51B

This Instrument Prepared By:
WYATT, TARRANT & COMBS
1500 Nashville City Center
511 Union Street
Nashville, Tennessee 37219

Address New Owner(s): Send Tax Bills To: Map & Parcel Nos.:

The Gateway to Nashville, L.L.C. SAME MAP 93-9
209 10th Avenue South PARCEL 327
Nashville, TN 37203

TRUSTEE'S DEED

WHEREAS, SHED, Ltd., a Tennessee limited partnership, now known as SHED Limited Partnership, by a Purchase Money Deed of Trust and Security Agreement dated March 23, 1987, of record in Book 7187, page 233, Register's Office for Davidson County, Tennessee, conveyed to Tyree Harris, III, Trustee, the hereinafter described real property to secure the payment of a promissory note, etc., as described in said Deed of Trust; and

WHEREAS, the Purchase Money Deed of Trust and Security Agreement was amended by a First Amendment to Deed of Trust, of record in Book 8259, page 50, Register's Office for Davidson County, Tennessee (the Purchase Money Deed of Trust and Security Agreement and the First Amendment to Deed of Trust are collectively "Deed of Trust"); and

WHEREAS, by Assignment of Deed of Trust, of record in Book 10101, page 660, Register's Office for Davidson County, Tennessee, all rights, title and interest in and to the Deed of Trust has been assigned by CSX Transportation, Inc. to Henry Sender (hereinafter referred to as "Lender"); and

WHEREAS, Lender desires to remove and replace Tyree Harris, III as Trustee under said Deed of Trust, and Lender has appointed Sam J. McAllester III and Harris A. Gilbert as Substitute Trustees by an instrument, of record in Book 10109, page 615, Register's Office for Davidson County, Tennessee, with authority for either of them to act alone with the powers given the Trustee; and

WHEREAS, default in the payment of the note secured by said Deed of Trust has been made; and

WHEREAS, Sam J. McAllester, Substitute Trustee, caused said real property to be advertised in accordance with the provisions of said Deed of Trust, advertising that said property would be offered for sale at 10:00 o'clock A.M., prevailing time on Friday, August 2, 1996, at the front door of the Davidson County Courthouse, Davidson County, Tennessee, to the highest, best and last bidder for cash, and free from the equity of redemption, homestead, dower, and all other exemptions as provided in said Deed of Trust; but subject to any and all mortgages, liens, claims, and unpaid taxes which may be a lien against said property; and

WHEREAS, the Substitute Trustee personally appeared and offered said property for sale at public outcry and the highest, best and last bid received was the sum of 250,000.00 Dollars ($ 250,000.00) by THE GATEWAY TO NASHVILLE L.L.C ("Grantee") and said property was offered for sale and sold to the Grantee.

NOW, THEREFORE, in consideration of the premises and sum of $ 250,000 /100 Dollars ($250,000.00) cash in hand paid by the Grantee, SAM J MCALLESTER JR., Substitute Trustee, has this day bargained and sold and, by the premises, does transfer and convey to Grantee, its/their heirs and assigns, a certain tract or parcel of land situated in Davidson County, Tennessee, and described as follows (the "Property"):

TRACTS "A" & "G"

BEING land in the First Civil District of Davidson County, Tennessee, and more particularly described as follows: BEGINNING at a point in the north right-of-way line of Demonbruen Street and at the southwest corner of Tract "E"; thence with said street S62° 44' 04"W. 277.76 feet to a point; thence with the west side of a concrete platform N26° 41' 31"W, 537.69 feet to a point; thence N63° 01' 30"E, 230.59 feet to a point at the face of the baggage building, said point being the northwest corner of Tract "G"; thence continuing with same line, N63° 01' 30"E, 0.12 feet to a point in the baggage building; thence N26° 56' 00"W, 0.77 feet to a point; thence N63° 04' 00"E, 41.16 feet to a point; thence N26° 56' 00"W, 3.40 feet to a point; thence N63° 04' 00"E, 4.81 feet to a point at the southeast corner of the Union Station Hotel property; thence with the east line of Tract "G", S27° 01' 00"E, 279.56 feet to a point at the southeast corner of Tract "G", thence with the east line of Tract "A", S27° 01' 00"E, 60.87 feet to the northwest corner of Tract "E"; thence with the west line of Tract "E", S26° 27' 07"E, 200.00 feet to the point of beginning and containing 3.43 acres, inclusive of Tract "G".

TRACT "B"

BEING land in the First Civil District of Davidson County, Tennessee, and more particularly described as follows: BEGINNING at a point 0.75 feet west of the centerline of a railroad track adjacent to the west side of Union Station Shed, said point being 209.75 feet south of the south right-of-way line of Broadway Street; thence leaving said tracks, N63° 01' 30"E, 5.74 feet to a point on the face of a concrete platform; thence with face of said platform, S26° 41' 31"E, 537.69 feet to a point in the north right-of-way line of Demonbruen Street Viaduct; thence leaving said platform and with said right-of-way, S62° 44' 04"W, 5.74 feet to a point in said railroad tracks; thence N26° 41' 31"W, 537.72 feet to the point of beginning and containing 0.071 acres.

