ADH/JPS

This Instrument Prepared By:
Alan D. Hall, Attorney
MILLER, MARTIN & TRABUE
25th Floor, 511 Union Street
Nashville, TN 37219

BOOK 11519 PG. 29

New Owner:

Regency Savings Bank, F.S.B.
c/o Fairfield Financial Group
8 Greenway Plaza, Suite 1100
Houston, TX 77046

Send Tax Bills To:

Same

Tax Map & Parcel No.:

See attached Schedule A

TRUSTEE'S QUITCLAIM DEED

THIS DEED is executed to be effective as of the 28th day of May, 1999 from Alan D. Hall, as Grantor, in his capacity as Substitute Trustee, to Regency Savings Bank, F.S.B. as Grantee.

W I T N E S E T H:

WHEREAS, on February 14, 1997, Southside Associates, L.P. executed a Deed of Trust (the "Deed of Trust") to the trustee named therein to secure the prompt payment of certain indebtedness held by and owing to Regency Savings Bank, F.S.B. ("Bank") said indebtedness being more particularly described in the Deed of Trust which is of record in the Register's Office of Davidson County, Tennessee in Book 10359, Page 292, to which reference is hereby made; and

WHEREAS, default was made in the payment of the aforesaid indebtedness and in the performance of the covenants described in the Deed of Trust, by reason of which the entire balance owing thereunder was declared to be due and payable; and

WHEREAS, pursuant to the terms of the Deed of Trust, Alan D. Hall was appointed as Substitute Trustee as reflected in that certain Appointment of Substitute Trustee recorded in Book 11425, Page 802, in the Register's Office of Davidson County, Tennessee.

WHEREAS, by virtue of the power and authority vested in me as Substitute Trustee under the Deed of Trust, at the request of Bank, being the owner and holder of the indebtedness secured thereby, and for the purposes of effecting payment and satisfaction of the indebtedness, including principal, interest, late charges, attorneys' fees and costs of sale, I, Alan D. Hall, as Substitute Trustee, did on May 28, 1999 commencing at 12:00 P.M. pursuant to advertisement of sale published in the *The Nashville Record* in its editions of April 15, 1999, April 22, 1999, and April 29, 1999, and pursuant to public announcement made

on May 7, 1999, offer for sale and sold at public auction to the highest and best bidder for cash at the front door of the Davidson County Courthouse in the City of Nashville, Tennessee, in bar of the equities of redemption, statutory redemption, dower, homestead and all other exemptions of every kind, all of which are expressly waived in the Deed of Trust, the hereinafter described real estate, at which sale the Grantee became the highest and best bidder at and for the sum of Four Hundred Fifty Nine Thousand Forty Four and 00/100 Dollars ($459,044.00).

NOW, THEREFORE, I, Alan D. Hall, Substitute Trustee, exercising the power and authority vested in me, and in bar of the equities of redemption, statutory redemption, dower and homestead, do hereby quitclaim, transfer, and convey to the Grantee, its successors and assigns, all my interest in the following described real estate located in the City of Nashville, County of Davidson, State of Tennessee:

TRACT I: 1803-B 6th Avenue North

Land in Davidson County, Tennessee, being Lot No. 458-B, on the Zone Lot Division of Lot 458 and part of Lot 456, North Nashville Real Estate Company's Plan of Lots, as of record in Book 21, page 105, as amended in Book 6200, page 748, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT II: 1731 A and B 6th Avenue North

Land in Davidson County, Tennessee, being Lot No. 194, on the North Nashville Real Estate Company's Plan of Lots, as of record in Book 21, page 105, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

1727A and 1729B 6th Avenue North

Land in Davidson County, Tennessee, being Lot Nos. 196-A and 196-B, on the Zone Lot Division of Lot No. 196, North Nashville Real Estate Company's Plan of Lots, as of record in Book 21, page 105, as amended in Book 6200, page 729, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT III: 1912A and B 15th Avenue North

Land in Davidson County, Tennessee, being Lot No. 33, on the Map of Meneese Subdivision of Lot No. 8, Thomas Woodard's Subdivision, as of record in Book 161, page 44, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

SAID Lot No. 33 fronts 50 feet on the easterly side of 15th Avenue North, and runs back 129.8 feet on the northerly line and 128.4 feet on the southerly line, to an alley and measures 50 feet thereon.

