This Instrument Prepared By:
HEISKELL, DONELSON, BEARMAN,
ADAMS, WILLIAMS & KIRSCH (MTH)
Suite 600, 511 Union Street
Nashville, Tennessee 37219

NEW OWNERS:	SEND TAX BILL TO:	MAP & PARCEL
STATE FARM INS. CO.	same	120-1-156
One State Farm Plaza		
Bloomington, Illinois 61710		
Attn: Investment Dept./Legal		

SUCCESSOR TRUSTEE'S DEED

WHEREAS, by Deed of Trust (the "Deed of Trust") dated June 11, 1974, and recorded in Book 4824, Page 428, in the Register's Office for Davidson County, Tennessee, The Oaks Office Tower, a joint venture, conveyed to Albert Wm. Johnson, Trustee, in favor of Commerce Union Bank, the hereinafter described property (the "Property") for the purpose of securing the payment of the indebtedness and performance of the obligations therein set forth, said Deed of Trust subsequently modified by Modification Agreement of record in Book 5020, page 521, Register's Office of Davidson County, Tennessee; and

WHEREAS, said Deed of Trust was assigned to Dobson & Johnson, Inc., by Assignment of record in Book 5020, Page 525, Register's Office for Davidson County, Tennessee; and

WHEREAS, said Deed of Trust was further assigned to State Farm Life Insurance Company, by Assignment of record in Book 5020, Page 549, Register's Office of Davidson County, Tennessee; and

WHEREAS, the holder of the debt secured by the Deed of Trust appointed the undersigned ("Grantor") as Successor Trustee by instrument recorded in Book 8735, Page 342, said Register's Office; and

WHEREAS, default was made in the terms and conditions of the Deed of Trust, and the beneficiary requested said Matthew T. Harris, Successor Trustee, to advertise and sell the said Property under the terms and provisions of the Deed of Trust; and

WHEREAS, in pursuance of the request of said beneficiary, the Property was by the undersigned advertised for sale in conformity with the terms and provisions of the Deed of Trust, by which advertisement the sale was appointed to be held on the 6th day of November, 1992, at the South door of the Courthouse for Davidson County, Tennessee; and

WHEREAS, at the time and place mentioned in said advertisement, the undersigned offered the Property for sale at public outcry to the highest and best bidder for cash (or credit upon the indebtedness secured if the holder of the secured indebtedness was the successful bidder) at which sale, State Farm Life Insurance Company ("Grantee", whether one or more), being the highest and best bidder, became the purchaser of the Property at and for the sum of Two Million, Seven Hundred Eighty One Thousand, Two Hundred Eighty Two and 12/100 Dollars ($2,781,282.12).

NOW THEREFORE, in consideration of the premises, the undersigned, Matthew T. Harris, as Successor Trustee, does hereby grant, bargain, sell and convey to the Grantee, subject to prior liens of record and applicable restrictions, lines and easements, in fee simple forever, the Property, described as being in the County of Davidson and State of Tennessee, to wit:

Land in Davidson County, State of Tennessee, described as follows, to-wit:

Land in the 2nd Civil District of Davidson County, Tennessee, being Lot No. 3 on the Plan of The Oaks as of record in Plat Book 4660, page 58, Register's Office for Davidson County, Tennessee, described as follows:

BEGINNING at a point on the southerly margin of Vultee Drive said point being the northwesterly corner of Stardust Acres Subdivision, of record in Plat Book 1424, page 92, Register's Office for Davidson County, Tennessee, thence with the westerly margin of Stardust Acres Subdivision, South 3 degrees, 48 minutes West 408.08 feet to a point in the northerly margin of the Martha Uthman property of record in Book 1072, page 55, Register's Office for Davidson County, Tennessee; thence with said margin North 84 degrees 09 minutes West 203.60 feet to a point, said point being the northeasterly corner of the G. O. and Charles Uthman property of record in Book 2445, page 41, Register's Office for Davidson County, Tennessee; thence along the northerly margin of said property South 56 degrees 07 minutes West 72.20 feet to a point; thence South 32 degrees 09 minutes West 172.88 feet to a point; thence South 13 degrees 18 minutes West 108.12 feet to a point; thence North 48 degrees 49 minutes West 269.98 feet to a point in the easterly margin of Kermit Drive; thence along said margin of Kermit Drive with a curve to the left which has a radius of 345.0 feet in a northwesterly direction a distance of 328.57 feet to the beginning of a curve; thence around said curve which has a radius of 255.00 feet in a northerly direction a distance of 91.24 feet to a point; thence North 0 degrees 51 minutes West 25.00 feet to the beginning of a curve; thence around said curve which has a radius of 25.0 feet to an easterly direction a distance of 39.27 feet to a point in the southerly margin of Vultee Drive; thence with same in an easterly direction 271.20 feet to the beginning of a curve; thence around said curve which had a radius of 750.00 feet in a northerly direction a distance of 291.98 feet to the point of beginning, containing 5.65 acres, more or less.

