TRUSTEE'S DEED

THIS INDENTURE is made and entered into as of this 30th day of April, 1993, by and between W. Rowlett Scott, Trustee ("Grantor"), and Massachusetts Mutual Life Insurance Company, a Massachusetts corporation (sometimes referred to as "Purchaser");

W I T N E S S E T H:

WHEREAS, as of October 13, 1988 GEORGE W. HUSSEY ("Borrower"), joined in by wife, ROMMY S. HUSSEY, executed a Deed of Trust ("Deed of Trust") to Grantor, as Trustee, for the benefit of Massachusetts Mutual Life Insurance Company ("Lender"), to secure a promissory note (the "Note") payable to order of Lender, said Note being described in the Deed of Trust, and the Deed of Trust is recorded in Book 7676, Page 797, Register's Office, Davidson County, Tennessee;

WHEREAS, all of the indebtedness evidenced by said Note and secured by said Deed of Trust having matured in accordance with the provisions of said Note and in accordance with the provisions of said Deed of Trust and Lender having requested the undersigned to advertise and sell the property conveyed by said Deed of Trust and still subject to the liens thereof, and in accordance with the terms and provisions of the Deed of Trust;

WHEREAS, relief from the automatic stay in In re: George W. Hussey, Case No. 392-10012, United States Bankruptcy Court, Middle District of Tennessee, Nashville Division, pursuant to "Agreed Order and Notice Granting Relief From Stay and Approving

THIS INSTRUMENT PREPARED BY
AND PLEASE RETURN TO:

W. Rowlett Scott
Armstrong Allen Prewitt
Gentry Johnston & Holmes
1900 One Commerce Square
Memphis, Tennessee 38103

Please return to:
W. R. Scott
1900 One Commerce Square
Memphis, Tn. 38103

Compromise and Settlement" entered in said case on March 23, 1993, having been granted to permit publication of notice of foreclosure and foreclosure of said Deed of Trust, and said order having become final and no objection thereto having been filed; and

WHEREAS, in accordance with said request, said property was advertised for sale in The Nashville Record, a weekly newspaper published in Nashville, Davidson County, Tennessee for twenty-one (21) days, by four (4) weekly notices, such notices appearing on April 8, 15, 22 and 29, 1993, giving the time, date, terms, place of sale and description of said property;

WHEREAS, at the time, being 10:15 A.M. on Friday, April 30, 1993, and at the place, being the south door of the Davidson County Courthouse, Nashville, Tennessee, as advertised aforesaid, said property was offered for sale at public outcry to the highest bidder for cash, in accordance with all of the terms and requirements of said Deed of Trust, and the aforesaid advertisement for sale, at which sale said property was struck off and sold to Purchaser for the sum of $3,600,000.00, that being the highest cash bid, and pursuant thereto this conveyance is now made of said property to Purchaser; and

WHEREAS, Lender, being the owner and holder of said Note for which said property was sold, has complied with the terms of the sale by paying into the hands of the undersigned the expenses of the sale, the balance of said purchase price being credited on the indebtedness secured by the Deed of Trust.

NOW, THEREFORE, Grantor, for and in consideration of the premises, hereby bargains, sells and conveys said property unto Purchaser, in bar of equity of redemption, statutory right of redemption, homestead, dower and all other rights and exemptions, all of which are expressly waived in the Deed of Trust, said

property being situated in the County of Davidson, and State of Tennessee and being more particularly described as follows:

A tract of land in the First Civil District Metropolitan Nashville-Davidson County, Tennessee, and being Lot No. 6 on the plan of Section Three, Highland Ridge, as of record in Book 6250, page 138, Register's Office, Davidson County, Tennessee being Parcel (121) on Tax Map 107 and being more particularly described as follows:

Beginning at an existing concrete monument on the northerly right-of-way line of Interstate 40 at the southeasterly corner of Lot No. 1 Section One Marriott Hotel and Office Park as of record in Book 5200, page 375, R.O.D.C., Tennessee; thence with the common line between the herein described Lot No. 6 and the easterly line of Lot No. 1, Marriott Hotel, N 1 deg. 44 min. 20 sec. W 418.40 feet to a railroad spike on the southwesterly right-of-way line of Marriott Drive; thence with the southwesterly right-of-way line of Marriott Drive with a curve to the left (Radius 300.0') southeasterly a distance of 170.00 feet to an iron pin set at the original end of Marriott Drive and having a chord bearing and distance of S 21 deg. 49 min. 06 sec. E 167.735 feet; thence continuing with the southerly right-of-way line of Marriott Drive, with a curve to the left (Radius 213.02') southeasterly a distance of 153.16 feet to a concrete monument at the end of said curve and having a chord bearing and distance of S 58 deg. 39 min. 03 sec. E 149.884 feet; thence continuing with the south right-of-way line of Marriott Drive, S 79 deg. 14 min. 57 sec. E 286.03 feet to an iron pin at the beginning of a curve; thence with the southerly right-of-way line of Marriott Drive, with a curve to the right (radius 252.61'), southeasterly a distance of 93.40 feet to the end of said curve and having a chord bearing and distance of S 68 deg. 39 min. 25 sec. E, 92.870 feet to an iron rod; thence, continuing with the southerly right-of-way line of Marriott Drive, S 58 deg. 03 min. 52 sec. E 300.54 feet to concrete monument in the line between the herein described Lot 6 and Highland Ridge Properties as of record in Deed Book 5972, page 384, R.O.D.C., Tennessee; thence with the common line between herein described Lot 6 and Highland Ridge Properties, S 8 deg. 08 min. 34 sec. W 88.81 feet to an existing concrete monument on the northerly right-of-way line of Interstate 40; thence with the northerly right-of-way line of Interstate 40, a controlled access right-of-way, N 79 deg. 14 min. 57 sec. W, 801.45 feet to the point of beginning.

