Box 38
ADH/JPS

99 JUN-9 PM 12:27
[illegible] REGISTER
DAVIDSON COUNTY, TN.

BOOK 11519 PG. 303

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

[illegible] REFERENCE
99 [illegible]

New Owner:	**Send Tax Bills To:**	**Tax Map & Parcel No.:**
Regency Savings Bank, F.S.B. c/o Fairfield Financial Group 8 Greenway Plaza, Suite 1100 Houston, TX 77046	Same	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 December 23, 1996, Southside II 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 314, 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 804, 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 12:15 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 Six Hundred Fifty Seven Thousand Seven Hundred Fifty One and 00/100 Dollars ($657,751.00).

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 1: <u>530 A and 530 B Yokely Road, Nashville, Tennessee</u>

LAND in Davidson County, Tennessee, being Lots 2A and 2B, on the Zone Lot Division of Lot No. 2, Harding Yokley Property, as of record in Book 6200, page 754, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 2: <u>126C, 126D, 126A Fern Avenue, Nashville, Tennessee and Fern Avenue (Lot 26B), Nashville, Tennessee</u>

LAND in Davidson County, Tennessee, being Lots 25A, 25B, 26A and 26B, on the Zone Lot Division of Lot Nos. 25 and 26, Weakley & Dodd's Subdivision of Lot 17 Brooklyn, as of record in Book 57, page 126, as amended in Book 6200, page 741, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 3: <u>926A and 926B North 6th Street, Nashville, Tennessee</u>

LAND in Davidson County, Tennessee, being Lots 44A and 44B, on the Zone Lot Division of Lot No. 44 (and part of Lot No. 45), Sharpe & Crutchers Addition, as of record in Book 57, page 83, as amended in Book 6200, page 728, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 4: <u>1222 Katie Avenue, Nashville, Tennessee, and Katie Avenue (Lot 95B), Nashville, Tennessee</u>

LAND in Davidson County, Tennessee, being Lots 95A and 95B, on the Zone Lot Division of Lot No. 95 J. B. Haynie's Cumberland Heights Plan of Lots, as of record in Book 57, page 170, as amended in Book 6200, page 739, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 5: 711A and 711B South 11th Street, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lots 22A and 22B, on the Zone Lot Division of Lot No. 22, A. J. Caldwell's Subdivision, as of record in Book 421, page 78, as amended in Book 6200, page 743, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 6: 1717A and 1717B Nubell Street, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lots 68A and 68B, on the Zone Lot Division of Lot No. 68, Buena Vista Heights Addition, as of record in Book 161, page 19, as amended in Book 6200, page 734, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 7: 2835 and 2837 Georgia Avenue, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lots 39A and 39B, on the Zone Lot Division of Lot No. 39, I. L. Pendletons Subdivision, as of record in Book 421, page 106, as amended in Book 6200, page 732, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 8: 1625A and 1625B 14th Avenue North, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lots 277A and 277B, on the Zone Lot Division of part of Lot 277 and part of Lot 278, Plan of Addition to the Town of McGavock, as of record in Book 21, page 42, as amended in Book 6200, page 753, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 9: 2210A and 2210B 24th Avenue North, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lots 137A and 137B, on the Zone Lot Division of Lot No. 137, Buena Vista Heights, as of record in Book 651, page 19, as amended in Book 6200, page 738, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 10: 1218B Katie Avenue, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lot No. 93B, on the Plan of J. B. Haynie's Cumberland Heights, Zone Lot Division of Lot Nos. 93 and 94, as of record in Book 57, page 170, as amended in Book 6200, page 538, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 11: 218A Berry Street, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lot No. 1B, on the Plat of Bryan's Addition to Edgefield, Zone Lot Division of Lots 1 and 2, as of record in Book 6050, page 207, as amended in Book 6200, page 503, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 12: 517A and 517B Weakley Avenue, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lots 9A and 9B, on the Plan of Weakley and Dodd's Subdivision of Lot 17 in Brooklyn, Zone Lot Division of Lot No. 9, as of

record in Book 57, page 126, as amended in Book 6200, page 540, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 13: 666, 668, 670, and 672 Putnam Drive, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lots 191A, 191B, 192A and 192B, on the Zone Lot Division of Lot Nos. 191 and 192, Royal Hills Subdivision, Section III, as of record in Book 4860, page 47, as amended in Book 6200, page 733, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 14: 3501 Westchester Drive, Nashville, Tennessee;
3503, 3505, 3507, 3521, 3523, 3525, 3527, 3533, 3535, 3528, 3514, 3512, 3510, and 3508 Brookway Drive, Nashville, Tennessee.

LAND in Davidson County, Tennessee, being Lots Nos. 45A, 45B, 46A, 46B, 50A, 50B, 51A, 51B, 53A, 53B, 54B, 58A, 58B, 59A and 59B, on the Plan of Willow Creek Subdivision, Section 3, Zone Lot Division of Lots 45, 46, 50, 51, 53, 54, 58 and 59, as of record in Book 5200, page 631, as amended in Book 6200, page 649, in the Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TRACT 15: 1231A Aline Avenue, Nashville, Tennessee

LAND in Davidson County, Tennessee, being Lot No. 51B, on the Plan of J. B. Haynie's Cumberland Heights Addition, Zone Lot Division of Lot No. 51, as of record in Book 57, page 170, as amended in Book 6200, page 744, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Southside II Associates, Ltd., a Tennessee Limited Partnership by Deed of Record in Book 7812, page 1, 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 orsubdivision 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 P. 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 P. 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 $657,751.00.

