BOOK 8668 PAGE 710

FROM: Stephen C. Baker
SUBSTITUTE TRUSTEE

TO: The Prudential Insurance Company of America

Address New Owner as follows:	Send Tax Bills to:	Map-Parcel No.
The Prudential Insurance Company of America One Ravinia Drive, Suite 1400 Atlanta, GA 30346	(same)	Map 161 Parcels 82; 232

3437 04/23 0101 03CHECK 30038-05

FB6 JR

This instrument prepared by: DEARBORN & EWING, 1200, NationsBank Plaza, 414 Union Street, Nashville, Tennessee 37219-1777

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $8,116,498.81.

Affiant

Subscribed and sworn to before me, this the 23rd day of April, 1992.

Notary Public

My Comm. Exp. 9/16/95

042599 IDENTIF. TREFERENCE APR 23 12 PM '92 FELIX Z. WILSON REGISTER DAVIDSON COUNTY TN.

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, by Deed of Trust dated March 25, 1988, of record in Book 7502, page 526, Register's Office for Davidson County, Tennessee, hereinafter referred to as "Deed of Trust", 222 Partners, LTD., a Tennessee limited partnership, conveyed to William B. Drescher, Trustee, the hereinafter described real estate, hereinafter referred to as "Property", to secure an indebtedness evidenced by a note of even date therewith, which note is fully described in the Deed of Trust, hereinafter referred to as the "Note"; and

WHEREAS, default occurred in the payment of the Note, and in accordance with the terms of the Note and Deed of Trust, the holder thereof declared the entire indebtedness due and owing; and

WHEREAS, the lawful owner and holder of the indebtedness, by the terms of a certain instrument of record in Book 8350, page 861, Register's Office for Davidson County, Tennessee, appointed Stephen C. Baker, Substitute Trustee, in the place and stead of William B. Drescher, Trustee; and

WHEREAS, the owner and holder of the indebtedness directed Stephen C. Baker, Substitute Trustee, to sell the Property, and in accordance with the terms thereof, and pursuant to said direction, Stephen C. Baker, Substitute Trustee, did advertise the Property for sale as provided in the Deed of Trust and Note, and the Property was advertised to be sold at 12:00 noon, on Thursday, April 23, 1992, at the front door of the Courthouse in Nashville, Davidson County, Tennessee, at public auction for cash (or for credit against the Secured Indebtedness if the Beneficiary is the highest bidder) or upon such other terms that are satisfactory to Trustee and Beneficiary, and in bar of the equity of redemption and all rights of redemption, statutory or otherwise (including, without limitation, those rights of redemption contained in Tennessee Code Annotated Section 66-8-101 et seq.), homestead, dower, elective share, rights of

appraisement or valuation, and all other rights and exemptions of every kind, all of which are expressly waived in the Deed of Trust; and the advertisement of sale was duly published in THE NASHVILLE RECORD, a newspaper of general circulation in Davidson County, Tennessee, on April 2, 9, and 16, 1992; and

WHEREAS, at the time and place of said sale, and upon the Property being offered under the terms hereinabove set forth, The Prudential Insurance Company of America, acting through its agent, John S. Hicks, was the highest and best bidder;

NOW, THEREFORE, the undersigned, Stephen C. Baker, Substitute Trustee, pursuant to the bid of The Prudential Insurance Company of America, acknowledges receipt of the sum of Eight Million One Hundred Sixteen Thousand Four Hundred Ninety-Eight and 81/100 Dollars ($8,116,498.81), which was the highest bid, and for and in consideration of said bid, has bargained and sold, and by these presents does hereby transfer and convey unto The Prudential Insurance Company of America, a corporation organized under the laws of the State of Georgia, its successors and assigns, the following described real estate in Davidson County, Tennessee:

> Land in Davidson County, Tennessee, being Lots Nos. 1 and 2 on the Second Revision of South Plaza Shopping Center, of record in Book 6250, page 556, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more particular description.
>
> Being part of the same property conveyed to 222 Partners, Ltd., a Tennessee limited partnership by deed from W. Gerald Ezell, of record in Book 7435, page 462, and by deed from Barry E. Dotson & Associates, Inc., a Tennessee corporation, of record in Book 7435, page 465, said Register's Office.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to The Prudential Insurance Company of America, its successors and assigns, forever; and Stephen C. Baker, Substitute Trustee, does hereby transfer, assign, and set over unto The Prudential Insurance Company of America, all of his right, title and interest in the said property as Substitute Trustee, but not further or otherwise.

IN WITNESS WHEREOF, the said Stephen C. Baker, Substitute Trustee, has executed this instrument on this the 23rd day of April, 1992.

Stephen C. Baker, 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 Stephen C. Baker, Substitute Trustee, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, this the 23rd day of April, 1992.

NOTARY PUBLIC

My Commission Expires: 9/16/95

17191/3LR
JBP025-00000/ 4/23/92

OFFICIAL RECEIPT

FELIX Z. WILSON, II

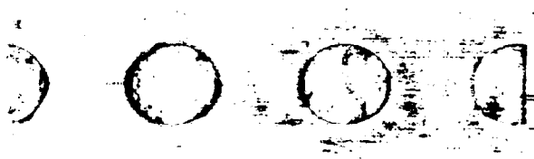
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

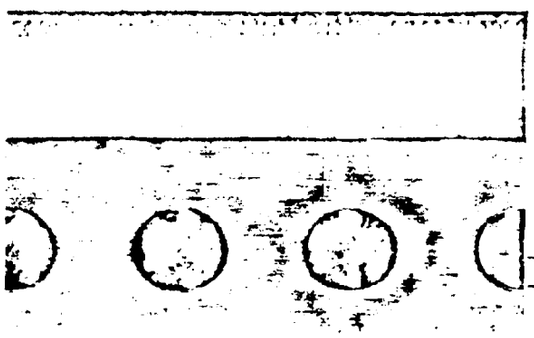
FOR _____

BOOK 8608 PAGE 742



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

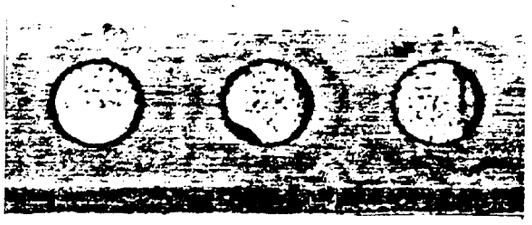
DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID



CAMT
8116498.81
CON TX 30031.05
PRFEE 1.00
WDEED 6.00
TOTAL 30038.05

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

04/23/92 01 12:23 0001 3437



042259

IDENTIF. REFERENCE

APR 23 12 22 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. 524251