THIS INSTRUMENT PREPARED BY:
Laurence M. Papel, Esq.
BAKER, DONELSON, BEARMAN & CALDWELL
511 Union Street, Suite 1700
P.O. Box 190613
Nashville, TN 37219

226339

KATHRYN BROWN, REG.
SUMNER COUNTY, TENN.
RECORDING 44.00
STATE TAX $ 2146.00
REG. FEE $ 1.00
TOTAL $ 2191.00
REC. NO. 237413

New Owner:
Harold M. Spears
Trustee
P.O. Box 986
Goodlettsville, TN 37072

Tax Bills To:
Same

Map/Parcel No.:
Sumner County #120-4
Davidson County #7-89, #7-90

BOOK 9995 PG 506

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Five Hundred Eighty Thousand ($580,000) Dollars cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged. SUNTRUST BANK, NASHVILLE, N.A., a national banking association, and BEN F. COCKRILL, III, a Tennessee resident, Co-Executors of the Estate and Co-Trustees under the Will of Charles V. Cockrill (50% Owner) and NATIONSBANK OF TENNESSEE, N.A., a national banking association, Trustee under the will of William Cockrill (50% Owner) (collectively "Grantor" herein), has bargained and sold, and does hereby bargain sell, transfer, convey, and confirm unto HAROLD M. SPEARS, TRUSTEE, a Tennessee resident, with full power to mortgage, sell, assign, transfer and convey without the joinder of any beneficiary ("Grantee" herein), his heirs, successors and assigns, a certain tract or parcel of land in both Sumner and Davidson Counties, Tennessee, more particularly described as follows:

See Exhibit "A" Hereto

BEING a portion of the same property conveyed to Ben F. Cockrill and William C. Cockrill, by Deed of Record in Book 1031, page 256, Register's Office for Davidson County, Tennessee, and Deed Book 113, page 72, Register's Office for Sumner County, Tennessee. The said Ben F. Cockrill and William C. Cockrill having both since died.

REC'D MAR 29 1996 AT 8:57 REC. IN Record BOOK 576 PAGE 674
KATHRYN BROWN, REGISTER SUMNER COUNTY, TENN.

N JSK193905 V2

ENTERED
PHILLIP G. SIMPSON
PROPERTY ASSESSOR
MAR 29 1996
MAP 120 GP PAR 4

823562-0001

By the Last Will and Testament of Ben F. Cockrill as set forth in Deed Book 349, page 266, Register's Office for Sumner County, Tennessee, his one-half (1/2) undivided interest was vested in Charles Vernon Cockrill.

By the Last Will and Testament of William C. Cockrill as set forth in Will Book 73, page 307, in the Probate Court of Davidson County, Tennessee, his one-half (1/2) undivided interest was vested in First American Trust Company, N.A.

By deed of record in Book 8282, page 583, Register's Office for Davidson County, Tennessee, First American Trust Company, N.A. conveyed all of its interest to Sovran Bank as successor trustee. The said Sovran Bank is now known as NationsBank of Tennessee.

By the Last Will and Testament of the said Charles Cockrill as set forth in Will Book 180, page 659, in the Probate Court of Davidson County, Tennessee, his one-half (1/2) undivided interest was vested in Ben Franklin Cockrill, III and Third National Bank in Nashville, as Co-Executors and Co-Trustees. The said Third National Bank in Nashville is now known as SunTrust Bank, Nashville, N.A. The execution of this Deed by the Co-Executors and Co-Trustees is made pursuant to the power of sale granted to the said fiduciaries by the will of Charles Cockrill and written direction of his surviving spouse, Mary J. Cockrill, a copy of which is attached as Exhibit "B".

This is unimproved property.

TO HAVE AND TO HOLD the said tract or parcel of land with the appurtenances, hereditaments, estate, title, and interest thereto belonging to said GRANTEE, his heirs, successors, and assigns, forever. And GRANTOR does covenant with said GRANTEE that GRANTOR is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except for:

1. Real estate taxes, not yet due and payable;

2. Easement and Right-of-Way in favor of The United States of America as set forth in Book 1149, page 546 and Book 1196, page 298, Register's Office for Davidson County, Tennessee and Book 118, page 474, Book 119, page 441, Book 138, page 103 and Book 142, page 345, Register's Office for Sumner County, Tennessee;

3. Survey Number 94153, dated 8/18/94, prepared by Crawford Land Surveyors, P.C., Surveyors, indicates the following:

(a) Unrecorded easement for power line and poles crossing Tract 2.
(b) Power and telephone line crossing the northerly corner of Tract 2.
(c) 100 year flood plain as shown.
(d) Mislocated fence along the easterly boundary of Tract 1.
ALL as more particularly shown on said survey.