Being the same property conveyed to George W. Hussey by Deed of record in Book 7293, page 936, said Register's Office.

Subject to:

1. Any unpaid Nashville and Davidson County real property taxes.

2. Restrictive Covenants of record in book 5762, page 691, Register's Office, Davidson County, Tennessee and Development Agreement of record in book 5762, page 677, said Register's Office.

3. Easement of record in book 3314, page 339, said Register's Office.

4. Matters shown on plan of record in book 6250, page 138, said Register's Office.

5. Lack of direct access to and from Interstate 40, a controlled access highway.

6. Fifteen foot minimum setback lines as shown on said plan.

7. The right, if any, of Security Federal Savings and Loan Association, as tenant only, to occupy pursuant to the lease described in Memorandum of Lease of record in book 7308, page 477, said Register's Office.

8. The rights, if any, of tenants, as tenants only, to occupy pursuant to the unrecorded leases described in said Deed of Trust.

9. Any other matters of record prior to said Deed of Trust.

TO HAVE AND TO HOLD said property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining unto Purchaser, and its successors and assigns, free of equity of redemption, statutory right of redemption, homestead, dower and all other rights and exemptions; and, while this conveyance is made without individual covenants of Grantor, the Grantor insofar as he is able to do so, hereby transfers to Purchaser all covenants of warranty in the Deed of Trust.

The proceeds of sale have been disbursed or credited as follows:

Foreclosure Reference and Title Update--	$ 100.00
Publication of Notice of Trustee's Sale-	$ 887.04
Trustee's Commission and Attorney's Fee and Expenses----------	$ 4,500.00
Accrued and unpaid interest and unpaid principal on the Note, applied according to the Note.	$3,594,512.96
	$3,600,000.00

IN WITNESS WHEREOF, Grantor has hereunto set his hand as of the day and date first above written.

W. Rowlett Scott, Trustee

W. ROWLETT SCOTT, Trustee

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Before me, J. Ann Smith, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared W. ROWLETT SCOTT, Trustee, to me known 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 for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 30th day of April, 1993.

J. Ann Smith
NOTARY PUBLIC

My Commission Expires:

1-22-95

PROPERTY ADDRESS: 616 Marriott Drive
Nashville, Tennessee

TAX PARCEL I.D. NUMBER:
Map 107, Parcel 121

MAIL TAX BILLS TO AND PARTY
RESPONSIBLE FOR PAYMENT OF TAXES:

Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, Mass 01111
Att'n: Real Estate Investment Division
Equities Portfolio Dep't

I hereby swear or affirm that, to the best of my knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 3,600,000.00 , which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

William F. Runge
AFFIANT

Subscribed and sworn to before me this 30th day of April, 1993.

JO ANN SMITH NOTARY PUBLIC AT LARGE STATE OF ILLINOIS

Jo Ann Smith
NOTARY PUBLIC

My Commission Expires:

1-22-95

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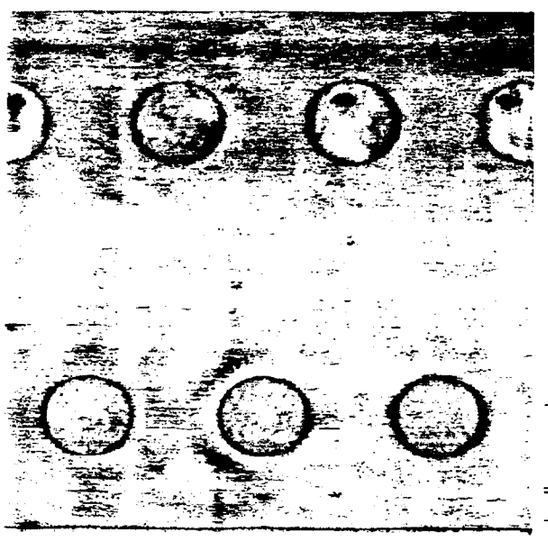
IDENTIFICATION REFERENCE

APR 30 10 58 AM '93

WILSON II REGISTER
DAVIDSON COUNTY, TN

PICK-UP

0934 04/30 0101 03CHECK 13345.00



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

RECEIVED OF _____

FOR _____

BOOK 8931 PAGE 436

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 3600000.00
				CON TX 13320.00
				PRFEE 1.00
				WDEED 24.00
				TOTAL 13345.00
				CHECK 13345.00
04/30/93	01			10:56 0001 0934

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

1446.7

IDENTIFICATION REFERENCE

APR 30 10 58 AM '93

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 645619