This Instrument Prepared By:
Charles G. Cornelius
511 Union St., Suite 2700
Nashville, TN 37219

BOOK 10375 PG 138

Name and Address of Owners:	Person Responsible for Payment of Taxes:	Map & Parcel Nos.:
Joseph N. Barker, Trustee 424 Church St., Suite 1900 Nashville, TN 37210-2327	same	93-5-125 93-5-126 93-9-81 93-9-82

Warranty Deed

FOR AND IN CONSIDERATION OF the sum of TEN AND NO/100 DOLLARS ($10.00) and other good and valuable consideration to said Grantor paid by the Grantee named herein, the receipt of which is hereby acknowledged,

AAA Auto Club South, Inc.

(herein called "Grantor"), has bargained and sold and by these presents does hereby transfer and convey to

> Joseph N. Barker, Trustee with full power, authority and right to purchase, sell, mortgage, lease, rent and convey without the joinder of any beneficiary, pursuant to a trust agreement dated the 7TH day of March, 1997, his successors and assigns (herein called "Grantee")

certain real property situated in Davidson County, Tennessee, described as follows:

> See Exhibit "A" Attached Hereto and incorporated herein by this reference

TO HAVE AND TO HOLD the Subject Property together with all the rights and appurtenances thereto belonging, to the Grantee, his successors and assigns forever. The Grantor covenants that it is lawfully seized and possessed of the above described property in fee simple and has the right to convey it and Grantor hereby binds itself, its successors and assigns, to WARRANT AND FOREVER DEFEND the Subject Property to the Grantee, his successors and assigns, against every person whosoever lawfully claims the Subject Property or any part thereof and that the property is free from any liens or encumbrances with the exceptions appearing on Exhibit B attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, the Grantor has executed this instrument this 5th day of March, 1997.

0200753

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AAA Auto Club South, Inc.

By: _____
John A. Torrence, Senior Vice President
and Secretary Treasurer

STATE OF FLORIDA)
)
COUNTY OF Hillsborough)

Before me, a Notary Public of the state and county aforementioned, personally appeared JOHN A. TORRENCE, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be SR. V.P. + SECTY-TREAS. of AAA AUTO CLUB SOUTH, INC., the within named bargainor, a corporation, and that such president or officer as such OFFICER, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation as SR. V.P. + SECTY-TREAS.

Witness my hand and seal, at office in ~~Nashville~~ TAMPA, FLORIDA, ~~Tennessee~~, this 5th day of March, 1997.

JUDITH DAVIS
Notary Public, State of Florida
My comm. expires June 27, 1999
No. CC457386

Judith L. Davis
Notary Public

My Commission Expires: 6-27-99

State of Tennessee)
)
County of Davidson)

I hereby certify and affirm that the consideration or value for this transfer, whichever is greater, is the amount of $930,000.00.

Affiant

Sworn to and subscribed by me
this 10th day of March, 1997.

Notary Public

My Commission Expires: 11/25/00

EXHIBIT A TO WARRANTY DEED FROM AAA AUTO CLUB SOUTH, INC. TO JOSEPH N. BARKER, TRUSTEE

TRACT ONE.

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Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District Davidson County, Tennessee, located in the southeasterly quadrant of the intersection of Twelfth Avenue North and Church Street, being lot nos. 130, 131, 132 and a part of lot no. 133 as shown on the plan of Hynes Addition to Nashville, as of record in Minute Book "B" Page 85 and Plan Book 1, Page 21, Chancery Court at Nashville, Tennessee and being more particularly described as follows:

BEGINNING at the point of intersection of the easterly right-of-way line of Twelfth Avenue North and the southerly right-of-way line of Church Street;

THENCE, with said southerly right-of-way line the following calls:

N59° 07' 02"E, 79.39 feet to an iron pin;

S28° 56' 58"E, 3.31 feet to an iron pin;

N59° 07' 02"E, 78.72 feet to an iron pin at the point of intersection with the westerly right-of-way line of Alley No. 225;

THENCE, with said right-of-way line S34° 15' 30"E, 304.13 feet to an iron pin;

THENCE, Leaving said right-of-way line with the northerly line of property conveyed to Julia Locke Stringfellow, by deeds of record in Book 5033, Page 824, and Book 8362, Page 258, R.O.D.C., S53° 33' 33"W, 157.85 feet to an iron pin in the easterly right-of-way line of Twelfth Avenue North;

THENCE, with said right-of-way line N34° 13' 21"W, 322.75 feet to the point of beginning.

Containing 49,409 square feet or 1.13 acres more or less.

