This Instrument Prepared by: Stokes & Bartholomew, P.A.
424 Church Street, Suite 2800
Nashville, Tennessee 37219

Send Tax Bills to:
Union Planters National Bank
P.O. Box 3137
Memphis, Tennessee 38173-0137

Map & Parcel No.
104-6N-301

SUCCESSOR TRUSTEE DEED

THIS SUCCESSOR TRUSTEE DEED, made and entered into this 18th day of December, 1992, by Guilford F. Thornton, Jr., acting as Successor Trustee as hereinafter provided, to Union Planters National Bank.

4606 12/22 0101 03CHECK 316.70

W I T N E S S E T H:

WHEREAS, Said Aly and wife, Fatma Aly, executed a certain Deed of Trust dated August 21, 1987 to Vaden Lackey, Jr., Trustee, of record in Book 7333, page 501, Register's Office for Davidson County, Tennessee, (the "Deed of Trust"), which conveyed certain real property in Davidson County, Tennessee, as more particularly described below; and

WHEREAS, by instrument dated November 6, 1992 and of record in Book 8793, page 797, Register's Office for Davidson County, Tennessee, the owner and holder of the debt secured by said Deed of Trust, Union Planters National Bank, appointed Guilford F. Thornton, Jr. as Successor Trustee in accordance with the provisions contained in said Deed of Trust; and

WHEREAS, as of November 23, 1992, at 11:30 a.m., Central Daylight Time, there were no unreleased tax liens filed by the United States or the State of Tennessee against Said Aly and wife, Fatma Aly, in the Register's Office for Davidson County, Tennessee.

WHEREAS, default having been made by failure to comply with the terms, provisions and conditions set forth in that certain Note, dated August 21, 1987, executed by Said Aly and wife, Fatma Aly, payable to the order of Fidelity Federal Savings & Loan Association of Tennessee (the "Note"), and in the Deed of Trust, which secures the indebtedness therein described, the said indebtedness so secured being, among others the Note; and

WHEREAS, the entire indebtedness evidenced by the Note, and secured by the Deed of Trust is past due and unpaid, and payment not having been made as demanded, and the owner and holder of said indebtedness having requested said Successor Trustee to foreclose the Deed of Trust as provided therein, the Successor Trustee, after due advertisement as required by law and by the terms of the Deed of Trust offered the real property securing the Note for sale at public outcry at the front door of the Courthouse, Nashville, Davidson County, Tennessee, on the December 18, 1992 at 12:00 o'clock noon, free from all right of homestead, equity of redemption, statutory right of redemption, statutory right to an elective share, and all other rights or exemptions of every kind, all of which were expressly waived in said Deed of Trust, when and where Union Planters National Bank became the highest and best bidder for cash at the price of Eighty-One Thousand and 00/100ths Dollars ($81,000.00).

NOW, THEREFORE, in consideration of the premises, and of the sum of Eighty-One Thousand and 00/100ths Dollars ($81,000.00) cash in hand paid, Guilford F. Thornton, Jr. acting as Successor Trustee, has bargained and sold, and by these presents does hereby transfer, assign, and convey unto Union Planters National Bank, its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, being more particularly described as follows, to-wit:

> A certain condominium apartment in Davidson County, Tennessee, being Unit 301, Rose Hall Condominiums, as of record in Plat Book 6900, page 379, said Register's Office, which amends Lots 37, 38, 39, 40 and 41 of Bransford Realty Company's West End Avenue Place of record in Book 332, page 15, said Register's Office, to which plan reference is hereby made for a more complete legal description.
>
> Being the same property conveyed to Said Aly and wife, Fatma Aly by deed from Wall and Clark, a joint venture composed of James K. Wall and James M. Clark, as of record in Book 7333, page 498, Register's Office for Davidson County, Tennessee.