And GRANTOR does further covenant and bind itself, its assigns, successors and representatives, to specifically warrant and forever defend the title to the said land to the said GRANTEE, its heirs, successors, and assigns, against the lawful claims of all persons incurred while owned by GRANTOR, but not further or otherwise.

Whenever used, the singular number shall include the plural, the plural, the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, the GRANTOR has hereunto set its hand as of this 28th day of March, 1996.

SUNTRUST BANK, NASHVILLE, N.A.,
Co-Executor for the Estate and Co-Trustee under
the Will of Charles Vernon Cockrill

By: Nancy Carr
Its: Vice President & Trust Real Estate Officer
Date: March 28, 1996

Ben F Cockrill III

BEN F. COCKRILL, III,
Co-Executor for the Estate and Co-Trustee under
the Will of Charles Vernon Cockrill

NATIONSBANK OF TENNESSEE, N.A.,
Trustee under the Will of William Cockrill

By: Thomas A. Allen
Its: Vice President
Date: 3/28/96

I hereby certify that I have reviewed the foregoing and certify that it is correct. I have authorized payments as disclosed, and acknowledge such to be paid for my behalf.

SELLER:

SUNTRUST BANK, NASHVILLE, N.A.,
Co-Executors of the Estate and Co-Trustees under the Will of Charles V. Cockrill

By: Nancy Carr

Its: Vice President & Trust Real Estate Officer

Ben F Cockrill III

BEN F. COCKRILL, III
Co-Executor of the Estate and Co-Trustee under the Will of Charles V. Cockrill

NATIONSBANK OF TENNESSEE, N.A.,
Trustee under the Will of William Cockrill

By: Thomas A. Allen

Its: Vice President

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

678

Personally appeared before me, a Notary Public for the State and County aforesaid, Nancy Carr, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be Vice President Trust Real Estate Officer of **SUNTRUST BANK, NASHVILLE, N.A.**, the within named bargainor, a Tennessee corporation, and she as such Vice President Trust Real Estate Officer being authorized so to do, executed the foregoing Instrument for the purposes therein contained, by signing the name of the corporation by herself as Vice President Trust Real Estate Officer.

WITNESS my hand at office in Nashville, Tenn, this 28th day of March, 1996.

Notary Public

My Commission Expires:
Nov. 28, 1998

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, **BEN F. COCKRILL, III,** Individually, with whom I am personally acquainted (or provided to me on the basis of satisfactory evidence) and who acknowledged that (s)he executed the within instrument for the purposes therein contained.

Witness my hand, at office, in Nashville, Tenn this 28th day of March, 1996.

Notary Public

My Commission Expires:
Nov - 28, 1998

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, a Notary Public for the State and County aforesaid, Thomas A. Alle, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be Vice President of **NATIONSBANK OF TENNESSEE, N.A.**, the within named bargainor, a Tennessee corporation, and he as such Vice-President, being authorized so to do, executed the foregoing Instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice-President.

WITNESS my hand at office in Nashville, Tennessee, this 28th day of March, 1996.

Notary Public

My Commission Expires:
Nov. 28, 1998

AFFIDAVIT OF CONSIDERATION

I, Harold A. Sparia Jr. Trustee, hereby certify the total consideration to be $580,000.00.

Harold A. Sparia Jr. Trustee

Subscribed and sworn
before me this the 28 day
of March, 1996.

NOTARY PUBLIC
My Commission Expires:
Nov. 28, 1998

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EXHIBIT A

Legal Description

* according to a survey prepared by Crawford Land Surveyors, P.C. (William C. Cockrill - R.L.S. No. 1401), dated August 18, 1994

TRACT 1 (Parcel 4 - Sumner Co.):

BEING a parcel of land in the Sixth Civil District of Sumner County, Tennessee, located in the city of Millersville in the northeast quadrant of the intersection of Williamson Road and Mansker's Creek, and being more particularly described*as follows:

BEGINNING at a concrete monument on the North side of Williamson Road, said monument being the northwest corner of North Pointe Estates of record in Plat Book 12, page 275, Register's Office for Davidson County, Tennessee;

THENCE, with the North line of North Pointe Estates, South 50° 24' 54" West, 178.88 feet to a point in the centerline of Mansker's Creek in the East line of Charles R. Gundlach of record in Deed Book 6500, page 36, Register's Office for Davidson County, Tennessee;

