Bk 37

SUCCESSOR TRUSTEE'S DEED

BOOK 10490 PG 455

Address New Owner:	Send Tax Bills To:	Map-Parcel Numbers:
Henry R. Hillenmeyer 8 Foxhall Close Nashville, TN 37215	Owner	Part of Map 118-11 Parcel 164
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (WLN) 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219		

WHEREAS, Thompson-Powell Venture, LLC, by Deed of Trust (the "Deed of Trust") dated August 22, 1995, transferred and conveyed to Darlene T. Marsh, Trustee, the property described in Exhibit A hereto (the "Property") (the Deed of Trust being of record in Book 9770, page 142, Register's Office for Davidson County, Tennessee); and

WHEREAS, a Successor Trustee has been appointed by the lawful owner and holder of the indebtedness secured by the Deed of Trust (said Appointment of Successor Trustee being of record in Book 10466, page 769, said Register's Office); and

WHEREAS, the indebtedness secured by the Deed of Trust has become overdue and unpaid, and the lawful holder and owner of said debt has called upon the Successor Trustee to foreclose the Deed of Trust; and

WHEREAS, the Successor Trustee, after due advertisement as required by law and as required by the terms of the Deed of Trust, offered the Property for sale to the highest bidder for cash, at public outcry, at (11:00 a.m.) eleven o'clock, June 12, 1997, at the Davidson County Courthouse, Nashville, Tennessee when and where HENRY R. HILLENMEYER & ROBERT K. ZELLE ("Grantee"), became the last and highest bidder for cash at the price of TWO MILLION SEVEN HUNDRED THOUSAND AND NO/100 DOLLARS ($2,700,000.00).

NOW

STATE OF TENNESSEE
COUNTY OF DAVIDSON

2365 06/12 0101 03CHECK 10015.00

The actual consideration or value, whichever is greater, for this transfer is $2,700,000.00.

Affiant

Subscribed and sworn to before me this 12 day of JUNE, 1997.

Notary Public
My Commission Expires: 11/21/99

0421437.01
043185-009 06/11/97

NOW, THEREFORE, in his capacity as Successor Trustee, and not otherwise, and in consideration of the premises and payment of the sum stated above, the receipt and sufficiency of which are acknowledged, William L. Norton, III, Successor Trustee hereby conveys the Property to the Grantee and the Grantee's heirs or successors and assigns.

TO HAVE AND TO HOLD the Property in as full and complete manner as the undersigned, in his capacity as Successor Trustee, and not otherwise, has the power to convey the same.

William L. Norton, III, as Successor Trustee, and not otherwise, warrants the title to the Property to the Grantee and Grantee's heirs or successors and assigns, against the lawful claims of all persons claiming by, through or under him. The Property is sold, however, without any other warranty as to the quantity or quality thereof, and expressly subject to the following:

1. Any and all unpaid taxes and assessments, plus interest and penalty, if any.

2. The easements, right-of-way, contract, and survey attached hereto as Exhibit B.

3. Any and all other prior restrictions, encumbrances, or liens of any nature including without limitation the right(s) of redemption of any taxing authority.

Words used herein indicating number or gender shall be read as context may require.

Dated this 12th day of June, 1997.

William L. Norton, III

William L. Norton, III, as Successor Trustee,
and not otherwise

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Barbara Timmins, a Notary Public in and for said County and State, the within named William L. Norton, III, Successor Trustee, the bargainor, with whom I am personally acquainted (or to me proved on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 12th day of June, 1997.

Barbara Timmins

Notary Public
My Commission Expires: 11/29/99

0421437.01
043185-009 06/11/97

EXHIBIT "A"

Being a parcel of land in Nashville, First Civil District, Twenty-Sixth Councilmanic District, Davidson County, Tennessee, located between Powell Avenue and the CSX Transportation Railroad, South of and adjacent to Thompson Lane and being more particularly described as follows:

Beginning at the point of intersection of the easterly occupied/usage right-of-way of the CSX Transportation Railroad and the southerly right-of-way of Thompson Lane, said point being 33 feet easterly of the centerline of track; thence, with the southerly right-of-way of said Thompson Lane (controlled access right-of-way), N 50 deg. 42' 05" E, 368.22 feet to the right-of-way monument; thence, leaving said right-of-way with the westerly boundary of a pump station site deeded to Metropolitan Government of Nashville, Davidson County, Tennessee of record in Book 7275, page 575, R.O.D.C.; S 34 deg. 26' 50" E, 123.73 feet to an iron pin; thence, with the southerly boundary of said pump station site, N 70 deg. 42' 49" E, 175.01 feet to an iron pin; thence, with the easterly boundary of said pump station site along the westerly bank of East Fork Browns Creek, N 27 deg. 40' 35" W, 91.35 feet to an iron pin on the southerly side of a drive leading to said site; thence, along said drive, N 70 deg. 31' 21" E, 167.59 feet to an iron pin in the westerly right-of-way of Old Powell Avenue; thence, with said Powell Avenue, S 27 deg. 41' 21" E, 269.33 feet to an iron pin; thence, S 24 deg. 23' 29" E, 249.82 feet to an iron pin; thence, continuing with said right-of-way with a curve to the left, 87.95 feet to a point, said curve having a radius of 6,738.95 feet, a central angle of 00 deg. 44' 52", a tangent distance of 43.98 feet and a chord of S 24 deg. 45' 55" E, 87.95 feet; thence, leaving said Powell Avenue with a severance line, S 87 deg. 58' 17" W, 129.20 feet to the center of said East Fork Browns Creek; thence S 58 deg. 01' 24" W, partly along a fence, 559.75 feet to the easterly occupied/usage right-of-way of said CSX Transportation Railroad; thence, with said right-of-way being 33 feet distant from and parallel to the centerline of the main track and with a curve to the right in a northwesterly direction, 599.82 feet to the point of beginning, said curve having a radius of 13, 138.44 feet, a central angle of 02 deg. 36' 57", a tangent distance of 299.97 feet and a chord of N 29 deg. 40' 27" W, 599.77 feet; containing 410,723 square feet to 9.43 acres, more or less.

Together with an appurtenant easement for access described as follows:

Being a parcel of land located in the First Civil District, Twenty-Sixth Councilmanic District, Nashville, Davidson County, Tennessee, located on the west side of Powell Avenue, South of Thompson Lane.

Beginning at a point in the westerly right-of-way line of Powell Avenue, said point being the southeast corner of property conveyed to Thompson-Powell Venture, LLC, as of record in Book 9753, page 844, R.O.D.C.; thence, along a curve to the left 93.59 feet to a point, said curve having a central angel of 00

deg. 47' 45", a radius of 6,738.95 feet, a tangent of 46.80 feet and a chord of S 25 deg. 32' 13" E, 93.59 feet; thence, leaving said westerly right-of-way line of Powell Avenue along a curve to the right 289.46 feet to a point in the southerly line of property conveyed to Thompson-Powell Venture, LLC, as of record in Book 9753, page 844, R.O.D.C.; said curve having a central angle of 94 deg. 46' 19", a radius of 175.00 feet, a tangent of 190.22 feet and a chord of S 84 deg. 16' 48" W, 257.58 feet; thence, with said southerly line, N 58 deg. 01' 24" E, 102.36 feet to a point; thence, continuing with said southerly line, N 87 deg. 58' 17" E, 129.20 feet to the point of beginning, containing 23,644 square feet or 0.54 acre, more or less.

Being the same property conveyed to Thompson-Powell Venture, LLC, by deed from The Sunday School Board of the Southern Baptist Convention, a Tennessee corporation, of record in Book 9753, page 844, and by Access Easement of record in Book 9759 page 20, said Register's Office.

EXHIBIT "B"

1. Easements for Electric Transmission and Distribution Lines, Sewer Mains, Water Distribution Mains, and Railroad Spur Track reserved in the deed from The Sunday School Board for The Southern Baptist Convention to Thompson-Powell Venture, LLC of record in Book 9753, page 844, said Register's Office.

2. All matters shown on the survey by William C. Watson, R.L.S. No. 1487, dated 6/21/95, last revised 8/18/95, Job No. 14518-01.

3. Easement for water mains and appurtenances conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee by instrument of record in Book 5878, page 474, said Register's Office, as shown on the survey of Barge, Waggoner, Sumner & Cannon dated June 21, 1995, last revised August 18, 1995, Job No. 14518-01.

4. Title to that portion of the premises, if any, embraced within the charter right-of-way of CSX Transportation Railroad, as shown on the survey of Barge, Waggoner, Sumner & Cannon dated June 21, 1995, last revised August 18, 1995, Job No. 14518-01.

5. Easement for the flow of East Fork Browns Creek.

6. TVA Transmission Line Easement granted to the United States of America by instrument of record in Book 1153, page 542, said Register's Office, as shown on the survey by Barge, Waggoner, Sumner & Cannon dated June 21, 1995, last revised August 8, 1995, Job No. 14518-01.

7. TBA Transmission Line Easement granted to The United States of America by instrument of record in Book 1163, page 145, said Register's Office, as shown on the survey by Barge, Waggoner, Sumner & Cannon dated June 21, 1995, last revised August 18, 1995, Job No. 14518-01.

8. TVA Transmission Line Easement granted to The United America by instrument of record in Book 1174, page 101, said Register's Office, as Shown on the survey by Barge, Sumner & Cannon dated June 21, 1995, last revised 1995, Job No. 14518-01.

9. Easement for Electric Transmission and Distribution Lines, Sewer Mains and Water Distribution Mains as reserved in the deed from The United States of America to Tennessee Development Company of record in Book 1561, page 117, said Register's Office.