Together with all the improvements erected on the property, and all easements, rights, appurtenances, rents, royalties, mineral, oil and gas rights and profits, water rights and stock and all fixtures to the property and together with the proceeds of any award or claim for damages, direct or consequential, in connection

with any condemnation or other taking of all or any part of the property, or for conveyance in lieu of condemnation.

This is improved property also known as 301 Rose Hall, Nashville, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Union Planters National Bank, its successors and assigns, in as full and ample a manner as the said Guilford F. Thornton, Jr., acting as Successor Trustee, has power to convey the same, but not further or otherwise.

Said property is conveyed subject to any unpaid taxes, mortgages, liens, encumbrances, easements, restrictions and other matters of record or otherwise that are prior in right to the lien of the said Deed of Trust and any redemptive rights (including redemptive rights of any taxing authority by reason of any tax liens).

IN WITNESS WHEREOF, the said Guilford F. Thornton, Jr., acting as Successor Trustee, has hereunto set his hand as of the day and year first above written.

Guilford F. Thornton, Jr.,
Successor Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, which ever is greater, for this transfer is $81,000.00.

Affiant

Sworn to and subscribed before me this 18th day of December, 1992.

Notary Public

My commission expires: 7/27/96

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public of said county and state, Guilford F. Thornton, Jr., Successor Trustee, the within named bargainor(s), with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 18th day of December, 1992.

Notary Public

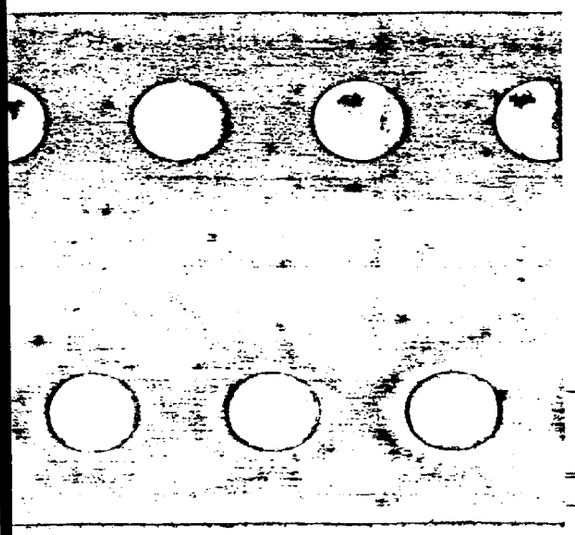
My Commission Expires: 7/21/96

7.63.01.

IDENTIFICATION

Dec 22 3 40 PM '92

ELIA Z. WILSON II REGISTER
DAVIDSON COUNTY, TN



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

RECEIVED OF _____

FOR _____

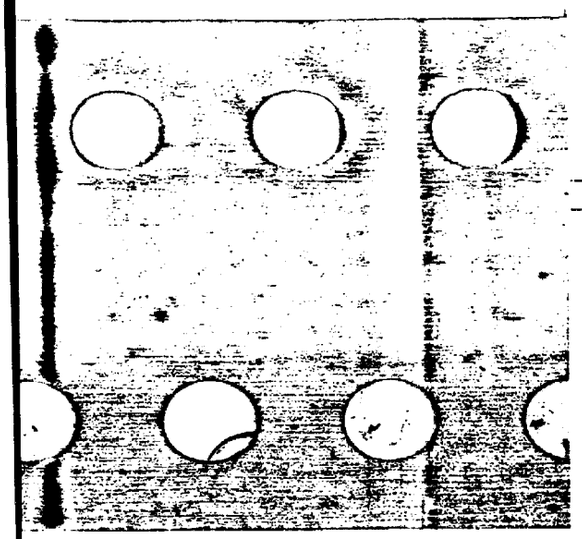
BOOK 8821 PAGE 731

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 81000.00
CON TX 299.70
PRFEE 1.00
WDEED 16.00
TOTAL 316.70
CHECK 316.70

12/22/92 01 15:38 0001 4606



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

7.63.01

IDENTIFICATION/REFERENCE

DEC 22 3 40 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 603757