THIS INSTRUMENT PREPARED BY:
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Holton Howard & Goodman, P.C.
424 Church St., SunTrust Financial Center
Nashville, TN 37219-2323

BOOK 10590 PG 312

RESIGNATION OF TRUSTEE
AND
APPOINTMENT OF SUCCESSOR TRUSTEE

WHEREAS, LOUISE C. CLINE entered into a Trust Agreement dated August 17, 1987, with **MARGARET C. MILLER** as Trustee; and

WHEREAS, under Trust Agreement referred to above, **MARGARET C. MILLER** was appointed Trustee and reserved to herself the right to resign from such capacity; and

WHEREAS, said Trust Agreement further provided **MARGARET C. MILLER** with the power to appoint as successor Trustee a bank or trust company authorized to administer trusts, having, at the time of appointment, a combined market value of assets under administration either as a fiduciary or an investment manager of at least Twenty-Five Million Dollars ($25,000,000) to succeed herself as Trustee; and

WHEREAS, the Trust owns the real estate identified on the attached Exhibit A; and

WHEREAS, MARGARET C. MILLER desires to resign as Trustee and to appoint **SUNTRUST BANK, NASHVILLE, N.A.**, Nashville, Tennessee as successor Trustee,;

NOW, THEREFORE, pursuant to the power and authority vested by said Trust Agreement in the said **MARGARET C. MILLER**, she does hereby resign as Trustee and does further hereby nominate and appoint **SUNTRUST BANK, NASHVILLE, N.A., Nashville, Tennessee,** as successor Trustee.

As evidenced by the signature of its duly authorized officer, **SUNTRUST BANK, NASHVILLE, N.A.** accepts such appointment as successor Trustee, and in carrying out its duties and obligations as such agrees to be bound by the terms, provisions and conditions of the aforesaid Trust Agreement.

IN WITNESS WHEREOF, the said **MARGARET C. MILLER** and **SUNTRUST BANK, NASHVILLE, N.A.** have hereunto placed their signatures on the date(s) indicated below.

7/11/97
DATE

Margaret C. Miller
MARGARET C. MILLER

SUNTRUST BANK, NASHVILLE, N.A.
NASHVILLE, TENNESSEE

8/26/97
DATE

BY: Kimberley A Williams

TITLE: Vice President & Trust Officer

3385 09/02 0101 03CHECK 12.00

PICK-UP

97 SEP -2 PM 2:18
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

IDENTIFICATION REFERENCE 0343605

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

Personally appeared before me, **MARGARET C. MILLER,** with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 11 day of July, 1997.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires SEPT. 28 1998

My Commission Expires SEPT. 28, 1998

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

Personally appeared before me, Kimberley A. Williams, as Vice President + T.O. of **SUNTRUST BANK, NASHVILLE, N.A., NASHVILLE, TENNESSEE**, with whom I am personally acquainted, and who acknowledged that he/she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 26th day of August, 1997.

NOTARY PUBLIC

My Commission Expires:

My Commission Expires NOV. 27, 1999

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EXHIBIT A

LAND in Davidson County, Tennessee, being a portion of Reserve Parcel "A" on the Plan of Replatting of the Phillips & Buttorff Corp. Property, of record in Book 5200, page 169, Register's Office for Davidson County, Tennessee, and being Tract No. 2C on the Survey of Joseph G. Petrosky Associates, inc., dated July 28, 1987, described as follows:

BEGINNING at an iron pin in the western margin of 12th Avenue North, said iron pin being 150.85 feet from an existing concrete monument in the southwest corner of the intersection of Herman Street with 12th Avenue North, said point is the northeast corner of the tract herein described:

Thence, following the western margin of 12th Avenue North, South 30 degrees, 21' East a distance of 479.98 feet to a concrete monument in the northern margin of the Louisville and Nashville railroad right-of-way; thence, following the northern margin of right-of-way of the I.C.G. and L & N Railroad, South 69 degrees 02' 24" West a distance of 129.40 feet to a point; thence, following said margin along a curve to the right having a radius of 442.47 feet, a delta of 39 degrees 27' 00" and a length of 304.65 feet to a point; thence following said margin, North 76 degrees 29' 38" West a distance of 195.89 feet to a point; thence, following said margin along a curve to the left having a radius of 512.47 feet, a delta of 08 degrees 23' 07" and a length of 75.00 feet to a point in the eastern margin of 14th Avenue North; thence, following said margin North 30 degrees 16' 00" West a distance of 38.01 feet to an iron pin in the southwestern property corner of a parcel of land belonging to Charles Todd Overall Cleaning Company; thence, following said property line North 59 degrees 44' 30" East a distance of 419.82 feet to an iron pin in the southeastern property corner of said property; thence, following said property line North 30 degrees 15' 30" West a distance of 117.31 feet to an iron pin in the center line of the Illinois Central Railroad Company tracks, said iron pin being the northwest property corner of the Charles Todd Overall Cleaning Company parcel; thence, leaving said northwest property corner North 60 degrees 06' 30" East a distance of 179.16 feet to the point of beginning containing 3.99 acres, more or less.

BEING a part of the same property conveyed to Margaret C. Miller, Trustee, Under Agreement Dated August 17, 1987, by General Warranty Deed from Nashville Tent and Awning Company, Inc., a Tennessee corporation, of record in Book 7328, page 724, Register's Office for Davidson County, Tennessee.