THENCE, with centerline of creek and Gundlach's East line the following calls:
North 34° 44' 28" West, 108.47 feet to a point;
North 47° 44' 55" West, 55.05 feet to a point;
North 59° 37' 04" West, 80.22 feet to a point;
North 44° 37' 29" West, 77.71 feet to a point at the southeast corner of subject properties Davidson County Tract;

THENCE, continuing with the centerline of Mansker's Creek, the following calls:
North 35° 06' 52" West, 230.07 feet to a point;
North 03° 46' 11" West, 171.84 feet to a point;
North 18° 23' 22" West, 275.75 feet to a point;
North 03° 23' 16" East, 277.34 feet to a point;
North 17° 02' 55" West, 210.51 feet to a point;
North 01° 02' 45" West, 194.07 feet to a point;
North 20° 09' 33" West, 93.20 feet to a point at the southeast corner of Walter Whitehead, et ux, of record in Deed Book 3535, page 112, Register's Office for Davidson County, Tennessee;

THENCE, continuing with the centerline of said creek and the East line of Whitehead, North 19° 53' 16" West, 315.82 feet to a point;

THENCE, North 11° 48' 23" West, 156.93 feet to a point;

THENCE, leaving the centerline of said creek with the East line of Walter Whitehead, et ux, of record in Deed Book 192, page 189, Register's Office for Sumner County, Tennessee and an old fence the following calls:

(Continued on next page)

Exhibit A

LEGAL DESCRIPTION
CONTINUED

North 35° 38' 01" East, 443.41 feet to a point;
North 34° 39' 52" East, 687.16 feet to a point;
North 35° 05' 17" East, 1026.84 feet to a twin 60" White Oak;

THENCE, with the East line of John W. Eply, et ux, of record in Deed Book 323, page 691, Register's Office for Sumner County, Tennessee and Betty Summar of record in Deed Book 488, page 611, Register's Office for Sumner County, Tennessee, North 08° 07' 21" East, 426.15 feet to an iron pin;

THENCE, with the South line of Terry Hackney, et ux, of record in Deed Book 65, page 714, Register's Office for Sumner County, Tennessee, South 85° 56' 54" East, 1090.14 feet to a 10" Elm;

THENCE, with the West line of Sandor A. Halubek of record in Deed Book 465, page 239, Register's Office for Sumner County, Tennessee, the following calls:
South 00° 29' 26" West, 139.49 feet to a point;
South 06° 14' 10" West, 356.00 feet to a 14" Elm,
South 00° 33' 47" East, 304.60 feet to a large post,
South 20° 25' 11" East, 149.18 feet to an iron pin at a gate post on the West side of Williamson Road;

THENCE, with the West line of James Pairs of record in Deed Book 351, page 233, Register's Office for Sumner County, Tennessee, South 23° 17' 56" East, 90.69 feet to an iron pin;

THENCE, generally with the ditch line, South 26° 08' 27" East, 214.80 feet to a point;

THENCE, continuing with ditch, South 07° 25' 14" East, 232.58 feet to a point;

THENCE, with the centerline of ditch, South 06° 07' 22" West, 392.80 feet to a point;

THENCE, with the West line of W. A. Mills, et ux, of record in Deed Book 127, page 142, Register's Office for Sumner County, Tennessee, South 15° 04' 02" West, 148.50 feet to a point in the center of ditch;

THENCE, continuing with Mills West line, South 28° 04' 02" West, 148.50 feet to a point in center of ditch;

THENCE, with said Mills and Timothy Lassiter, et ux, of record in Deed Book 232, page 414, Register's Office for Sumner County, Tennessee, South 36° 49' 00" West, 488.40 feet to a point in the center of ditch;

(Continued on next page)

Exhibit A

LEGAL DESCRIPTION
CONTINUED

THENCE, continuing with said Lassiter, South 40° 00' 10" West, 330.00 feet to a point;

THENCE, with the West line of John Lassiter, et ux, of record in Deed Book 258, page 393, Register's Office for Sumner County, Tennessee, Roy Uldrich, et ux, of record in Deed Book 178, page 424, Register's Office for Sumner County, Tennessee, and Randall B. Vaughn, Trustee, of record in Deed Book 233, page 122, Register's Office for Sumner County, Tennessee, South 40° 06' 39" West, 1695.84 feet to the point of beginning, containing 6,412,344 square feet or 147.21 acres, more or less.

