BOOK 10644 PG 841

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IN THE PROBATE COURT OF DAVIDSON COUNTY, TENNESSEE

IN RE:)
)
TRUST UNDER THE WILL OF MOE PEAR,) No. 97P-1325
DECEASED)

ORDER

This cause came on to be heard the 17th day of September, 1997, upon: the sworn Petition of Elaine Pear Rothberg and Phyllis Pear Reichman to accept the resignation of NationsBank as Trustee and to appoint the Petitioners as Trustee of Trust B (the "Trust") under the Will of Moe Pear, deceased; the sworn consents of all income and remainder beneficiaries of the Trust, all of whom are adults; and the resignation of NationsBank.

Based upon the foregoing and the hearing of this matter and the statements of counsel for Petitioners, the Court finds that the resignation of NationsBank as Trustee and the appointment of the Petitioners as successor Trustees is appropriate in view of the fact that the Petitioners are not entitled to encroachments of principal from the Trust, only income distributions, that all interested persons in the Trust have been duly-notified of this proceeding and have filed sworn consents with the Court.

It is, therefore, ORDERED, ADJUDGED and DECREED that the resignation of NationsBank as Trustee of the Trust is accepted, that NationsBank is excused from the filing of a final accounting, that Elaine Pear Rothberg and Phyllis Pear Reichman are appointed successor Trustees of the Trust, to serve without bond and without the requirement of court-filed accountings, that the successor Trustees shall not make any principal encroachments from the Trust to themselves or for their benefit, and that NationsBank is authorized and directed to transfer all assets of the Trust to the successor Trustees.

Pursuant to T.C.A. §35-1-111(a), this Order shall be recorded in the Register's Office for Davidson County, Tennessee, and in the appropriate office for Jackson, Mississippi, insofar as real estate is held as part of the trust property, which parcels of real estate are identified more fully on Exhibit A attached hereto. The Trust owns a 0.22% (0.0022) tenant in common interest in these two parcels of real property.

Frank G. Clement, Jr., Probate Court Judge

0072541.01

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APPROVED FOR ENTRY:

GULLETT, SANFORD, ROBINSON & MARTIN, PLLC

By: _____
Jeffrey Mobley

Attorneys for the Petitioners,
Elaine Pear Rothberg and Phyllis Pear Reichman
230 Fourth Avenue North, Third Floor
P. O. Box 198888
Nashville, TN 37219-8888
(615) 244-4994

Tennessee Supreme Court Reg. No. 10064

CERTIFICATE OF SERVICE

I certify that I have mailed by First Class Mail, postage pre-paid, or hand-delivered, a copy of this Order to NationsBank, Nashville, Tennessee, Elaine Pear Rothberg, Phyllis Pear Reichman, Richard Reichman, Julie Reichman, Sydney Reichman, Richard Rothberg, John Rothberg and Jamie Rothberg, on this the 2nd day of October, 1997.

_____
Jeffrey Mobley

I hereby certify that this is a true copy of original instrument filed in my office this 13 day of Oct 1997
RICHARD R. ROOKER Clerk
By _____ Deputy Clerk

0072541.01

BOOK 10644 PG 843

(Moe Pear)
JACKSON, MISS. PROPERTY

Lots Four (4), Five (5), Six (6), Seven (7), Eight (8), Nine (9), Ten (10) and Eleven (11), Bock "N" as shown on original map or plat of said subdivision but which block number was later corrected and changed to Block "L" of North Sunnyside Addition, as indicated on the map or plat of said subdivision on file and of record in the office of the clerk of the Chancery Court of Hinds County at Jackson, Mississippi, in Plat Book 1, page 69 thereof; said lands lying between Woodrow Wilson Avenue and Vardaman Street, being all of the same real estate conveyed to Independent Linen Service Company of Mississippi by warranty deed recorded in the office of the Chancery Clerk of Hinds County, Mississippi, in Book 434, at page 458.

Lot 17 and Lot 18, less 5 feet off the North side to street, being in Block "P" as shown on the original map, but later corrected to Block "N" of the North Sunnyside Addition, being all of the same real estate conveyed to Independent Linen Service Company of Mississippi by warranty deed recorded in the office of the Chancery Clerk of Hinds County, Mississippi, in Book 988, at page 364.

Lot Sixteen (16), Block "P" as shown on the original plat or map, but later corrected to Block "N", North Sunnyside Subdivision, as shown on the official map or plat of the said subdivision recorded in the office of the Chancery Clerk of Hinds County, at Jackson, Mississippi, being all of the same real estate conveyed to Independent Linen Service Company of Mississippi by warranty deed recorded in the office of the Chancery Clerk of Hinds County, Mississippi, in Book 1206, at page 145.

EXHIBIT A

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(Moe Pear)
CHARLOTTE AVENUE
PROPERTY

2219 Charlotte Avenue (vacant lot) -
Land in Davidson County, Tennessee, being Lot No. 7 in the J. B. Haynie's New Shop Plan, as of record in Book 149, page 143, Register's Office for said County.

Said Lot No. 7 fronts 49 feet and 11 inches on the south side of Charlotte Pike, or Cedar Street Extended, and runs back between parallel lines 150 feet to an alley.

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Being the same property conveyed to Aetna Realty Company, Inc. by warranty deed of record in the Register's Office of Davidson County, Tennessee, recorded in Book 2908, page 153.