TRACT IV: 409 Revels Drive

Land in Davidson County, Tennessee, being Lot No. 69, on the Plan of Highland Trace Subdivision, Section One, as of record in Book 5200, page 580, in the Register's Office of Davidson County, Tennessee, as corrected by Surveyor's Certificate of Correction of record in Book 6149, page 817, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT V: 1745A and 1747B 24th Avenue North

LAND in Davidson County, Tennessee, being Lot Nos. 32-A and 32-B, on the Zone Lot Division of part of Lots 32, 33 and 34 of Cobb's Subdivision of Lot 6 of the Harding Bosley Tract, as of record in Book 161, page 155, as amended in Book 6200, page 481, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT VI: 2230A and 2228B 15th Avenue North

LAND in Davidson County, Tennessee, being Lot Nos. 8-A and 8-B, on the Zone Lot Division of Lot No. 8 of H. N. Meyers Subdivision, as of record in Book 21, page 48, as amended in Book 6200, page 746, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT VII: 427A and 427B 35th Avenue North

LAND in Davidson County, Tennessee, being Lot Nos. 98-A and 98-B, on the Zone Lot Division of Lot No. 98 of Subdivision of the W. R. Wilson Tract of West Nashville, as of record in Book 332, page 161, as amended in Book 6200, page 742., in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT VIII: 429A and 431B 35th Avenue North

LAND in Davidson County, Tennessee, being Lot Nos. 96-A and 96-B, on the Zone Lot Division of Lot No. 96 of Subdivision of the W. R. Wilson Tract, as of record in Book 332, page 161, as amended in Book 6200, page 756, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT IX: 3310A and B Felicia Avenue

LAND in Davidson County, Tennessee, being Lot Nos. 60-A and 60-B, on the Zone Lot Division of Lot No. 60 of Wilcox Subdivision, as of record in Book 421, page 42, as amended in Book 6200, page 736, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT X: 1700A and 1702B Kassia Street

LAND in Davidson County, Tennessee, being Lot Nos. 196-A and 196-B, on the Zone Lot Division of Lot 196 of Scruggs Subdivision of Brooklyn Heights, as of record in Book 332, page 140, as amended in Book 6200, page 757, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XI: 139C and D Elmhurst Street

LAND in Davidson County, Tennessee, being Lot Nos. 9-A and 9-B, on the Zone Lot Division of Lots 8 and 9 of East View Subdivision, as of record in Book 547, page 64, as amended in Book 6200, page 539, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XII: 1727A and 1729B Seifried Street

LAND in Davidson County, Tennessee, being Lot Nos. 52-A and 52-B, on the Zone Lot Division of Lot No. 52 of Shields Second Addition, as of record in Book 57, page 146, as amended in Book 6200, page 740, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XIII: 1726A and B 17th Avenue North

LAND in Davidson County, Tennessee, being Lot Nos. 362-A and 362-B, on the Zone Lot Division of part of Lot No. 362, Addition to the Town of McGavock, as of record in Book 21, page 41, as amended in Book 6200, page 663, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XIV: 837 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 30-A, on the Zone Lot Division of Lots 29, 30, 32 and 34, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 127, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XV: 818 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 23-A, on the Zone Lot Division of Lots 23 thru 28, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 184, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XVI: 816 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 23-B, on the Zone Lot Division of Lots 23 thru 28, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 184, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XVII: 826 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 25-A, on the Zone Lot Division of Lots 23 thru 28, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 184, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XVIII: 824 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 25-B, on the Zone Lot Division of Lots 23 thru 28, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 184, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XIX: 810 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 21-A, on the Zone Lot Division of Lot Nos. 21 and 22, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 259, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XX: 831 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 32-B, on the Zone Lot Division of Lots 29, 30, 32 and 34, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 127, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XXI: 820 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 24-B, on the Zone Lot Division of Lots 23 thru 28, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 184, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT XXII: 823 Netherlands Drive

LAND in Davidson County, Tennessee, being Lot No. 34-B, on the Zone Lot Division of Lots 29, 30, 32 and 34, Meadows of Tulip Grove, Section Two, as of record in Book 6250, page 754, as amended in Book 6900, page 127, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

BEING the same property conveyed to Southside Associates, Ltd., by Deed of Record in Book 7793, page 53, re-recorded in Book 7805, page 244, Register's Office for Davidson County, Tennessee.

The Substitute Trustee does hereby quitclaim, transfer, assign and set over unto Grantee all of his right, title and interest in the said property and not further or otherwise and subject to any governmental zoning or subdivision ordinances or regulations in effect thereon and further subject to any unpaid taxes or assessments owing on the property.

IN WITNESS WHEREOF, I, Alan D. Hall, Substitute Trustee, have executed this instrument to be effective the date first above written.

Alan D. Hall
Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Jean D Shearer, Notary Public, Alan D. Hall, Substitute Trustee, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 28th day of May, 1999.

Jean D Shearer
Notary Public

My Commission Expires: 3-23-02

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

I hereby swear or affirm that, to the best of my knowledge, information and belief, the actual consideration for this transfer is $459,044.00.

