THIS INSTRUMENT PREPARED BY:
Reba Brown
LEWIS, KING, KRIEG & WALDROP, P.C.
Third National Financial Center, 9th Floor
P. O. Box 198615
Nashville, Tennessee 37219

BOOK 8814 PAGE 653

SUBSTITUTE TRUSTEE'S DEED

This Indenture made the 15th day of December, 1992, by and between Reba Brown, Substitute Trustee (party of the first part) and Federal Deposit Insurance Corporation (party of the second part).

W I T N E S S E T H:

WHEREAS, on the 20th day of July, 1984, Bell Forge Shopping Center Limited, did duly execute to Steven W. Ramp, Trustee, a certain Deed of Trust (which was duly registered in the Register's Office for Davidson County, Tennessee in Book 6344, Page 697, on the 24th day of July, 1984); said indebtedness was extended and modified by Extension and Modification Agreement dated January 18, 1985 of record in Book 6478, Page 867; and further extended and modified by Second Extension and Modification Agreement dated March 6, 1985, of record in Book 6579, Page 444; and further extended and modified by Third Extension and Modification Agreement dated June 28, 1985, of record in Book 6609, Page 129; and further modified by Modification to First Tennessee Deed of Trust, Assignment of Rents and Security Agreement, dated July 31, 1985, of record in Book 6618, Page 974; and further modified by Modification and Increase Agreement dated February 6, 1986, of record in Book 6804, Page 496; and amended by Amendment to Tennessee Deed of Trust, Assignment of Rents and Security Agreement dated March 12, 1987, of record in Book 7166, Page 852; and subordinated to Deed of Trust and Security Agreement securing the Prudential Insurance Company of America by Subordination and Consent to Inferior Financing Agreement dated March 12, 1987 of record in Book 7166, Page 837, said Register's Office. The Note and Deed of Trust were subsequently assigned to Old Sunbelt; the Federal Home Loan Bank Board ("FHLBB") appointed the Federal Savings and Loan Insurance Corporation ("FSLIC") as receiver for Old Sunbelt, by adoption of Resolution number 88-788 dated August 19, 1988, whereby the FSLIC as receiver for Old Sunbelt became the owner and holder of the Note and Deed of Trust and succeeded to all of the rights and powers of Old Sunbelt under the Note and Deed of Trust. Pursuant to adoption of Resolution number 88-802, dated August 19, 1988, Sunbelt Savings, FSB ("New Sunbelt") acquired the assets and liabilities of FSLIC as receiver for Old Sunbelt and became the owner and holder of the Note and Deed of Trust and succeeded to all of the rights and powers of FSLIC as receiver for Old Sunbelt under the Note and Deed of Trust. Pursuant to Purchase and Assignment Agreement dated December 30, 1988, FSLIC, in its corporate capacity, became the owner and holder of the Note and Deed of Trust and succeeded to all of the rights and powers of New Sunbelt under the Note and Deed of Trust. On August 9, 1989, under the terms of the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, the Federal Deposit Insurance Corporation ("FDIC") became the holder and owner of the Note and Deed of Trust and succeeded to all the rights and powers of the FSLIC, in its corporate capacity, under the Note and Deed of Trust. In addition, said Deed of Trust recorded at Book 6344, Page 697, Register's Office for Davidson County, Tennessee and Promissory Note secured by said Deed of Trust were also assigned to Sunbelt Savings, FSB, by Assignment of Note and Lien, of record in Book 8185, Page 587, and were subsequently assigned by Sunbelt Savings, FSB to FDIC by Assignment of Note and Lien, of record in Book 8185, Page 590, said Register's Office; whereby was conveyed a parcel of property which is described in the Deed of Trust and amendments, extensions and modifications thereto as follows:

> Land in Davidson County, Tennessee, being Lot No. 1 on the resubdivision of Section Two, Bell Forge Commercial Park, of record in Book 6900, Page 90, Register's Office for Davidson County, Tennessee, and more particularly described as follows:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, bounded on the north by Bell Road, on the west by Mt. View Road, and on the south and east by Bell Forge Lane, more particularly described as follows:

BEGINNING at a point in the southerly margin of Bell Road at the intersection of said road and Bell Forge Lane;

THENCE, with a curve to the right having a central angle of 88° 01' 14" a radius of 25.00 feet, and a distance of 38.41 feet to a point in the westerly margin of Bell Forge Lane;

THENCE, with a curve to the right along said lane having a central angle of 13° 10' 29", a radius of 996.39 feet, and a distance of 229.11 feet;

THENCE, S 14° 50' 31" E, 423.49 feet;

THENCE, with a curve to the right along said lane having a central angle of 86° 00', a radius of 420.00 feet, and a distance of 630.41 feet;

THENCE, S 71° 09' 29"W, 208.20 feet;

THENCE, with a curve to the right having a central angle of 94° 39' 25", a radius of 25.00 feet, and a distance of 41.30 feet to a point in the easterly margin of Mt. View Road;

THENCE, with a curve to the right along said road having a central angle of 15° 28' 45", a radius of 725.74 feet, and a distance of 196.07 feet;

THENCE, N 01° 17' 39" E, 178.09 feet;