Being the same property conveyed to Nashville Middle Tennessee Automobile Club by deed from the Trustees of The Nashville Board of Realtors of record in Book 4630, page 368, Register's Office for said County. Nashville Middle Tennessee Automobile Club having changed its name to Mid South Automobile Club, Inc. by Charter Amendment dated Dec. 29, 1972. And being the same property conveyed to Mid South Automobile Club by deed from Pattie F. Byrn of record in Book 4709, page 687, Register's Office for said County. Mid South Automobile Club, Inc., having merged with AAA Florida/Georgia, Inc., on Jan. 12, 1990, and subsequently having changed its name to AAA Auto Club South, Inc.

TRACT TWO - Air Rights Easement:

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located south of Church Street and above Twelfth Avenue North, being more particularly described as follows:

BEGINNING at the point of intersection of the easterly right-of-way line of Twelfth Avenue North and the southerly right-of-way line of Church Street;

THENCE, with said easterly right-of-way line of Twelfth Avenue North, S34° 13' 21"E, 132.68 feet to a point;

THENCE, crossing said Twelfth Avenue North, S55°, 46' 39"W, 41.43 feet to a severance line, said line being the easterly side of a concrete wall with railing;

THENCE, along said concrete wall, N34° 13' 21"W, 135.10 feet to a point in the southerly right-of-way line of Church Street;

THENCE, along said southerly right-of-way line of Church Street, N59° 07' 02"E, 41.50 feet to the point of beginning.

Containing 5,547 square feet or 0.13 acres more or less.

The above tracts being the same property described in a survey prepared by Wendell H. Talley, Sr. (R.L.S. No. 785), Barge, Waggoner, Sumner and Cannon, Inc., dated March 5, 1997, File No. 15996-01.

EXHIBIT B TO WARRANTY DEED FROM AAA AUTO CLUB SOUTH, INC. TO JOSEPH N. BARKER, TRUSTEE

BOOK 10375 PG 141

1. 1997 David County Property Taxes which are a lien but not yet due and payable. These taxes have been prorated between the parties as of the date of closing with Grantee assuming responsibility for payment of same.

2. Rights of Claims of Lessees now in possession through written leases as follows:

   a. Lease with David Allen d/b/a TennTex

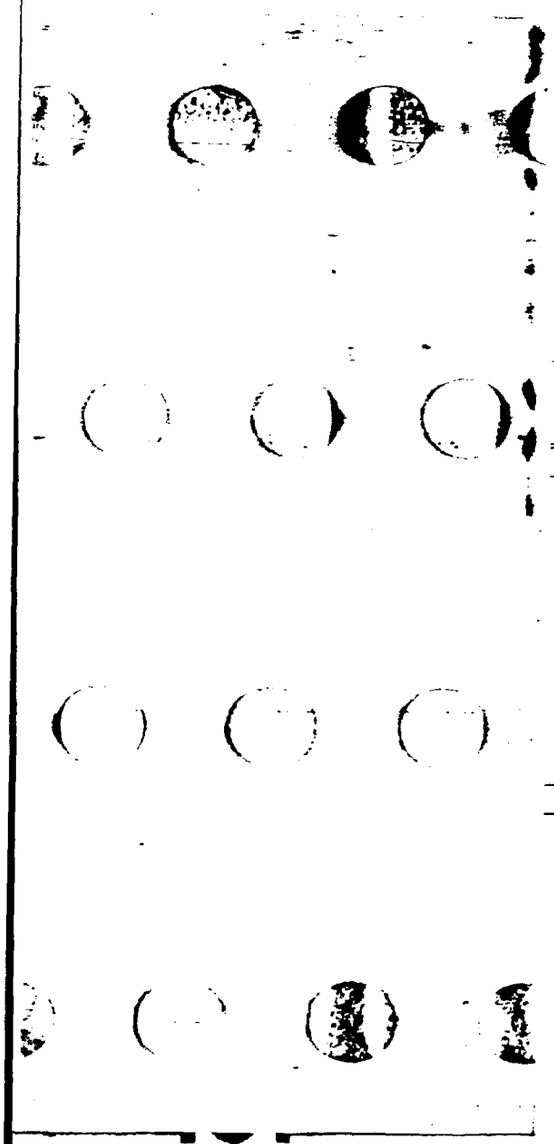
   b. Lease with 12th and Porter - Jody Faison

3. Construction Easement, Permanent Easement, and Air Rights Agreement of record in Book 8691, page 616 of the Register's Office for Davidson County.

4. Restrictive Covenants contained in instrument of record in Book 8691, Page 616 of the Register's Office for Davidson County.

5. Bond executed by Nashville Middle Tennessee Automobile Club, Inc., in favor of Metro Government of Record in Book 4682, Page 743 of the Register's Office for Davidson County.

4715 03/10 0101 03CHECK 3458.00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10375 PG 142

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
			CAMT	
				930000.00
			CON TX	3441.00
			PRFEE	1.00
			WDEED	16.00
			TOTAL	3458.00
			CHECK	3458.00
03/10/97	01		16:14 0001	4715

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0280753

IDENTI... ...ICE

No. 1125083