326897

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS
2700 First American Center
Nashville, Tennessee 37238

APPOINTMENT OF SUCCESSOR TRUSTEE

BOOK 9541 PG 563

This agreement, made as of the 5th day of December, 1994, among METROPOLITAN AIRPORT CENTER LIMITED PARTNERSHIP, a Tennessee limited partnership (formerly known as Metropolitan Airport Center Limited) ("Beneficiary"), MILLER G. KIMBROUGH, JR., ("Kimbrough") and HENRY C. MCCALL ("McCall")

W I T N E S S E T H:

WHEREAS, by Trust Agreement dated March 26, 1984, as amended, (the "Trust Agreement") Beneficiary and Kimbrough agreed that Kimbrough, as trustee, would acquire certain real property, including that described in Book 6309, page 54, Register's Office of Davidson County, Tennessee, ("the Property") and act as nominee and hold legal title thereto for the benefit of Beneficiary; and

WHEREAS, the Trust Agreement, as amended, gives Beneficiary the right to name a successor trustee upon Trustee's resignation or removal; and

WHEREAS, Kimbrough has resigned as trustee with respect to all property covered by the Trust Agreement except the Property; and

WHEREAS, Kimbrough wishes to resign as trustee with respect to the Property and Beneficiary wishes to name a successor trustee;

NOW, THEREFORE, the parties agree as follows:

1. Kimbrough resigns as trustee with respect to the Property.

2. Beneficiary appoints McCall as successor trustee with

respect to the Property. BOOK 9541 PG 564

3. McCall accepts appointment as successor trustee and agrees to hold title to the Property pursuant to the Trust Agreement.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the date first above written.

METROPOLITAN AIRPORT CENTER
LIMITED PARTNERSHIP

BY: _____
General Partner

_____
Miller G. Kimbrough, Jr.

_____
Henry C. McCall

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, Henry C. McCall, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the general partner of METROPOLITAN AIRPORT CENTER LIMITED PARTNERSHIP, a limited partnership, and is authorized by the limited partnership to execute this instrument on behalf of the limited partnership.

WITNESS my hand, at office, this 5th day of December, 1994.

_____
Notary Public

My Commission Expires:
3/22/97

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

BOOK 9541 PG 565

Personally appeared before me, the undersigned, a Notary Public, Henry C. McCall, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 5th day of December, 1994.

Wanda Sue Doyle
Notary Public

My Commission Expires:
3/22/97

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, Miller G. Kimbrough, Jr., with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 5th day of December, 1994.

Wanda Sue Doyle
Notary Public

My Commission Expires:
3/22/97

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IDENTIFICATION REFERENCE

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