BEING the same property conveyed to The Oaks Tower, a joint venture, by Deed from Ervin M. Entrekin, Trustee of record in Book 4824, page 425, said Register's Office, said property subsequently conveyed to Associated Realty Investors by deed of record in Book 6224, page 307, said Register's Office.

This is improved property known as The Oaks Office Complex, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD said described real estate unto such Grantees, its successors and assigns, forever in fee simple.

Sale was advertised and made as Successor Trustee only, without covenants or warranties of title, express or implied, and this conveyance is so made. However, Grantor, as Successor Trustee, but not otherwise, hereby assigns and sets over to Grantee all of the covenants and warranties contained in the Deed of Trust.

IN WITNESS WHEREOF, Matthew T. Harris, Successor Trustee, has executed these presents this 6th day of November, 1992.

MATTHEW T. HARRIS
Successor Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

On this 6th day of November, 1992, before me personally appeared Matthew T. Harris, to be known (or proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand, at office in Nashville, Tennessee, this 6th day of November, 1992.

Notary Public

My Commission Expires: 5/28/95

STATE OF TENNESSEE
COUNTY OF DAVIDSON

I swear or affirm that the actual consideration for this transfer or the value of the property transferred, whichever is greater, is $2,781,282.12.

Affiant

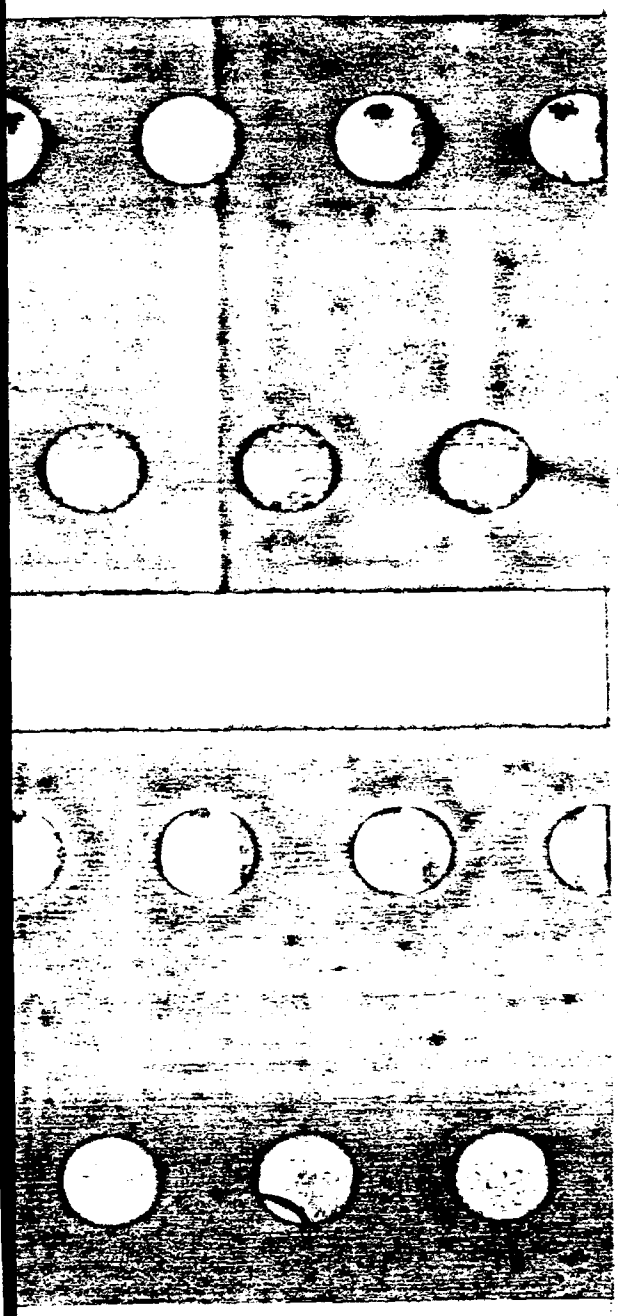
Sworn to and subscribed before me, this 6th day of November, 1992.

Notary Public

My Commission Expires: 5/28/95

6.21 1:4-1.
IDENTIFICATION REFERENCE
MTH16283 V
Nov 6 2 56 PM '92
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN
PICK-UP

4333 11/06 0101 03CHECK 10303-81



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

RECEIVED OF _____

FOR _____

BOOK 8779 PAGE 893

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 2781282.12	
			CON TX	10290.81
			PRFEE	1.00
			WDEED	12.00
			TOTAL	10303.81
			CHECK	10303.81

11/06/92 01 14:55 0001 4333

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6.21:41

IDENTIFICATION REFERENCE

Nov 6 2 56 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 588176