BOOK 8590 PAGE 292

This instrument prepared by:
Jack F. King, Jr., Attorney
Trabue, Sturdivant & DeWitt
25th Floor, Nashville City Center
511 Union Street
Nashville, TN 37219

Address of New Owners: Sent Tax Bills to:
Southlife, Inc. Same
c/o Capital Holding Corp.
680 Fourth Avenue
Louisville, KY 40232

Map: 93-5-2
Parcels 8,10,11

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 October 15, 1982, to Robert B. Cullen, Trustee, executed by Seventh Avenue Associates and Thompson B. Patterson as Trustee under a Trust Agreement dated as of June 15, 1981, as same appears of record in Book 5961, page 486, Register's Office for Davidson County, Tennessee; and

WHEREAS, the lawful owner and holder of said indebtedness has removed Robert B. Cullen, as Trustee under said Deed of Trust and has nominated and appointed Jack F. King, Jr. as Substitute Trustee, pursuant to the terms of said Deed of Trust, which appointment of Substitute Trustee is of record in Book 8418, page 52, Register's Office of Davidson County, Tennessee; and

WHEREAS, the said Jack F. King, Jr., Substitute Trustee, is thereby vested with title to the property described in said Deed of Trust for all purposes therein contained, and he 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 November 28, 1991, and subsequent insertions appearing on December 5, 1991, and December 12, 1991, giving the time, terms, place of sale and description of the real estate; and

WHEREAS, the sale was originally scheduled for December 20, 1991 and, pursuant to the terms of the advertisement and the deed of trust, the Substitute Trustee elected to postpone the sale to January 3, 1992 and subsequently further postponed the sale to January 15, 1992, to January 24, 1992, to February 13, to March 11, 1992 and to March 25, 1992; and

WHEREAS, on March 25, 1992, at 12:00 o'clock noon, being the time (as postponed by announcements made in accordance with the terms of the advertisement and the deed of trust) and at the front door of the Courthouse in Nashville, Davidson County, Tennessee, being the place mentioned in said advertisement, the undersigned offered said real estate for sale in accordance with all the terms and requirements in the above-referenced instrument, and the 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 Agency Investments I, Inc. and Agency Investments II, Inc. at and for the sum of Two Million Seven Hundred Fifty Thousand and No/100 ($2,750,000.00) Dollars, which was the highest and best bid in connection therewith; and

WHEREAS, Agency Investments I, Inc. and Agency Investments II, Inc. have assigned their successful bid and right to purchase the herein described property to Southlife, Inc.; and

NOW, THEREFORE, in consideration of the premises and the payment by Southlife, Inc., of the sum of money so paid, receipt of which is hereby acknowledged, the undersigned Jack F. King, Jr., as Substitute Trustee, does hereby grant, bargain, sell and convey to the said Southlife, Inc., its successors and assigns, in fee simple forever, the property above-mentioned and now further described as being in the County of Davidson and State of Tennessee, to-wit:

TRACT I:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, bounded on the east by Seventh Avenue, North, and on the west by Polk Avenue and being part of Lots 137 and 149 on the Map of the Original Town of Nashville, not of record, more particularly described according to a survey of Michael V. Holmes & Associates, Inc. dated October 22, 1982 (Job No. 81-001) as follows:

BEGINNING at a point in the Easterly margin of Union Street and the Southerly Margin of 7th Avenue North, and with said margin of 7th Avenue North 226.4 feet +/- to the point of beginning (being an iron pin). Thence with said margin of 7th Avenue North, South 39° 18' 00" East 100.25 feet to an iron pin. Thence leaving said margin of 7th Avenue North, South 50° 33' 16" West 190.37 feet to a PK nail in the Northerly margin of Polk Avenue. Thence with said margin of Polk Avenue North 39° 17' 10" West 100.06 feet to a PK nail. Thence leaving said margin of Polk Avenue North 50° 29' 54" East 190.35 feet with the Easterly margin of alley No. 103 to THE POINT OF BEGINNING, containing 19,065.4 square feet or 0.438 acres.

TRACT II:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, bounded on the east by Seventh Avenue, North, and being part of Lot No. 136 on the Map of the Original Town of Nashville, not of record, more particularly described according to a survey of Michael V. Holmes & Associates, Inc. dated October 22, 1982 (Job No. 81-001) as follows:

BEGINNING at a point in the Easterly margin of Union Street and the Southerly margin of 7th Avenue North. Thence with said margin of 7th Avenue North 93.37 feet to a PK nail, being the point of beginning. Thence with said margin of 7th Avenue North South 39° 18' 00" East 149.28 feet to a rail spike. Thence leaving said margin of 7th Avenue North, South 50° 29' 54" West 147.14 feet with the Westerly margin of alley No. 103 to a chisel mark painted blue. Thence leaving said alley North 39° 18' 35" West 148.13 feet to a point (corner of wall). Thence North 50° 03' 00" East 147.16 feet to THE POINT OF BEGINNING, containing 21,879.8 square feet or 0.502 acres.