TRACT 2 (Parcels 89 and 90 - Davidson County):

BEING a parcel of land in the Second Civil District of Davidson County, Tennessee, lying between the East margin of Tinnin Road and the centerline of Mansker's Creek, and being more particularly described as follows:

BEGINNING at a point in the North line of Charles R. Gundlach, et ux, of record in Deed Book 6500, page 36, Register's Office for Davidson County, Tennessee, said point being in the East margin of Tinnin Road;

THENCE, with said margin North 35° 07' 01" West, 81.85 feet to a point;

THENCE, continuing with said margin and a curve concave to the East having a central angle of 31° 06' 00", a radius of 929.93 feet an a chord of North 19° 34' 01" West, 498.59 feet for an arc length of 504.76 feet to a point;

THENCE, with said margin, North 04° 01' 01" West, 486.54 feet to a point;

THENCE, with said margin and a curve concave to the West having a central angle of 12° 07' 42", a radius of 1737.11 feet and a chord of North 10° 04' 52" West, 367.02 feet to for an arc length of 367.71 feet to a point in the South line of Walter Whitehead of record in Deed Book 3535, page 112, Register's Office for Davidson County, Tennessee;

THENCE, with Whitehead's South line, South 83° 41' 18" East, 32.10 feet to a point in the centerline of Mansker's Creek;

THENCE, with the centerline of said Mansker's Creek, the following calls:
South 20° 09' 33" East, 93.20 feet to a point;
South 01° 02' 45" East, 194.07 feet to a point;
South 17° 02' 55" East, 210.51 feet to a point;
South 03° 23' 16" West, 277.34 feet to a point;
South 18° 23' 22" East, 275.75 feet to a point;

(Continued on next page)

Exhibit A

LEGAL DESCRIPTION
CONTINUED

South 03° 46' 11" East, 171.84 feet to a point;
South 35° 06' 52" East, 230.07 fete to a point in the North line of aforementioned Gundhach;

THENCE, with Gundlach's North line, North 88° 03' 40" West, 31.15 feet, to the point of beginning, containing 51,526 square feet or 1.18 acres, more or less.

0 693

1041 03/29 01:01 03CHECK 44.00

Exhibit A

SunTrust Bank, Nashville, N.A.
Mail Code NA-6500
Post Office Box 305110
Nashville, TN 37230-5110
Tel (615) 748-4608
Fax (615) 748-4503

Nancy G. Carr, CPM
Vice President and
Trust Real Estate Officer

November 27, 1995

BOOK 9995 PG 516

SUNTRUST

CERTIFIED MAIL - RETURN RECEIPT REQUESTED: 684

Mrs. Charles V. Cockrill
2091 Tinnin Rd.
Goodlettsville, TN 37072

RE: SUNTRUST BANK NASHVILLE, N.A. AND BEN F. COCKRILL, III, CO-EXECUTORS OF THE ESTATE OF CHARLES V. COCKRILL
ESTATE PROPERTY: MAP 7, PARCELS 89 AND 90 OF DAVIDSON COUNTY, TN TRACT TOTALLING APPX. 1.18 ACRES ON TINNIN ROAD AND MAP 120, PARCEL 4, OF SUMNER COUNTY LAND TOTALLING 147.21 ACRES LOCATED ON WILLIAMSON ROAD (50% INTEREST)

Dear Mrs. Cockrill:

This will confirm our recent telephone conversation whereby you have agreed with the sale of the above-described properties by SunTrust Bank Nashville, N.A. and Ben F. Cockrill, III, as Co-Executors and Co-Trustees of the above estate. I would appreciate it very much if you would please sign the enclosed copy of this letter and return it to me in the enclosed return envelope at your earliest convenience. You may want to sign this copy of the letter for your files.

Please feel free to contact me at 748-4608 if you have any questions regarding the above.

Sincerely,

Nancy Carr

Nancy Carr, CPM
Vice President and
Trust Real Estate Officer

NGC/n-Enclosure

96 MAR 29 AM 10:17
FELIX Z. ... REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

0165327
IDENTIF. & REFERENCE

I HEREBY CONSENT TO THE SALE OF THE PROPERTIES DESCRIBED ABOVE IN THIS LETTER AND DIRECT SUNTRUST BANK NASHVILLE, N.A. AND BEN F. COCKRILL, III, AS CO-EXECUTORS OF THE ESTATE OF CHARLES V. COCKRILL AND AS CO-TRUSTEES OF THE TRUST ESTABLISHED UNDER THE WILL OF CHARLES V. COCKRILL, TO NEGOTIATE AND EXECUTE A CONTRACT/AGREEMENT OF SALE FOR THE ABOVE PROPERTIES ON TERMS ACCEPTABLE TO SAID CO-EXECUTORS AND CO-TRUSTEES.

Mrs. C. V. (Mary J.) Cockrill
MRS. C. V. (MARY J.) COCKRILL

DATE: Dec. 1, 1995

cc: LARRY PAPEL

Exhibit "B"