31

Address New Owner:	Send Tax Bills To:	Map-Parcel Numbers:
Dominion Bank of Middle Tennessee 150 Fourth Avenue North Nashville, TN 37219 Attn: Frank E. Proffitt	New Owner	93-6-2-80

This instrument prepared by: Boult, Cummings, Conners & Berry (DKH)
222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

WARRANTY DEED IN LIEU OF FORECLOSURE

WHEREAS, DOMINION BANK OF MIDDLE TENNESSEE ("Lender") is the lawful owner and holder of the indebtedness (the "Secured Indebtedness") secured by that Deed of Trust (the "Deed of Trust") conveying certain property (the "Property") from HARVEY W. MCDONALD ("Grantor") to LEIGH M. BULLEN, Trustee, of record in Book 8034, page 167, Register's Office for Davidson County, Tennessee; and

WHEREAS, a default has occurred under the Deed of Trust, and Lender presently has the right to cause the Trustee thereunder to sell the Property pursuant to the power of sale provided in the Deed of Trust; and

WHEREAS, in order to avoid the expense of a foreclosure sale, Grantor wishes to convey the Property to Lender in exchange for the reduction of the Secured Indebtedness in an amount agreed upon by Grantors and Lender; and

WHEREAS, it is the intention of Grantor and Lender that, except for the amount of debt to be forgiven by Lender as

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $750,000.

Affiant

Subscribed and sworn to before me this 23rd day of December 1992.

Notary Public
My Commission Expires: 3-26-94

7.6.7.7.7.

IDENTIFICATION REFERENCE

DEC 23 3 36 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

stated herein, the Secured Indebtedness shall remain a binding obligation of Grantor;

NOW, THEREFORE, in consideration of Lender's forgiveness of a portion of the Secured Indebtedness as more particularly described in that certain Loan Settlement Agreement of even date herewith executed by Grantor and Lender, the sufficiency of which is acknowledged, and with the express understanding that the remaining amount of the Secured Indebtedness shall remain the binding obligation of Grantor to Lender, Grantor hereby conveys the Property (as described in Exhibit A hereto) to Lender.

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to Lender, its successors and assigns, forever.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters set forth on Exhibit B attached hereto.

Grantor covenants with Lender that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property; and that the Property is unencumbered except as set forth herein.

Grantor further covenants to warrant and forever defend the title to the Property to Lender, its successors and assigns against the lawful claims of all persons.

Executed this 23rd day of December, 1992.

H W McDonald

Harvey W. McDonald

This is improved property, known as the DeMoss Building.

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before the undersigned Notary Public, HARVEY W. MCDONALD, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 23 day of December, 1992.

Deborah K Hawks
Notary Public

My Commission Expires: 3-26-94

wp/dkhdemdil

EXHIBIT A

The Property consists of the following described land and building in the Davidson County, Tennessee Market Street (Second Avenue) Historic District:

DeMoss Building, 126 Second Avenue North, Nashville, Tennessee, legally described as:

Being part of Lot 14 on the Original Plan of Nashville, not of record, and shown in part as part of Lot No. 53 on the map of William M. Gordon's Plan of lots as of record in Book 21, Page 53, Register's Office of Davidson County, Tennessee, and being more particularly described according to the survey of Anderson-Delk & Associates dated August 27, 1982, as amended September 14, 1982.

Beginning at a point on the Easterly margin of Second Avenue North said point being 277.22 feet from the Northerly margin of Broadway (Broad Street) and being the Northwesterly corner of the Thomas C. Scott Trustee Property, the deed for which is of record in Book 5764, Page 222, Register's Office for Davidson County, Tennessee; thence with the Easterly margin of Second Avenue North, North 27 degrees 14 minutes 03 seconds West a distance of 24.33 feet to a point, said point being the Southwesterly corner of the Berry Wholesale Drug Company Property, the deed for which is of record in Book 4879, Page 135, Register's Office of Davidson County, Tennessee; thence with the common line of said Berry Wholesale Drug Company Property, North 62 degrees, 34 minutes 24 seconds East a distance of 209.85 feet to the Westerly margin of First Avenue North; thence with the Westerly margin of First Avenue North South 27 degrees, 11 minutes 53 seconds East a distance of 24.30 feet to a point, said point being the Northeasterly corner of the Thomas C. Scott Trustee Property; thence with the common line of Scott, South 62 degrees, 33 minutes 54 seconds West a distance of 209.83 feet to the point of beginning.

Being a portion of the same property conveyed to Harvey W. McDonald by deed from Dominion Bank of Middle Tennessee of record in Book 8034, page 161, Register s Office for Davidson County, Tennessee.

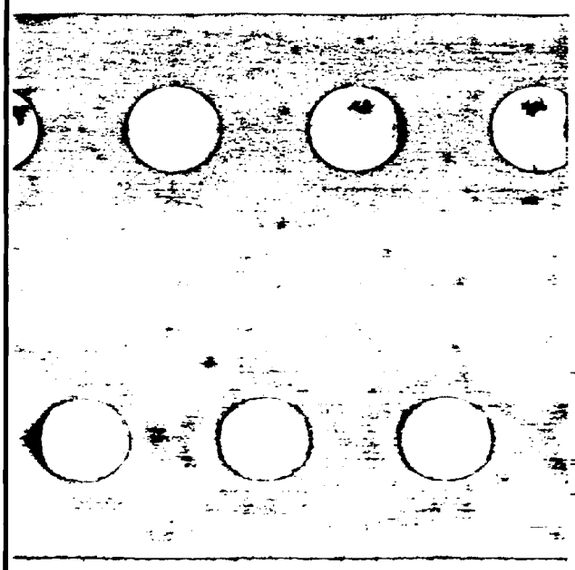
EXHIBIT B
(DeMoss Building)

1. Metro taxes for 1992.

2. Easement for support of party wall as set out in instrument of record in Book 1021, page 669, Register's Office for Davidson County, Tennessee.

DKHExbDeM

5143 12/23 0101 03CHECK 2796.00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8823 PAGE 225

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 750000.00
CON TX 2775.00
PRFEE 1.00
WDEED 20.00
TOTAL 2796.00
CHECK 2796.00

12/23/92 01 15:34 0001 5143

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



7.6 7.7.

IDENTIFICATION REFERENCE

DEC 23 3 36 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 604284