2306 Charlotte Avenue (leased to American Linen Supply Co.) -
Being Lot No. 46 on the Plan of Burlington Heights Subdivision of part of the Elliston Property, as of record in Book 332, page 13, Register's Office of said County.

Said Lot No. 46 fronts 50 feet on the northerly side of Charlotte Avenue and runs back between parallel lines 150 feet to an alley.

Being the same property conveyed to Aetna Realty Company, Inc. by warranty deed of record in the Register's Office of Davidson County, Tennessee, recorded in Book 2393, page 187.

2300-04 Charlotte Avenue (leased to American Linen Supply Co.) -
Being Lots Nos. 44 and 45 on the Plan of Burlington Heights Subdivision of part of the Elliston Property, as of record in Book 332, page 13, Register's Office of said County.

Said Lots Nos. 44 and 45 front 50 feet each on the northerly side of Cedar Street, now Charlotte Avenue, and run back between parallel lines 150 feet to an alley, Lot No. 44 running back with the westerly margin of 23rd Avenue, North.
Being the same property conveyed to Aetna Realty Company, Inc. by warranty deed of record in the Register's Office of Davidson County, Tennessee, recorded in Book 2393, page 183.

2308-10 Charlotte Avenue (leased to American Linen Supply Co. and partially occupied by Red Ace Service Station) -
Being Lots Nos. 47, 48 and 49, on the Plan of Burlington Heights Subdivision, as of record in Book 332, page 13, Register's Office for said County. Said Lots adjoin and front together 179.6 feet on the north side of Charlotte Pike, and runs back between lines 186 feet on the west line of Lot No. 49 and 130 feet on the east line of Lot No. 47 to an alley, on which it measures 128.6 feet.

Being the same property conveyed to Aetna Realty Company, Inc. by warranty deed of record in the Register's Office of Davidson County, Tennessee, recorded in Book 3029, page 551.

Lebanon Road Property (Shopping Center - Various Tenants) -
Land in Davidson County, Tennessee, being Lot No. 5 and being Lots Nos. 6 and 7 on the map showing subdivision of Lots Nos. 7, 8, 9, 10 and 11 in Hainbridge and Satterfield Subdivision of part of the Nichol Place on Lebanon Pike, as of record in Book 547, page 132, Register's Office for said County, described according to a survey made by Nickerson-Miller, Engineers-Surveyors, June 1, 1955.

Said Lot No. 5 fronts 55.4 feet on the northerly side of Lebanon Pike and runs back 195.1 feet on the westerly line and 180.9 feet on the easterly line, to a dead line in the rear, measuring 53.2 feet thereon.

Said Lots Nos. 6 and 7 adjoin and front 55.4 feet each on the northerly side of Lebanon Pike and run back 180.9 feet on the westerly line and 152.3 feet on the easterly line, to a dead line in the rear, measuring 106.4 feet thereon.

Said Lot No. 5, being the same property conveyed to E. G. Sherrill and wife, Ruby Sherrill, by deed from Eunice Wray and husband, Sam Wray, of record in Book 2436, page 417, Register's Office for said County.

Lots Nos. 6 and 7 being the same property conveyed to E. G. Sherrill and wife, Ruby Sherrill, by deed from Sam Thomas Baldwin, Jr., and wife, Dorothy G. Baldwin, and Sam Thomas Baldwin, Sr., of record in Book 2436, page 431, Register's Office for said County.

A one-half undivided interest in all of said lots having been conveyed to M. D. Hale and wife, Margaret Elizabeth Hale by a former deed from E. G. Sherrill and wife, Ruby

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EXHIBIT A

(Continued)

Herman Street Apartments -
Land in the City of Nashville, Davidson County, Tennessee, being parts of Lots Nos. 142 and 143 on the Plan of the McNairy Mansion House Tract, not of record, being a re-subdivision of part of Lot No. 157 of the Samuel Watkins Plan of Lots, as of record in Book 57, page 13, Register's Office for said County, described according to a survey made by Barge-Waggoner and Sumner, Inc., Engineers, December 23, 1957, and by survey made by Hickerson-Miller, Engineers-Surveyors, May 5, 1958, as follows:

Beginning at a concrete monument located at the southeast corner of 17th Avenue, North and Herman, formerly Hamilton, Street; thence with the southerly margin of Herman Street, north 60° 01' 30" east 326.5 feet; thence southwardly 172.8 feet to the northerly line of the right-of-way of the Tennessee Central Railroad; thence with said right-of-way south 69° 05' west 86.9 feet to a monument at the beginning of a curve, continuing with said right-of-way on a curve to the left having a radius of 333.98 feet, central angle of 13° 45' a length of 200.72 feet and a cord of south 62° 12' 30" west 199.66 feet to a monument; thence south 81° 21' west 43 feet, continuing with said right-of-way to a monument on the easterly margin of 17th Avenue, North; thence with said Avenue, North 30° 29' west 135.85 feet to the beginning, containing 49.807 square feet, more or less.

Being the same property conveyed to Aetna Realty Company, Inc. by deed from L. H. Hardaway, Sr., and wife, of record in Book 2750, page 209, said Register's Office for Davidson County, Tennessee.

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EXHIBIT A