THENCE, with a curve to the left having a central angle of 08° 33' 48", a radius of 611.81 feet, and a distance of 91.44 feet;

THENCE, N 75° 08' 10" E, 98.84 feet;

THENCE, N 14° 51' 50" W, 140.00 feet;

THENCE, with a curve to the left having a central angle of 90° 00' 00", a radius of 15.00 feet, and a distance of 23.56 feet;

THENCE, S 75° 08' 10" W, 82.98 feet;

THENCE, with a curve to the left having a central angle of 32° 01' 17", a radius of 611.81 feet, and a distance of 341.93 feet;

THENCE, N 53° 50' 44" W, 58.23 feet;

THENCE, with a curve to the right having a central angle of 123° 02' 39", a radius of 25.00 feet, and a distance of 53.69 feet to a point in the southerly margin of Bell Road;

THENCE, N 69° 11' 55", 471.65 feet along said road;

THENCE, with a curve to the left having a central angle of 05° 14' 09", a radius of 1,712.14 feet, and a distance of 156.46 feet to the point of beginning.

Containing 12.91 Acres or 562,534 Sq. Ft., more or less.

Being the same property conveyed to Bell Forge Associates Limited, by Bell Forge Shopping Center, Limited, by Deed

of record in Book 6964, Page 329, Register's Office for Davidson County, Tennessee.

The street address of the above described property is believed to be Bell Road at Mt. View Road, Nashville, Tennessee, but such address is not part of the legal description of the property sold herein and in the event of any discrepancy, the legal description herein shall control.

AND WHEREAS, the first party was appointed Substitute Trustee by Substitution of Trustee dated the 12th day of September, 1991, which Substitution of Trustee was recorded in the Register's Office of Davidson County, Tennessee in Book 8443, Page 87, on the 16th day of September, 1991;

AND WHEREAS, the said Deed of Trust and all amendments, extensions and modifications thereto were for the purpose of securing a certain indebtedness of Ten Million Six Hundred Ninety Seven Thousand Eight Hundred and Seventy-Three Dollars and 28/100 ($10,697,873.28), payable to the order of Sunbelt Service Corporation and its successors and assigns;

AND WHEREAS, the same was not paid at maturity, but default was made, and thereupon at the request of the beneficiary of said trust, the party of the first part hereto did advertise said property as provided for in said Deed of Trust in the weekly newspaper published in Davidson County, Tennessee, to-wit: THE NASHVILLE RECORD, giving the time, place, and terms of sale;

AND WHEREAS, a foreclosure sale on said property was conducted on September 27, 1990 by Gregory D. Shanks, substitute trustee, and by trustee's deed of record in Book 8204, Page 452, title was vested in the Federal Deposit Insurance Corporation; Bell Forge Associates, Ltd., contested the validity of the September 27, 1990 foreclosure sale, and to resolve any questions raised by Bell Forge Associates, Ltd., as to title to the property, the sale was re-advertised and re-scheduled for December 15, 1992;

AND WHEREAS, on the 15th day of December, 1992 at 12:00 Noon at the front door of the Davidson County Courthouse in Nashville, Tennessee (the time and place fixed) the said property was offered for sale at public auction for cash in hand and in bar of all rights of redemption, statutory or otherwise, homestead, dower, elective share rights of appraisement or valuation and all other rights and exemptions of every kind as provided in said Deed of Trust and all amendments, extensions and modifications thereto and being primed for a reasonable time was finally struck off to the party of the second part hereto at its bid of Nine Hundred Thirty-Two Thousand Five Hundred Eighteen and no/100 ($932,518.00), Dollars the party of the second part being the highest and best bidder, which sum was in hand paid and identified as by said Deed of Trust directed and provided:

NOW, THEREFORE, in consideration of the premises, and the sum so aforesaid bid and paid, the party of the first part hereto, Substitute Trustee does hereby bargain, sell, transfer and convey unto said party of the second part, the parcel or lot of land herein before described to have and to hold the same, together with all the hereditaments, improvements, buildings, easements and appurtenances thereon, and thereunto belonging and appertaining, as an inheritance and fee, and free from all right of redemption, statutory or otherwise and the makers of said Deed of Trust and all persons claiming to and under them. The party of the first part affirms that, as Substitute Trustee, she is lawfully seized of said property, has good right to convey and will and does warrant unto said party, its heirs and assigns, the title of said property as against all persons claiming by, through, or under first party, but no further or otherwise.

WITNESSETH the hand of the first party, the date and year first written.

Reba Brown

REBA BROWN
Substitute Trustee

ACKNOWLEDGEMENT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, REBA BROWN, Substitute Trustee, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witnesseth my hand and office this 15th day of December, 1992.

Karen Dean Roach

NOTARY PUBLIC

My Commission Expires: 5/28/95

I hereby swear and affirm that the actual consideration or true value of this transfer, whichever is greater, is $932,518.00.

Reba Brown

AFFIANT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Sworn to and subscribed before me this 15th day of December, 1992.

Karen Dean Roach

NOTARY PUBLIC

My Commission Expires: 5/28/95

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IDENTIFI REFERENCE

DEC 15 4 14 PM '92

LOIS Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

PICK-UP

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