FROM: Stephen C. Baker
TRUSTEE

BOOK 8752 PAGE 376

TO: Bank One, Lexington, NA

Address New Owner as follows:	Send Tax Bills to:	Map-Parcel No.
Bank One, Lexington, NA 201 East Main Street Lexington, Kentucky 40507-2002	(same)	Map 149, Parcels 134, 235 and 265

FBL
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 $3,000,000.00.

Affiant

Subscribed and sworn to before me, this the 8th day of October, 1992.

Notary Public

My Comm. Expires: 9/16/95

TRUSTEE'S DEED

WHEREAS, by Deed of Trust dated July 28, 1987, of record in Book 7313, page 101, Register's Office for Davidson County, Tennessee, hereinafter referred to as "Deed of Trust", Priest Lake Plaza Associates, a Tennessee general partnership, conveyed to Stephen C. Baker, 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 owner and holder of the indebtedness directed Stephen C. Baker, Trustee, to sell the Property, and in accordance with the terms thereof, and pursuant to said direction, Stephen C. Baker, 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 10:00 A.M., on Thursday, October 8, 1992, at the main door of the Courthouse, in Nashville, Davidson County, Tennessee, to the highest bidder for cash, in bar of the equity of redemption, the statutory right of redemption at any time codified in T.C.A. § 66-9-101 et seq., or elsewhere, homestead, dower, and all other statutory rights of redemption 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 September 17, 24, and October 1, 1992; and

5321 4

IDENTIFICATION

Oct 8 10 23 AM '92

DAVIDSON COUNTY TENN.

0101 03CHECK 111117-00

34005/TLR
SBF011-00009/ 10/8/92

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

WHEREAS, at the time and place of said sale, and upon the Property being offered under the terms hereinabove set forth, Bank One, Lexington, NA, successor by merger to First Security National Bank and Trust Company of Lexington, acting through its agent, William M. Ambrose, was the highest and best bidder;

NOW, THEREFORE, the undersigned, Stephen C. Baker, Trustee, pursuant to the bid of Bank One, Lexington, NA, acknowledges receipt of the sum of Three Million and no/100 Dollars ($3,000,000.00), 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 Bank One, Lexington, NA, its successors and assigns, the following described real estate in Davidson County, Tennessee:

(SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN)

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

IN WITNESS WHEREOF, the said Stephen C. Baker, Trustee, has executed this instrument on this the 8th day of October, 1992.

Stephen C. Baker, 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, 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 8th day of October, 1992.

NOTARY PUBLIC

My Commission Expires: 9/16/95

EXHIBIT A

TRACT I:
A tract of land in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee more particularly described as follows:

A tract or parcel of land located in Davidson County, Tennessee, being Lot No. 3 on the Resubdivision of Lot 2, Phase No. 1 and Phase No. 2 on the Revised Site Plan of Priest Lake Park Plaza Shopping Center, of record in Book 5200, page 30, Register's Office for Davidson County, Tennessee, and also being Lot No. 2 on the Resubdivision of Lot No. 4 on the Plat entitled Resubdivision of Lot No. 2, Phase No. 1 and Phase No. 2 on the Revised Site Plan for Priest Lake Plaza Shopping Center of record at Book 5200, page 344, Register's Office for Davidson County, Tennessee, and described according to a survey by Ragan, Smith, Murphy and Associates, Inc., dated 9-25-86, revised 10-2-86, job No. 80-004, to-wit:

