Box 33

This instrument prepared by:
Jack F. King, Jr., Esq.
Trabue, Sturdivant & DeWitt
511 Union Street, 25th Floor
Nashville City Center
Nashville, TN 37219

BOOK 9297 PG 17

Address New Owner(s):
SouthLife, Inc.
c/o Capital Holding Corporation
400 West Market Street
Post Office Box 32830
Louisville KY 40232

Send Tax Bill To:
Same

Map: 93-2-3
Parcel: 159
Field Book No. 5W 1450

WARRANTY DEED

WHEREAS, Third Avenue Associates, Ltd., L.P. filed a proceeding under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Middle District of Tennessee, Nashville Division, on September 9, 1991, under Bankruptcy Number 391-08665; and

WHEREAS, Capital Holding Corporation filed a Plan of Reorganization dated December 17, 1993 in that proceeding which Plan of Reorganization, as modified by the amendment filed on February 8, 1994 (the "Plan of Reorganization"), was confirmed at a hearing in the United States Bankruptcy Court on February 15, 1994 as evidenced by the Order Confirming the Plan entered on March 16, 1994, a certified copy of which Order Confirming the Plan and the Plan, as modified, has been recorded at Book 9297, page 1, Register's Office for Davidson County, Tennessee; and

WHEREAS, pursuant to the Plan of Reorganization, the property located at 222 Third Avenue North was to be transferred to Capital Holding Corporation or its designee free and clear of all liens except for the liens of 1989 and 1990 real estate taxes which are to be satisfied pursuant to the terms of the Plan of Reorganization and 1994 real estate taxes which are a lien but not yet due and payable and which are to be assumed by the grantor; and

WHEREAS, Capital Holding Corporation has designated SouthLife, Inc. to be the party to whom the property shall be transferred.

NOW, THEREFORE, for and in consideration of the sums paid by SouthLife, Inc. pursuant to the Plan of Reorganization and in satisfaction of the indebtedness secured by the deed of trust of record in Book 6121, page 352, Register's Office for Davidson County, Tennessee, which deed of trust was granted in connection with those certain Industrial Development Revenue Bonds (Third Avenue Associates, Ltd. Project) Series 1983 in the original principal amount of $6,700,000 issued by the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, Tennessee, Third Avenue Associates, Ltd., L.P. ("Third Avenue") does hereby grant, bargain, sell and convey to SouthLife, Inc. ("SouthLife"), its successors and assigns, in fee simple forever, that certain property located in Nashville, Davidson County, Tennessee, together with all improvements located thereon, which property is more particularly as follows:

SEE EXHIBIT A ATTACHED HERETO

This is Improved property known as 222 Third Avenue North.

TO HAVE AND TO HOLD the real property above-described, together with the privileges and appurtenances and hereditaments thereunto belonging or in any wise appertaining unto SouthLife, its successors and assigns, in fee simple forever. Third Avenue covenants that it is lawfully seized and possessed of said property in fee simple, has a good right to convey it, and that the same is unencumbered, except as herein set forth or as set

forth on Exhibit A. Third Avenue further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said property to said SouthLife, its successors and assigns against the lawful claims of all persons.

IN WITNESS WHEREOF, Third Avenue Associates, Ltd., L.P. has executed this instrument on this 31st day of MARCH, 1994.

THIRD AVENUE ASSOCIATES, LTD., L.P.

By: W. Gerald Ezell
W. Gerald Ezell, General Partner

By: AFPC Equity Investors, Ltd., General Partner

By: W. Gerald Ezell
W. Gerald Ezell, General Partner

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, Stacey L. Speer, a Notary Public in and for the County and State aforesaid, personally appeared W. Gerald Ezell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be a general partner of Third Avenue Associates, Ltd., L.P., the within named bargainor, and that he as such general partner, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership by himself as general partner.

Witness my hand and seal, at office in Nashville, Tennessee, this 31st day of March, 1994.

Stacey L. Speer

My Commission Expires: 11/22/97

STACEY L. SPEER NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, Stacey L Speer, a Notary Public in and for the County and State aforesaid, personally appeared W. Gerald Ezell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a general partner of AFPC Equity Investors, Ltd., the general partner of Third Avenue Associates, Ltd., L.P., the within named bargainor, and that he as such general partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as general partner.

Witness my hand and seal, at office in Nashville, Tennessee, this 31st day of March, 1994.

Stacey L. Speer
Notary Public

My Commission Expires: 11/22/97

STACEY L SPEER NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The transfer of property is pursuant to a Plan of Reorganization filed in bankruptcy proceeding 391-08665 and the transfer is exempt from conveyance taxes pursuant to 11 U.S.C. § 1146(c).

Jack F King Jr

Sworn to and subscribed before me this 31 day of March, 1994.

Stacey L. Speer
Notary Public

My Commission Expires: 11/22/97

STACEY L SPEER NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

EXHIBIT A

A tract of land located in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee, bounded on the east by Second Avenue North, on the South by Bank Alley (Alley No. 4) on the west by Third Avenue North, on the north by Fourth Church Investment Company, Inc. and Industrial Realty, Inc., and being more particularly described on a survey dated April 20, 1982 by American Surveying & Engineering Co. as follows:

Beginning at a P & K nail located in the westerly right of way margin of Second Avenue North at said margins intersection with the northerly right of way margin of Bank Alley (Metro Alley No. 4); thence, following the northerly right of way margin of Bank Alley, South 62 degrees 31 minutes west, a distance of 225.13 feet to a P & K nail located where said margin intersects the easterly right of way margin of Third Avenue North; thence, following the easterly right of way of Third Avenue North; North 27 degrees, 40 minutes West, a distance of 55.03 feet to a point located in the southerly boundary of the Fourth Church Investment Company property, as recorded in Book 5428, page 509, R.O.D.C., Tennessee; thence, following said boundary between two building walls, North 62 degrees 31 minutes East, a distance of 112.79 feet to a point; thence, North 27 degrees, 17 minutes West, a distance of 19.84 feet to a point located in the southerly boundary of the Industrial Realty Company property, as recorded in Book 3499, page 419, R.O.D.C., Tennessee; thence, following the aforementioned south boundary between two building walls, North 62 degrees, 31 minutes East, a distance of 113.16 feet, to a P & K nail located in the westerly right of way margin of Second Avenue North; thence, following the westerly right of way margin of Second Avenue North, South 26 degrees 56 minutes East a distance of 74.88 feet to the point of beginning. Tract contains 14,652.7 square feet or 0.34 acre, more or less.

Being the same property conveyed to Third Avenue Associates, Ltd. by deed from Rudy E. Ruark and W. Gerald Ezell, of record in Book 6057, page 831, Register's Office for Davidson County, Tennessee.

Permitted Encumbrance:

That certain agreement of Record in Book 6813, Page 413, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

8565 03/31 0101 03CHECK 16.00

94 MAR 31 PM 3:49
REGISTER
DAVIDSON COUNTY, TN.

33905
IDENTIFICATION REFERENCE