10. Easements for Electric Transmission and Distribution Lines, Sewer Mains and Water Distribution Mains granted to Colonial Realty Company by deed from Tennessee Development Company of record in Book 1630, page 466, said Register's Office.

11. The terms, conditions, provisions and easements contained in the contract between Tennessee Development Company and City of Nashville of record in Book 1635, page 595, said Register's Office.

12. Easements for Electric Transmission and Distribution Lines, Sewer Mains and Water Distribution Mains granted to Colonial Realty Company by deed from Tennessee Development Company of record in Book 1643, page 603, said Register's Office.

13. Easements for Electric Transmission and Distribution Lines, Sewer Mains and Water Distribution Mains and Railroad Spur Track as reserved in the deed from Tennessee Development Company to The Sunday School Board of The Southern Baptist Convention of record in Book 1814, page 533, said Register's Office.

14. Easement for underground water main conveyed to Nashville Suburban Utility District of record in Book 3028, page 569, said Register's Office, as shown on the survey by Barge, Waggoner, Sumner & Cannon, dated June 21, 1995, last revised August 18, 1995, Job No. 14518-01.

15. Lack of access to a controlled access highway as set forth in the deed to the State of Tennessee of record in Book 4567, page 558, said Register's Office.

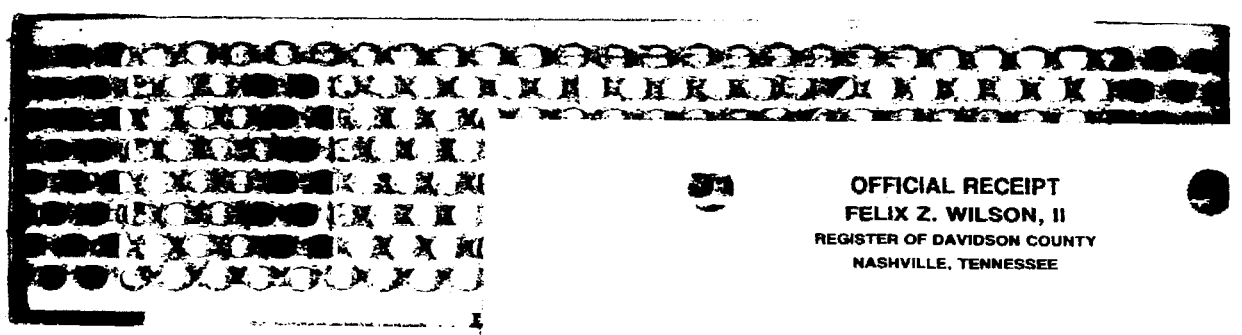
16. Permanent Drainage Easement conveyed to the State of Tennessee by deed of record in Book 4680, page 268, said Register's Office, as shown on the survey by Barge, Waggoner, Sumner & Cannon dated June 21, 1995, last revised August 18, 1995, Job No. 14518-01.

17. Easement for storm sewers and/or sanitary sewers conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee by instrument of record in Book 6597, page 381, said Register's Office, as shown on the Survey by Barge, Waggoner, Sumner & Cannon dated June 21, 1995, last revised August 18, 1995, Job No. 14518-01.

18. Permanent drainage easement conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee by instrument of record in Book 7698, page 302, said Register's Office, as shown on the survey by Barge, Waggoner, Sumner & Cannon dated June 21, 1995, last revised August 18, 1995, Job No. 14518-01.

19. Easement for water mains and appurtenances conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee by instrument of record in Book 6695, page 66, as shown on the survey by Barge, Wagonner, Sumner & Cannon dated June 21, 1995, last revised August 18, 1995, Job No. 14518-01.

97 JUN 12 AM 11:56
FELIX Z. ELLISON III, REGISTER
DAVIDSON COUNTY, TN.
IDENTIF. ↑ REFERENCE
03153 13



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

RECEIVED OF _____

FOR _____

BOOK 10490 PG 461

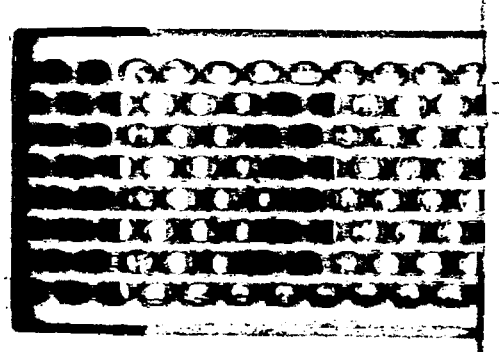
CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
				CAMT 2700000.00
				CON TX 9990.00
				PRFEE 1.00
				WDEED 24.00
				TOTAL 10015.00
				CHECK 10015.00
			06/12/97 01	11:56 0001 2365

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



03153'3
IDENTIF. ↑ REFERENCE

97 JUN 12 AM 11:56
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1162264