Alan D. Hall, Substitute Trustee

Sworn to and subscribed before me
this 28th day of May, 1999.

Jean D Shearer
Notary Public

My Commission Expires: 3 23 02

::CDMA\PCDOCS\TSD\179653\1

SCHEDULE A

PROPERTY OWNED BY SOUTHSIDE ASSOCIATES, LTD.

Tract No.	Property Address	Description	Map/Parcel
1	1803-B 6th Avenue N	Lot 458-B, Zone Lot of 458, North Nashville Real Estate	081-8-219
2	1731 A & B 6th Ave N	Lot 194, North Nashville	081-08-430
2	1727-A & 1729-B 6th Ave North	Lots 196-A and 196-B Zone lot of Lot No. 196, North Nashville	081-08-514-A
			081-08-515-B
3	1912 A & B 15th Avenue N	Lot 33, Meneese Subdivision of Lot 8, Thomas Woodard	081-07-279
4	409 Revels Drive	Lot No. 69, Highland Trace, I	059-12-42
5	1745-A & 1747-B 24th Avenue North	Lots 32-A & 32-B, Zone lot of Lots 32, 33 and 34 of Cobb's S/D of Lot 6 Harding Bosley Tr	081-10-91-A
			081-10-386-B
6	2230-A & 2228-B 15th Avenue N	Lots 8-A and 8-B Zone Lot of Lot 8 of H.N.Meyers S/D	081-03-81-A
			081-03-374B
7	427-A & 427B 35th Avenue North	Lots 98A and 98B Zone Lot of 98, W.R. Wilson Tract	092-09-268-A
			092-09-396-B
8	429-A & 431-B 35th Avenue North	Lots 96-A and 96B Zone Lot of 96, W. R. Wilson Tract	092-09-269-A
			092-09-270-B
9	3310 A and B, Felicia Avenue	Lots 60-A & 60-B Zone Lot of Lot 60, Wilcox Subdivision	092-09-395-A
			092-09-328-B
10	1700 A and 1702 B Kassia Street	Lots 196-A and 196-B, Zone Lot of Lot 196, Scruggs SD	071-09-88-A
			071-09-133-B
11	139 C & D Elmhurst St	Lots 9-A and 9-B, Zone Lot of Lots 8 and 9, East View S/D	071-10-172-A
			071-10-199-B
12	1727 A and 1729 B Seifried Street	Lots No. 52-A and 52-B, Zone Lot of Lot NO. 52 of Shields Second Addition	081-06-429-A
			081-06-482-B
13	1726-A & B 17th Ave N	Lots No. 362-A and 362-B, Zone Lot of Lot No. 362, Addition to Town of McGavock	081-11-605-A
			081-11-223-B
14	837 Netherlands Drive	Lot No. 30-A, Zone Lot of 29, 30, 32, and 34, Meadows of Tulip Grove	075-15-20
15	818 Netherlands Drive	Lot No. 23-A, Zone Lot of Lots 23-28, Meadows of Tulip Grove	075-15-13
16	816 Netherlands Drive	Lot 23-B, Zone Lot of Lots 23-28, Meadows of Tulip Grove	075-15-37
17	826 Netherlands Drive	Lot25-A, Zone Lot of Lots 23-28, Meadows of Tulip Grove	075-15-15
18	824 Netherlands Drive	Lot 25-B, Zone Lot of Lots 23-28, Meadows of Tulip Grove	075-15-39

Tract No.	Property Address	Description	Map/Parcel
19	810 Netherlands Drive	Lot 21-A, Zone Lot of Lots 21 and 22, Meadows of Tulip Grove	075-15-11
20	831 Netherlands Drive	Lot 32-B, Zone Lot of 29, 30, 32, and 34, Meadows of Tulip Grove	075-15-35
21	820 Netherlands Drive	Lots 24-B, Zone Lot of Lots 23-28, Meadows of Tulip Grove	075-15-38
22	823 Netherlands Drive	Lots No. 34-B, Zone Lot of 29,30,32,34, Meadows of Tulip Grove	075-15-36

0597616
DELETED AS REFERENCE
99 JUN -9 PM 12:24
BILL BOYD REGISTER
DAVIDSON COUNTY, TN.
1723.46 03HECK 0101 06/09/99 1251

::ODMA\PCDOCS\TSD\179653\1

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

CAMT
459044.00
CON TX 1698.46
PRFEE 1.00
WDEED 32.00
CFEE 2.00
TOTAL 1733.46
CHECK 1733.46
06/09/99 01 12:28 0001 7351

0597616
IDENTIFICATION REFERENCE

99 JUN -9 PM 12:24

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

BOOK 11519 PG. 302

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1471819