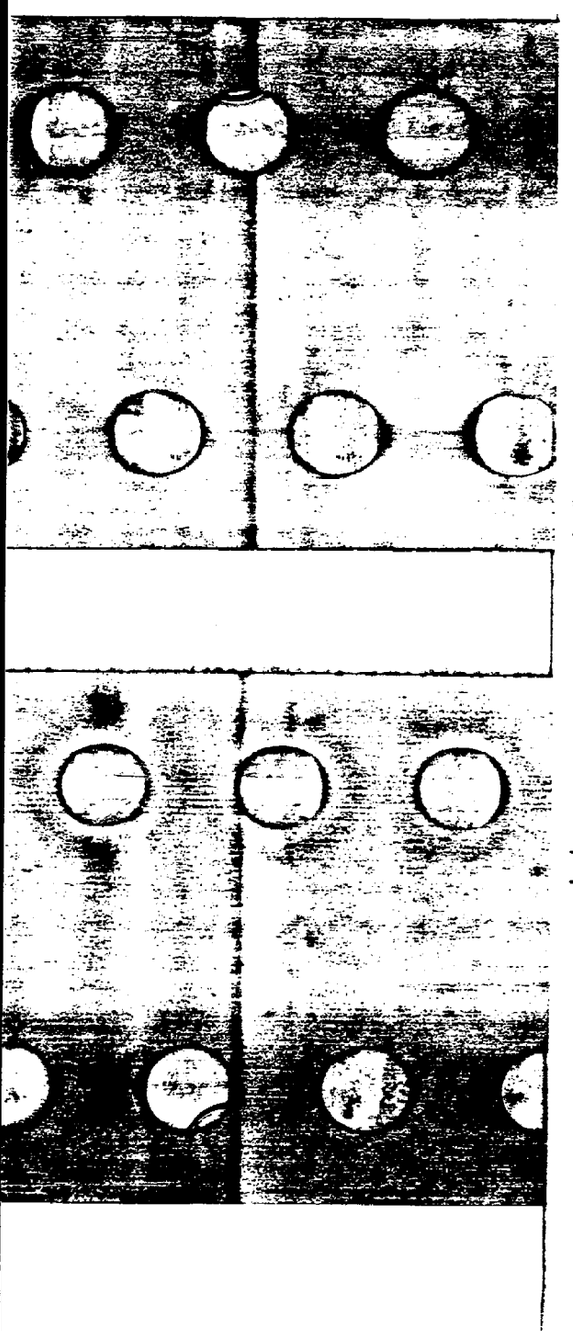
Beginning at an existing iron pin on the west right-of-way line of Murfreesboro Pike, the most northerly corner of the property of Commerce Union Bank as recorded in Deed Book 4996, page 992, R.O.D.C., Tn., and the northeast corner of the herein described tract; thence, 1. With the north boundary line of the property of Commerce Union Bank S 72 deg. 24' 15" W 149.95 feet to an existing iron pin; thence, 2. With the west boundary line of the property of Commerce Union Bank and the property of W. H. Nipper et ux, as recorded in Deed Book 6440, page 709, R.O.D.C., TN S 17 deg. 35' 26" E 294.28 feet to a P.K. set in concrete; thence, 3. With the north boundary line of the property of Volunteer Capitol Corp. as recorded in Deed Book 5769, page 824, R.O.D.C., Tn. S 89 deg. 44' 02" W 81.09 feet to an existing spike; thence, 4. With the west boundary line of the property of Volunteer Capitol Corp. S 1 deg. 54' 46" E 190.43 feet to an existing iron pin; thence, 5. With the north boundary line of the property of J. L. Sanders, et ux as recorded in Deed Book 1759, page 224, R.O.D.C., Tn S 88 deg. 05' 00" W 70.56 feet to an existing concrete monument; thence, 6. With the west boundary line of the property of J. L. Sanders, et ux, S 1 deg. 04' 57" W 162.55 feet to an iron pin set; thence, 7. With the north boundary line of the property of Forest E. Charlton, et ux, as recorded in Deed Book 4183, page 898, R.O.D.C., Tn N 80 deg. 18' 57" W 406.32 feet to an existing iron pin; thence, 8. With the west boundary line of the property of Emma & Johnnie J. Baskin as recorded in Deed Book 5335, page 896, R.O.D.C., Tn N 12 deg. 43' 39" E 82.44 feet to an existing corner post; thence, 9. With the south boundary line of the property of Willie Mai Bess and Cecil V. Waldron, et ux as recorded in Deed Book 4396, page 890 and Deed Book 5549, page 407, R.O.D.C., Tn N 87 deg. 09' 35" E 44.05 feet to an existing iron pin; thence, 10. With the east boundary line of the property of Willie Mai Bess and Cecil V. Waldron, et ux and the property of Wendell Hale as recorded in Deed Book 2279, page 311, R.O.D.C., Tn. N 3 deg. 04' 59" E 198.56 feet to an existing iron pin; thence, 11. With the east boundary line of the property of Wendell Hale N 2 deg. 43' 09" E 62.40 feet to an existing iron pin; thence, 12. With the north boundary line of the property of Wendell Hale S 85 deg. 57' 35" W 187.03 feet to an iron pin set; thence, 13. With the east right-of-way line of Rural Hill Road N 3 deg. 07' 47" E 495.02 feet to an existing iron pin; thence, 14. With the south boundary line of the property of Billy C. Kay, et ux, as recorded in Deed Book 5015, page 438, R.O.D.C., Tn N 60 deg. 18' 49" E 372.62 feet to an iron pin set; thence, 15. With the west right-of-way line of Murfreesboro Pike S 42 deg. 31' 09" E 536.97 feet to the point of beginning and containing 489,467 square feet or 11.24 acres, more or less.

