BOOK 10107 PG 721

This Instrument Prepared By:
Stokes & Bartholomew, P.A.
SunTrust Center
424 Church Street, 28th Floor
Nashville, Tennessee 37219

Address New Owner:	Send Tax Bills To:	Map and Parcel No:
First Security Financial as agent for West End Land Development, Co., L.P. 3309 Fairmont Drive Nashville, Tennessee 37203	SAME	Map 92-15-154 Parcel No. 21W-2095

SUBSTITUTE TRUSTEE'S DEED

This Substitute Trustee's Deed is made and entered into on this the 2nd day of July, 1996, by Fred Russell Harwell, Substitute Trustee ("Substitute Trustee").

WHEREAS, by Deed of Trust dated November 14, 1988, of record in Book 7707, page 364, Register's Office for Davidson County, Tennessee, Joy Development Corp. conveyed to Scott C. Williams, Trustee, and Sovran Bank/Central South (now know as NationsBank of Tennessee, N.A.), the Property (as hereinafter defined), to secure payment to NationsBank of Tennessee, N.A. of a certain indebtedness described in the Deed of Trust and as evidenced by that certain Promissory Note (the "Note") in the original sum of Five Hundred Twenty-Five Thousand and no/100 Dollars ($525,000.00) (the "Indebtedness"); and

WHEREAS, default was made in the payment of the indebtedness of the Deed of Trust and Note, and following such default NationsBank of Tennessee, N.A. appointed James R. Kelley as Substitute Trustee in instrument of record in Book 9964, page 286, said Register's Office, and further directed said Substitute Trustee to advertise and sell the Property conveyed by Said Deed of Trust in compliance with the provisions thereof; and

WHEREAS, said Substitute Trustee caused notice to be published in The Nashville Record, a newspaper published in Davidson County, Tennessee, that the Property would be sold at 10:00 a.m. on Tuesday, April 2, 1996 at the main door of the Metropolitan Davidson County Courthouse in Nashville, Tennessee (the "First Foreclosure Notice"), such First Foreclosure Notice appearing in said paper on Thursday, March 7, 1996, Thursday, March 14, 1996 and Thursday, March 21, 1996; and

WHEREAS, NationsBank of Tennessee, N.A. on or about March 29, 1996 assigned all of its right, title and interest in and to the Deed of Trust and Note and certain other documents to Grace Development, Inc. d/b/a First Security Financial as agent for West End Land Development Co., L.P. (the "Lender"), and its successors and assigns, in that certain Assignment of Deed of Trust, of record in Book 9998, page 551, in the Register's Office for Davidson County, Tennessee; and

WHEREAS, the Lender appointed Fred Russell Harwell as Substitute Trustee in the place and stead of James R. Kelley, Trustee, and said appointment was set forth by instrument of record in Book 9998, page 553, said Register's Office; and

WHEREAS, on or about April 2, 1996, Joy Development Corp. filed a voluntary petition for relief under Chapter 11, Title 11, United States Code, in the United States Bankruptcy Court for the Northern District of Georgia (the "Court"), Case No. 96-65307 (the "Bankruptcy Case") and on such date Fred Russell Harwell, Substitute Trustee, caused the foreclosure sale scheduled pursuant to the First Foreclosure Notice to be cancelled; and

WHEREAS, on or about June 3, 1996, the Court entered in the Bankruptcy Case that certain Order and Notice of Relief from Stay (the "Order") and, pursuant to the Order, the automatic stay provisions of 11 U.S.C. § 362 have been terminated, and notice was provided to all creditors and parties in interest in the Bankruptcy Case of the Order; and

WHEREAS, following the Order, said Substitute Trustee caused notice to be published in The Nashville Record, a newspaper published in Davidson County, Tennessee, that the Property would be sold at 10:00 a.m. on Tuesday, July 2, 1996 at the main door of the Metropolitan Davidson County Courthouse in Nashville, Tennessee (the "Second Foreclosure Notice"), such First Foreclosure Notice appearing in said paper on Thursday, June 6, 1996, Thursday, June 13, 1996 and Thursday, June 20, 1996; and

WHEREAS, said Substitute Trustee further sent a copy of the Second Foreclosure Notice to Joy Development Corp., and following the appearance of the Second Foreclosure Notice in said newspaper, the default under the Deed of Trust and Note were not cured; and

WHEREAS, Fred Russell Harwell, Substitute Trustee, at the time place and date specified in the Second Foreclosure Notice, offered the Property for sale, and after opening the floor for competitive bids, sold the Property to First Security Financial, at the price of Four Hundred Twenty Five Thousand and 00/100 Dollars ($425,000.00), this being the highest, last and best bid.

NOW, THEREFORE, I, Fred Russell Harwell, Substitute Trustee as aforesaid, in consideration of the compliance with the terms of said bid to me in hand paid, and other consideration, the receipt of which is hereby acknowledged, by these presents do transfer and convey unto First Security Financial as agent for West End Land Development Co., L.P., its assigns (the "Grantee") all of my right, title and interest in and to the following described real estate which has been advertised and sold as hereinabove recited, together with all hereditaments and appurtenances thereunto belonging or in any wise appertaining, located in Nashville, Davidson County, Tennessee (collectively, the "Property"), and more particularly described as follows, to wit:

> Being a tract or parcel of land lying in the First Civil District, Davidson County, Tennessee and being part of an unnumbered tract of the Elliston Plan of lots in West Nashville, as of record in Plat Book 21, page 141, R.O.D.C., Tennessee and being more particularly described as follows:
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> Beginning at an iron pin (set) located on the northwesterly right-of-way of West End Avenue, also know as State Route No. 1 and U.S. Highway No. 70, said iron pin being located N53°03'00"W, 100.00 feet from the northeasterly right of way of West End Avenue N36°54'25"W, 160.00 feet to a punch mark in concrete (this survey) lying in the southeasterly right of way of Alley No. 382; thence with the right of way of said alley N53°03'00"E, 50.00 feet to a punch mark in concrete (this survey); thence leaving said alley S36°54'25"E, 160.00 feet to an iron pin (set) in the northwesterly right of way of West End Avenue; thence with said right of way S53°03'00"W, 50.00 feet to the point of beginning and containing 0.184 acre, more or less.
>
> Being the same property conveyed to Joy Development Corp., a Tennessee Corporation, by deed from Ernest F. Moore, Jr. and Richard M. Wooten, of record in Book 7707, page 359, Register's Office for Davidson County, Tennessee.
>
> The legal description contained herein is identical to that in the prior deed.

This is improved property with a street address of 2320 West End Avenue, Nashville, Tennessee. In the event of any discrepancy, the legal description herein shall control.

To have and to hold the Property unto the said First Security Financial, in fee simple, forever, free from statutory rights of redemption, the equity of redemption, homestead and dower and all other exemptions, all of which are expressly waived in the Deed of Trust.

Grantee hereunder accepts title to the Property and all improvements thereon in an AS IS WHERE IS condition, and without representation or warranty from Substitute Trustee as to any matter whatsoever.

Said sale is subject to certain easements, restrictions, liens, taxes, etc., including, but not limited to the following to the extent applicable on the date hereof:

(1) Any and all unpaid real and personalty taxes, plus penalty and interest, if any. Such taxes will not be pro-rated. Grantee assumes full liability for such taxes.

(2) Any mechanics' and materialmen's liens, filed or unfiled, which take priority over the Deed of Trust upon which this foreclosure sale is had.

(3) Title to that portion of the premises lying within the bounds of any roads, streets, or highways.

(4) Such easements, building lines, recorded plans and restrictions as may be applicable.

(5) Any rights of redemption or otherwise held by the Internal Revenue Service as provided for in 26 U.S.C. Sub. Sec. 7425(d)(1) and/or any rights of redemption or otherwise held by the State of Tennessee as provided for in T.C.A. § 67-1-1433(c)(1).

(6) Rights of claims of parties in possession or under unrecorded lease agreements.

(7) Encroachments, overlaps, boundary line disputes or other matters which would be shown by an accurate survey or inspection of the premises.

(8) Any and all deeds of trust and/or fixture filings which take priority over the Deed of Trust upon which this foreclosure sale is had, including that certain Vendor's Lien from Clinton E. Brush, of record in Book 4869, page 787, Register's Office of Davidson County, Tennessee.

(9) Any and all other matters, including, without limitation, liens, easements, restrictions, claims, defects, encumbrances, adverse claims and other matters which take priority over the Deed of Trust under which the foreclosure was held.

WITNESS the signature of the Substitute Trustee on this the day and date first above written.

Fred Russell Harwell
Substitute Trustee

STATE OF TENNESSEE]
COUNTY OF DAVIDSON]

Before me, _____, a Notary Public of the State and County aforesaid, personally appeared Fred Russell Harwell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Substitute Trustee, and that he as such Substitute Trustee being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing his name as Substitute Trustee.

Witness my hand and seal, at office in Nashville, Tennessee this 2nd day of July, 1996.

My Commission Expires:
5-23-98

Notary Public

STATE OF TENNESSEE]
COUNTY OF DAVIDSON]

The actual consideration or value whichever is greater, for this transfer is Four Hundred Twenty Five Thousand and 00/100 Dollars ($425,000.00).

Affiant

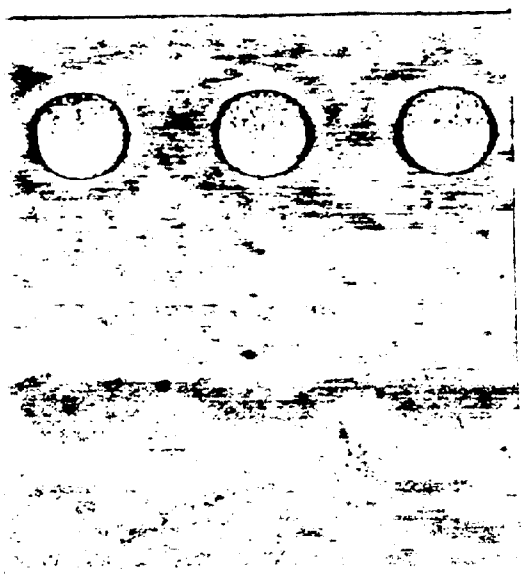
Sworn to and subscribed before me this 2nd day of July, 1996.

My Commission Expires:
5-23-98

Notary Public

25 JUL 96 11:49
RECEIVED FOR RECORD
9408





OFFICIAL RECEIPT

FELIX Z WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____ BOOK 10107 PG 724

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

SAMT 425000.00

DON TX	1572.50
PRFEE	1.00
WDEED	12.00
TOTAL	1585.50
CHECK	1585.50

07/02/96 01 11:53 0001 0679

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0199408

IDENTIFICATION REFERENCE

96 JUL -2 AM 11:49

REGISTER
DAVIDSON CO., TN

No. 1058413