ADH/JP

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

BOOK 11519 PG. 311

99 JUN -9 PM 12:28
ALL TAXES PAID
REGISTER
DAVIDSON COUNTY, TN.

05519618
CROSS REFERENCE

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 December 23, 1996, Southside III 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 319, 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 806, 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 12:30 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 Three Hundred Sixty Nine Thousand and 00/100 Dollars ($.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:

Land in Davidson County, Tennessee, being Lot No. 64, 65, 66, 67, 74, 75, 76, 77, 78, 79, 80 and 81, on the Plan of Willow Creek, Section III, as shown on plat of record in Plat Book 5200, page 631, 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 III Associates, L.P., a Tennessee Limited Partnership by deed of record in Book 7821, page 862, Register's Office for Davidson County, Tennessee.

The street addresses of these properties are believed to be: 3409, 3415, 3417 and 3421 Meadow Court, Nashville, Tennessee; 3305, 3309, 3313 and 3304 Brookdale Drive, Nashville, Tennessee; 1712, 1708, 1704 and 1705 Westchester Drive, Nashville, 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, Jan 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.

Alan 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 $369,000.00.

Alan D. Hall, Substitute Trustee

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

Alan P Shearer
Notary Public

My Commission Expires: 3-23-02

::ODMA\PCDOCS\TSD\179686\1

SCHEDULE A

PROPERTY OWNED BY SOUTHSIDE III ASSOCIATES, LTD.

Property Address	Description	Map/Parcel
3409 Meadow Court	Lot 64, Willow Creek § 3	50-2-72
3415 Meadow Court	Lot 65, Willow Creek § 3	50-2-73
3417 Meadow Court	Lot 66, Willow Creek	50-2-74
3421 Meadow Court	Lot 67, Willow Creek	50-2-75
3305 Brookdale Drive	Lot 74, Willow Creek	50-3-07
3309 Brookdale Drive	Lot 75, Willow Creek	50-3-08
3313 Brookdale Drive	Lot 76, Willow Creek	50-3-09
3304 Brookdale Drive	Lot 77, Willow Creek § 3	50-3-10
1712 Westchester Drive	Lot 78, Willow Creek § 3	50-3-11
1708 Westchester Drive	Lot 79, Willow Creek § 3	50-3-12
1704 Westchester Drive	Lot 80, Willow Creek § 3	50-3-13
1705 Westchester Drive	Lot 81, Willow Creek § 3	50-3-16

::ODMA\PCDOCS\TSD\179686\1

7353 04/09 0101 60/90 03CHECK 1384-30

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

0597618

IDENTIF. & REFERENCE

99 JUN -9 PM 12:28

JILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

BOOK 11519 PG. 315

CAMT 369000.00
CON TX 1365.30
PRFEE 1.00
WDEED 16.00
CFEE 2.00
TOTAL 1384.30
CHECK 1384.30

06/09/99 01 12:31 0001 7353

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1471821