Box 38 JFK

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This Instrument Prepared By:
Jack F. King, Jr.
MILLER, MARTIN & TRABUE
1200 First Union Tower
150 4th Avenue North
Nashville, TN 37219

New Owner:	**Send Tax Bills To:**	**Tax Map & Parcel No.:**
WBL II Real Estate Limited Partnership c/o Archon Group 600 East Las Colinas Irving, Texas 75039 Attn: Mr. Van Littrell	Same	Map 95-11 Parcel 199

SUBSTITUTE TRUSTEE'S QUITCLAIM DEED

THIS DEED is executed to be effective as of the 18th day of June, 1999 from Robert M. Holland, Jr. as Grantor, in his capacity as Substitute Trustee, to WBL II Real Estate Limited Partnership as Grantee.

W I T N E S E T H:

WHEREAS, on June 14, 1983, Nashville Residence Corp., a Tennessee corporation, executed a Deed of Trust and Security Agreement (the "Deed of Trust") to the trustee named therein to secure the prompt payment of certain indebtedness held by and owing to Savers Federal Savings and Loan Association, ("Original Lender") 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 6074, page 855, to which reference is hereby made; and

WHEREAS, WBL II Real Estate Limited Partnership ("Lender") is the successor in interest to Original Lender and is the current holder of the Deed of Trust and the indebtedness secured thereby; 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, and the entire balance owing thereunder was due and payable; and

WHEREAS, pursuant to the terms of the Deed of Trust, Robert M. Holland, Jr. was appointed as Substitute Trustee as reflected in that certain Appointment of Substitute Trustee recorded in Book 10049, page 780 in the Register's Office of Davidson County, Tennessee.

WHEREAS, by virtue of the power and authority vested in Robert M. Holland, Jr., as Substitute Trustee under the Deed of Trust, and at the request of Lender, 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, Jack F. King, Jr., as agent for Robert M. Holland, Jr., as Substitute Trustee, did, on June 18, 1999, commencing at 11:00 A.M. pursuant to advertisement of sale published in The Nashville Record in its editions of May 13, 20 and 27, 1999, offer for sale and sell 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 Nine Million Fifty Thousand and 00/100 ($9,050,000.00).

NOW, THEREFORE, I, Robert M. Holland, Jr., 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 and being Lot No. 1 on the Plan of Atrium Way, Phase One, of record in Plat Book 5200, page 538, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey by J. Bruce Rainey, surveyor #823 dated December 6, 1982 and February 1, 1983, and known as Job No. 82-016 as follows:
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> Beginning at a concrete monument set on the northerly margin of Elm Hill Pike, said point of beginning being the Southeast corner of this Lot; thence with the margin of the said Pike South 82 deg. 02' 52" West 374.00 feet to a point; thence leaving the margin of the said Pike and with a curve to the right having a radius of 25.00 feet and a long chord of 35.36 feet said chord having a bearing of North 52 deg. 57' 08" West a distance along the curve of 39.27 feet to a point; thence with the easterly margin of Atrium Way North 07 deg. 57' 08" West 109.53 feet to a point; thence continuing with the said margin South 82 deg. 02' 52" West 5.00 feet to a point; thence with a curve to the left having a radius of 166.00 feet and a long chord of 199.78 feet said chord having a bearing of North 44 deg. 56' 52" West a distance along the curve of 214.37 feet to a point; thence North 81 deg. 56' 36" West 149.69 feet to a point; thence leaving the margin of the said Atrium Way and with the easterly line of Lot No. 2 of this subdivision North 18 deg. 47' 21" East 123.44 feet to a point; thence North 50 deg. 03' 51" East 255.00 feet to a point in the line of the Dave Harrison land; thence with Harrison's line on a fence South 69 deg. 09' 37" East 96.81 feet to a point; thence South 22 deg. 06' 36" West 29.16 feet to a point; thence South 69 deg. 44' 06" East 136.16 feet to a point; thence North 32 deg. 04' 16" East 57.74 feet to a point in the line of the Cloverdale Subdivision of record in Plat Book 2133, page 9, Register's Office for Davidson County, Tennessee; thence with the line of the said Cloverdale Subdivision South 29 deg. 57' 39" East 112.74 feet to a point; thence South 73 deg. 58' 30" East 233.32 feet to a point; thence leaving the said Cloverdale Subdivision South 08 deg. 41' 38" West 301.97 feet to the point of beginning, containing 248.158 square feet (5.697 Acres), more or less,
>
> Being the same property conveyed to Samuel A. Hardage by deed from Orlando Residence, Ltd., a Florida limited partnership of record in Book 10731, page 310, Register's Office for Davidson County, Tennessee (a to land only),

Together with all Mortgaged Property, including the Buildings, Fixtures, Personalty and Rents, as those terms are defined in the Deed of Trust, to which reference is hereby made, and which definitions are incorporated herein by reference, all of which were sold and conveyed along with the above-described Land pursuant to Tenn. Code Ann. §47-9-501(4).

The street address of the property is believed to be: 2300 Elm Hill Pike, Nashville, Tennessee (also known as 2300 Atrium Way, 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 and all liens, leases, easements, encumbrances and other matters that are prior to the right of the lien and security title of the Deed of Trust.

As required by the Deed of Trust, this Deed shall be deemed to contain a general warranty of title from the original grantor under the Deed of Trust.

IN WITNESS WHEREOF, I, Robert M. Holland, Jr., Substitute Trustee, have executed this instrument to be effective the date first above written.

Robert M. Holland, Jr.
Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, JACK F. KING JR., Notary Public, Robert M. Holland, Jr., 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 18th day of June, 1999.

Jack F King Jr
Notary Public

My Commission Expires: 7/22/2000

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 $ 9,050,000.

Fran Vanner

Sworn to and subscribed before me this 18th day of June, 1999.

Jack F King Jr
Notary Public

My Commission Expires: 7/22/2000

::ODMA\PCDOCS\TSD\180804\1

99 JUN 21 PM 3:23
0101 02CHECK 33508.00
0602345
NAME FOR REFERENCE

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

0602345

REFERENCE

99 JUN 21 PM 3:23

RECEIVED
AND RECORDED

CAMT
9050000.00
CON TX 33485.00
PRFEE 1.00
WDEED 20.00
CFEE 2.00
TOTAL 33508.00
CHECK 33508.00

06/21/99 01 15:27 0001 2448

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RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1481001