive easement for ingress and egress along the western line of Tract 1 as shown on survey of Ragan, Smith, Murphy & Associates, dated June 14, 1982, and described as follows:

Beginning at an iron pin located at the southeast corner of the above described tract; thence, South 86 deg. 17' 0" East 25 feet to a point; thence, North 14 deg. 5' 47" East 557.51 feet; thence, North 88 deg. 08' 32" West 25 feet to a point in the eastern boundary of Tract 2; thence, along said boundary South 14 deg. 05' 47" West 557.51 feet to the point of beginning, all forming a generally rectangular parcel 25 feet wide and 557.5 feet long.

Being the same property conveyed to First American National Bank by Successor Trustee's Deed of record in Book 8208, page 856 of the Register's Office of Davidson County, Tennessee and in Book 871, page 341 of the Register's Office of Williamson County, Tennessee.

EXHIBIT B

[Exceptions]

1. 1992 property taxes, a lien not yet due and payable.

2. Rights of tenants in possession under existing leases.

3. Applicable building and zoning laws.

4. The Plan of record in Book 8, page 39, Register's Office for Williamson County, Tennessee, and in Book 5800, page 90, Register's Office for Davidson County, Tennessee, shows an owner's certificate and a 10 foot easement for public utility and drainage purposes along all lines of said lot. Said plat also contain certain "Notes" regarding location of improvements and access. See also Surveyor's Certificate of Correction in Book 421, page 120, Register's Office for Williamson County, Tennessee.

5. Limitations contained in Warranty Deed of record in Book 6455, page 468, Register's Office for Davidson County, Tennessee, and in Book 508, page 402, Register's Office for Williamson County, Tennessee.

6. Declaration of Protective Covenants for Maryland Farms of record in Book 7079, page 59, Register's Office for Davidson County, Tennessee, and Book 635, page 680, Register's Office for Williamson County, Tennessee.

2097 03/31 0101 03CHECK 11390.50



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

RECEIVED OF _____

FOR _____

BOOK 8588 PAGE 478

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 3075000.00
CON TX 11377.50
PRFEE 1.00
WDEED 12.00
TOTAL 11390.50
CHECK 11390.50

03/31/92 01 13:57 0001 2097

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

9 7 2 6 9

IDENTIFICATION REFERENCE

MAR 31 1 57 PM '92

DAVIDSON COUNTY, TN

No. 516461