TRACT I being the same property conveyed to Priest Lake Joint Venture, a Tennessee joint venture composed of NF, Inc., a Tennessee corporation, and Chickering Ventures, a Tennessee general partnership, by deed from B & B Nashville Associates, a California limited partnership, of record in Book 6995, page 213, said Register's Office. Priest Lake Joint Venture has changed its name to Priest Lake Plaza Associates, a Tennessee General Partnership.

TRACT II:
Land in the 2nd, formerly the 5th Civil District of Davidson County, Tennessee, described according to a survey made by John D. McCormick, Registered Land Surveyor in Tennessee No. 674, September 27, 1986, being the remainder of the James L. Sanders and wife property, Deed Book 1759, page 224, described as follows:

Beginning at an iron pin in the northwesterly margin of Bell Road, said iron pin being the southeasterly common corner of Lot No. 4, on the Plan of the Resubdivision of Lot 2 for Priest Lake Plaza Shopping Center of record in Plat Book 5200, page 30, Register's Office for Davidson County, and the northeasterly corner and the true point of beginning of the remainder of the James Loyal Sander and wife tract; thence leaving said point of beginning with the northwesterly margin of Bell Road S 10 deg. 34' 50" W 18.62 feet to an existing highway monument; thence continuing with said margin S 10 deg. 34' 50" W 191.58 feet to an existing iron pin in the said margin of Bell Road, said iron pin being the northeasterly corner of the remainder of the Forest E. Charlton, et ux property of record in Deed Book 4183, page 898, said Register's Office; thence leaving the said margin of Bell Road with the northwesterly property line of the Charlton tract, N 80 deg. 29' 59" W 217.96 feet to an existing iron pin, said iron pin being a southeasterly corner of Lot No. 4, on the said Plat of Priest Lake Plaza Shopping Center herein referenced and the southwesterly corner of the James Loyal Sander's et ux, tract; thence leaving said iron pin N 1 deg. 05' 28" E to a existing concrete monument, said concrete monument being a southwesterly corner of said Lot 4 on the Plat of Priest Lake Plaza Shopping Center and the northwesterly corner of the James Loyal Sander's et ux, tract; thence with the southwesterly property line of the said Lot 4 on the Plat of Priest Lake Plaza Shopping Center, being the northeasterly property line of the James Loyal Sander's, et ux, tract, N 88 deg. 05' 02" E 250.62 feet (passing an existing concrete monument; being a dedicated R.O.W. corner for the Priest Lake Plaza Shopping Center tract, at approximately 215.56 feet, more or less) to the true point of beginning, containing 0.992 more or less acres.

TRACT II being the same property conveyed to Priest Lake Plaza Associates, a Tennessee General Partnership by Quitclaim Deed from Compass Development Corporation, a Texas corporation, of record in Book 7313, page 98, Register's Office for Davidson County, Tennessee.



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

RECEIVED OF _____

FOR _____

BOOK 8752 PAGE 380

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 3000000.00
CON TX 11100.00
PRFEE 1.00
WDEED 16.00
TOTAL 11117.00
CHECK 11117.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

5321 4 IDENTIFICATION REFERENCE

OCT 8 10 22 AM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

10/08/92 01 10:23 0001 8860

No. 578386