TRACT "D"

BEING land in the First Civil District of Davidson County, Tennessee, and more particularly described as follows: BEGINNING at a point on the west face of a concrete platform, said point being at the southwest corner of Tract "A" and the northwest corner of this tract; thence N62° 44' 04"E, 277.76 feet to a point at the southwest corner of Tract "E"; thence leaving said right-of-way S27° 15' 51"E, 24.75 feet to a point in the centerline of said viaduct; thence with the centerline of said viaduct, N62° 44' 09"E, 2.52 feet to a point; thence leaving said centerline S27° 15' 51"E, 24.75 feet to a point in the south right-of-way of said viaduct and at the northwest corner of the C.S., Ltd. property as in Deed Book 7038, page 13, R.O.D.C.T.; thence with said right-of-way, S62° 44' 13"W, 280.77 feet to a point; thence leaving said right-of-way line N26° 41' 31"W, 49.50 feet to the point of beginning and containing 0.317 acres.

TRACT "E"

BEING land in the First Civil District of Davidson County, Tennessee, and more particularly described as follows: BEGINNING at a point in the northeast corner of Tract "D" and the southeast corner of Tract "A" and the southwest corner of this tract; thence N26° 27' 07"W, 200.00 feet to a point in the east line of Tract "A"; thence N63° 33' 03"E, 6.85 feet to a point in the northwest corner of United Methodist Publishing House as in Deed Book 4901, page 579, R.O.D.C.T., and the southwest corner of Tenth Avenue South; thence with the west line of said

Publishing House, S26° 46' 09"E, 199.89 feet to a point at the southwest corner of said Publishing House and in the north line of Demonbruen Street; thence with said right-of-way, S62° 44' 09"W, 7.96 feet to the point of beginning and containing 0.034 acres.

TRACT "F"

BEING land in the First Civil of Davidson County, Tennessee, and more particularly described as follows: BEGINNING at a point in the northwest corner of Tract "E" and the east line of Tract "A"; thence with said east line N27° 01' 00"W, 60.87 feet to the southeast corner of Tract "G"; thence with the east line of Tract "G", N27° 01' 00"W, 135.33 feet to the southwest corner of the abandoned Tenth Avenue South; thence N63° 01' 30"E, 51.09 feet to a point 5.09 feet west of the southwest corner of the U.S. Post Office property; thence S26° 38' 13"E, 48.57 feet to a point in the north line of the Robert L. Echols property; thence with the west line of Robert Echols, S26° 38' 13"E, 148.10 feet to a point in the United Methodist Publishing House property; thence with a north line of said property, S63° 33' 03"W, 49.79 feet to the point of beginning and containing 0.232 acres.

TRACT "G"

BEING land in the First Civil District of Davidson County, Tennessee, and being a part of the land which is described as Tract A and G above, and being shown on the survey of Kevin Tucker & Associates, P.C., Project No. 86421, last revised March 4, 1987, as Tracts G-1, G-2, G-3 and G-4.

BEING the same property conveyed by CSX Transportation, Inc. to SHED, Ltd. by Special Warranty and Quitclaim Deed and Easement Agreement dated August 10, 1987, of record in Book 7187, page 216, Register's Office for Davidson County, Tennessee. The Property includes and is subject to those matters, reservations, exceptions and easements in the Special Warranty and Quitclaim Deed and Easement Agreement, of record in Book 7187, page 216, Register's Office for Davidson County, Tennessee.

The Property as described in the Deed of Trust also includes SHED, Ltd.'s interest in and to the following:

(a) That certain perpetual easement for a pedestrian walkway upon and along the concourse adjoining the southerly side of the Union Station Building (the "Concourse Easement") which easement is more fully described in and was retained pursuant to that certain deed of record at Book 5410, page 413, Register's Office for Davidson County, Tennessee from Louisville and Nashville Railroad Company (predecessor of the Grantor) to the United States of America (the "Deed") (the Concourse Easement being more fully described in the first (1st) complete paragraph on page five (5) as recorded at Book 5410, page 417, of the Deed); provided, however, that Grantor reserves from this conveyance and retains the use and benefit of said easement, for itself, its successors and assigns, for the benefit of and as it pertains to the remaining lands of the Grantor adjacent to and to the west of the real property conveyed to the United States of America pursuant to the Deed.