Being the same property conveyed to Thompson B. Patterson, Trustee, by deed from The Industrial Development Board of The Metropolitan Government of Nashville and Davidson County, of record in Book 5768, page 646, Register's Office for Davidson County, Tennessee, and being the same property conveyed to Robert B. Cullen, Trustee by deed of trust of record in Book 5961, page 486, Register's Office for Davidson County, Tennessee.

TOGETHER WITH all rents, issues, profits, royalties, income and other benefits derived from the above-described property and all leasehold estate, right, title, and interest in and to all leases or subleases covering the property or any portion thereof, and all right, title, and interest thereunder, including, without limitation, all cash or security deposits, advance rentals, past due rent, and deposits or payments of similar nature.

TOGETHER WITH any and all buildings and improvements now or hereafter erected thereon, including, but not limited to, the fixtures, attachments, appliances, equipment, machinery, and other articles attached to said buildings and improvements, and any replacements, substitutions or renewals thereof.

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 Southlife, Inc., its successors and assigns, in fee simple forever, to whom the said Jack F. King, Jr., Substitute Trustee, warrants the title to the aforesaid real property against the lawful claims of all persons claiming by, through or under him, as such Substitute Trustee, but no further or otherwise.

IN WITNESS WHEREOF, Jack F. King, Jr., as Substitute Trustee, has executed this instrument on the 1st day of April, 1992.

Jack F. King, Jr.
Substitute Trustee

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Jack F. King, Jr., 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 within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this 1st day of April, 1992.

Donna A. Skaggs
Notary Public

My Commission Expires: 5/22/93

NOTARY PUBLIC DAVIDSON COUNTY, TENN.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is $2,750,000.00.

Jack F. King, Jr.
Affiant

Sworn to and subscribed before me, this 1st day of April, 1992.

Donna A. Skaggs
Notary Public

My Commission Expires: 5/22/93

NOTARY PUBLIC DAVIDSON COUNTY, TENN.

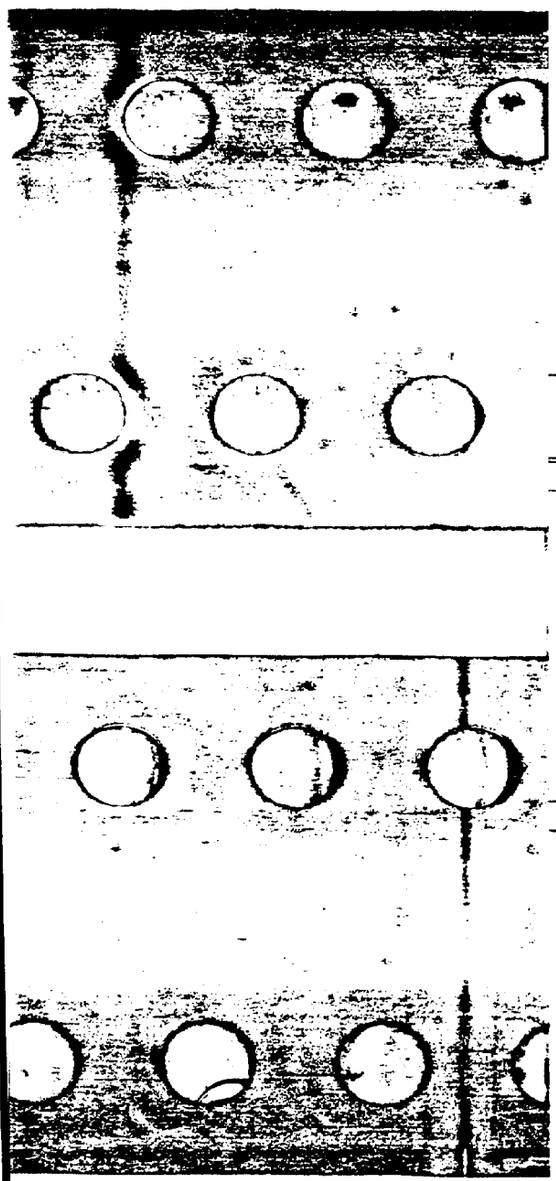
6064 04/01 0101 03CHECK 10188.00

97753

IDENTIFICATION

DAVIDSON COUNTY, TN

W6:RMH0331922.SG



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8590 PAGE 296

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	
				2750000.00
			CON TX	10175.00
			PRFEE	1.00
			WDEED	12.00
			TOTAL	10188.00
			CHECK	10188.00
04/01/92	01	13:58	0001	6064

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

97753

IDENTIFT REFERENCE

APR 1 1 53 PM '92

DAVIDSON COUNTY, TN

No. 516968