THIS INSTRUMENT PREPARED BY:
STEWART & BLACK, ATTORNEYS
333 GALLATIN ROAD SOUTH
MADISON, TN 37115

TRUSTEE'S BILL OF SALE

WHEREAS, on July 1, 1983, THE CARTER GROUP, LTD., a Tennessee limited partnership, executed a Security Agreement and UCC-1 Financing Statement for the benefit of THE MADISON OFFICE BUILDING, a partnership, which Security Agreement and UCC-1 Financing Statement were filed in the office of the Secretary of State, State of Tennessee, on July 18, 1983, at 10:16 A.M., to File No. 102328; and

WHEREAS default was made under the terms and conditions of said Note and Security Agreement and notice was properly given to the maker of the note; and

WHEREAS, on July 20, 1992, I, Cleston B. Daniels, Trustee, at the request of the holder of said indebtedness and under and by virtue of the powers vested in me as Trustee of the holder of said Note and Security Agreement hereinabove referred to and described, advertised the said assets as required by law UNDER the UNIFORM COMMERCIAL CODE and offered for sale at public outcry to the highest and best bidder, the assets hereinafter described for cash, and in bar of the hereinabove equities as provided in said Note and Security Agreement, at which time THE MADISON OFFICE BUILDING, a partnership, submitted the highest the best bid in the amount of Five Hundred Ninety-five Thousand Seven and NO/100 ($595,007.00).

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises, I, CLESTON B. DANIELS, TRUSTEE, do hereby sell, transfer unto THE MADISON OFFICE BUILDING, a partnership, its successors, heirs and assigns, and in bar of the equities hereinabove mentioned, ALL of the said 99.00% interest in the assets of THE MADISON OFFICE BUILDING, a partnership.

I, CLESTON B. DANIELS, TRUSTEE, convey to THE MADISON OFFICE BUILDING, a partnership, all of the rights conveyed to me as said Trustee in said Security Agreement and instruments; including such covenants and warranties as I, as such Trustee, may lawfully

make, all of my actions in the premises being solely as Trustee and not otherwise, under the powers vested in me under said Security Agreement and Note hereinabove referred to and not as an individual.

WITNESS the hand and seal at Madison, Tennessee, on this the 12th day of October, 1992.

Cleston B Daniels, Trustee
CLESTON B. DANIELS, TRUSTEE

STATE OF TENNESSEE:

COUNTY OF DAVIDSON:

PERSONALLY APPEARED Before me, THE UNDERSIGNED, a Notary Public in and for said County and State, CLESTON B. DANIELS, with whom I am personally acquainted (or who proved upon satisfactory evidence), and who, upon oath, acknowledged himself to be TRUSTEE of THE MADISON OFFICE BUILDING, A PARTNERSHIP, the within named bargainor, and that he as such TRUSTEE, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the MADISON OFFICE BUILDING, A PARTNERSHIP, by himself as such Trustee.

WITNESS my hand and official seal, at office, in Madison, Tennessee, this the 12th day of October, 1992.

Denise C. Geeter
Notary Public

My commission expires: 5-11-96

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IDENTIFICATION REFERENCE

Dec 18 11 00 AM '92

DAVIDSON COUNTY, TN