(b) All easements retained by the Grantor or otherwise created pursuant to the terms of the second paragraph of page seven (7) of the Deed, a copy of which paragraph is attached hereto as Exhibit A-1 and incorporated herein by this reference (the "Pedestrian Easement"); and

(c) All of those rights, including, without limitation, the right of vehicular access to the property of Grantor (the "Tenth Avenue Ingress") which were retained by Grantor over certain areas of a closed portion of Tenth Avenue South pursuant to an instrument entitled "Consent and Agreement" dated July 17, 1986 by and between the Grantor and Union Station, Ltd., a Tennessee limited partnership, as filed with the Metropolitan Clerk of the Metropolitan Government of Nashville and Davidson County in connection with Bill No. 085-1058. Included in the rights transferred and conveyed to Grantee hereunder is the right to require that certain parties to said

Consent and Agreement reestablish Tenth Avenue South pursuant to the terms of the said Consent and Agreement.

Being the same rights, interest and easements conveyed by CSX Transportation, Inc. to SHED, Ltd. by Quitclaim Deed of record in Book 7187, page 229, Register's Office in Davidson County, Tennessee.

Said property is known as the "Railroad Shed" and located adjacent to Union Station Hotel on Tenth Avenue, South, Nashville, Davidson County, Tennessee.

The right is reserved to adjourn the day and time of sale to another day and time certain, without further publication and in accordance with law, upon announcement of said adjournment on the day and time and place of sale set forth above.

This sale is subject to all matters shown on any applicable recorded Plat or Plan; any unpaid real property taxes and assessments which exist as a lien against said property; any restrictive covenants, easements, zoning ordinances or setback lines that may be applicable; any statutory rights of redemption not otherwise waived in the Deed of Trust, including rights of redemption of any governmental agency, state or federal; and any prior liens, deeds of trust, encumbrances or other matters that may exist against the property superior in right to the lien of the Deed of Trust. This sale is also subject to any matter that an accurate survey of the premises might disclose.

The Property shall be sold "as is," and neither the Substitute Trustee nor the Beneficiary of the Deed of Trust, nor any agent or attorney therefore, makes or shall make any warranty as to the condition, quality or quantity thereof including, but not limited to, the enforceability of any lease affecting the Property, the existence or absence of defaults under or the effect of this foreclosure sale on the rights of any party under such a lease.

Witness my hand this 2nd day of August, 1996.

Sam J. McAlester, III
Substitute Trustee

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Kay M. Tenpenny, a Notary Public of this county, Sam J. McAllester, III, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he (or she) executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 2nd day of August, 1996.

Kay M. Tenpenny
NOTARY PUBLIC

KAY M. TENPENNY NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: January 25, 1997

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 250,000.00.

AFFIANT

Subscribed and sworn before me on this 2nd day of August, 1996.

Kay M. Tenpenny
NOTARY PUBLIC

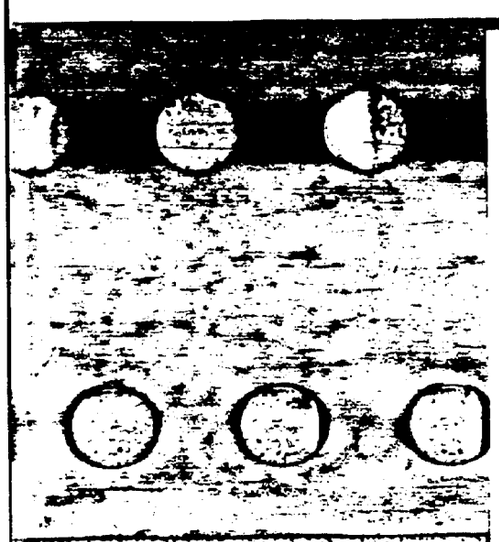
KAY M. TENPENNY NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

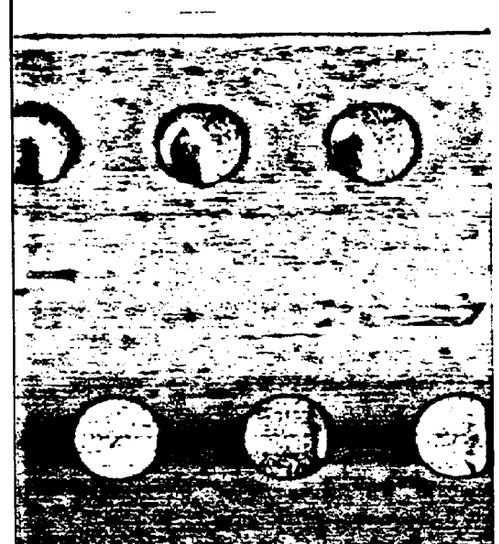
My Commission Expires: January 25, 1997

02102511
IDENTIF. ↑ REFERENCE

96 AUG -2 AM 10:26
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

2418 08/02 0101 03CHECK 954.00





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

RECEIVED OF _____

FOR _____

BOOK 10143 PG 89

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
			MAMT	
				250000.00
			VOID	
			MAMT	
				250000.00-
			CAMT	
				250000.00
			CON TX	925.00
			PRFEE	1.00
			WDEED	28.00
			TOTAL	954.00
			CHECK	954.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

08/02/96 01 10:29 0001 2418

02102511 IDENTIF. # REFERENCE

96 AUG -2 AM 10:26

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1069996