Alan D. Hall, Substitute Trustee

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

Jean P. Shearer
Notary Public

My Commission Expires: 3-23-02

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SCHEDULE A

PROPERTY OWNED BY SOUTHSIDE II ASSOCIATES, LTD.

Tract No.	Property Address	Description	Map/Parcel
1	530-A Yokely Road	Lots 2A & 2B, Zone Lot of Lot No. 2, Harding Yokley Prop.	(2A)71-01-36
	530-B Yokely Road		(2B)71-01-171
2	(25A)126C Fern Ave.	Lots 25A, 25B, 26A, 26B, Zone lot of Lots 25 and 26, Weakley & Dodd'b Subdivision of Lot 17 Brooklyn	71-14-87
	(25B)126D Fern Ave.		71-14-396
	(26A)126A Fern Ave.		71-14-394
	(26B) Fern Ave.		71-14-397
3	926A N. 6th St.	Lots 44-A & 44B, Zone Lot of Lto No. 44 and part 45, Sharpe & Crutchers Addition	82-04-104
	926B N. 6th St.		82-04-411
4	95A 122 Katie Ave.	Lots 95A & 95B, Zone Lot of Lot No. 95, J.B. Haynie's Cumberland Heights	71-10-106
	95B Katie Ave.		71-10-202
5	711A S. 11th St.	Lots 22-A and 22-B, Zone Lot Division of Lot No. 22, A.J. Caldwell's S/D	94-01-114
	711B S. 11th St.		94-01-475
6	1717A Nubell St.	Lots 68A & 68B, Zone Lot of Lot No. 68, Buena Vista Heights Addition	81-02-94
	1717B Nubell St.		81-02-203
7	2835 Georgia Ave.	Lots 39A & 39B, Zone Lot of Lot No. 39, I.L. Pendletons S/D	92-10-142
	2837 Georgia Ave.		92-10-422
8	1625A 14th Ave. N.	Lots 277A and 277B, Zone Lot Division of Lot No. 277 and Part of Lt 278, Town of McGavock	81-11-386
	1625B 14th Ave. N.		81-11-607
9	2210B 24th Ave. N.	Lots 137A and 137B, Zone Lot of Lot 137, Buena Vista Heights	81-02-061
	2210A 24th Ave. N.		81-02-204
10	1218B Katie Ave.	Lot 93B, J.B. Haynie's Cumberland Heights, Zone Lot Division of Lots 93 and 94	71-10-193
11	218A Berry St.	Lot 1B, Bryan's Addition to Edgefield	82-07-542
12	517A Weakley Ave.	Lots 9A & 9B, Weakley and Dodd's S/D of Lot 17, Brooklyn	71-10-32
	517B Weakley Ave.		71-10-195
13	191A-666 Putnam Dr.	Lots 191A, 191B, 192A, 192B on the Zone Lot Division of Lot Nos. 191 and 192, Royal Hills S/D	58-11-199
	191B-668 Putnam Dr.		58-11-230
	192A-670 Putnam Dr.		58-11-200
	192B-672 Putnam Dr.		58-11-231

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Tract No.	Property Address	Description	Map/Parcel
14	45A 3501 Westchester Dr.	Lots 45A, 45B, 46A, 46B, 50A, 50B, 51A, 51B, 53A, 53B, 54B, 58A, 58B, 59A, & 59B, Willow Creek Subdivision	50-02-53
	45B 3503 Brookway Dr.		50-02-81
	46A 3505 Brookway Dr.		50-02-54
	46B 3507 Brookway Dr.		50-02-82
	50A 3521 Brookway Dr.		50-02-58
	50B 3523 Brookway Dr.		50-02-83
	51A 3525 Brookway Dr.		50-02-59
	51B 3527 Brookway Dr.		50-02-84
	53A 3533 Brookway Dr.		50-02-61
	53B 3535 Brookway Dr.		50-02-85
	54B 3528 Brookway Dr.		50-02-86
	58A 3514 Brookway Dr.		50-02-66
	58B 3512 Brookway Dr.		50-02-87
	59A 3510 Brookway Dr.		50-02-67
	59B 3508 Brookway Dr.		50-02-88
15	1231-A Aline Ave.	Lot 51B, Plan of J. B. Haynie's Cumberland Heights Addition, Zone Lot Division of Lot N. 51	071-10-201

2464-68 CHECK 0101 09/09/2002

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

059717

IDENTIFICATION/REFERENCE

99 JUN -9 PM 12:27

BILL GARRETT
REGISTER
DAVIDSON COUNTY, TN.

BOOK 11519 PG. 311

CAMT	657751.00
CON TX	2433.68
PRFEE	1.00
WDEED	28.00
CFEE	2.00
TOTAL	2464.68
CHECK	2464.68

06/09/99 01 12:31 0001 7352

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1471820