Box 1
JM

#2039660.1 7/28/99

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC
2700 First American Center
Nashville, Tennessee 37238

BOOK 11596 PAGE 26

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Awtar S. Bhatti Sarabjit M. Bhatti and Jyothi Nat Mann 605 Harpeth Knoll Road Nashville, TN 37221	Same	Map 106-03, Parcel 22

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, DOUGLAS O. HERNDON and wife, ELOISE B. HERNDON ("Grantors"), have this day bargained and sold, and do hereby transfer and convey unto AWTAR S. BHATTI and wife, SARABJIT M. BHATTI, a 50% undivided interest and to JYOTHI NAT MANN, a 50% undivided interest ("Grantees") their heirs and assigns, certain real property in Davidson County, Tennessee, described on Exhibit A attached herreto.

The source of this description is the prior deed.

Being the same real property conveyed to Douglas O. Herndon and wife, Eloise B. Herndon, by Quitclaim Deed from Grand Ole Market, Inc., of record in Book 7070, page 545, Register's Office for Davidson County, Tennessee, and by deed from Grand Ole Market, Inc., of record in Book 7082, page 685, said Register's Office.

This is improved property known as 1445 Elm Hill Pike, Nashville, TN.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantees, their heirs and assigns, forever.

GRANTORS reserve a vendor's lien to secure the unpaid portion of the purchase price: $372,000.00.

GRANTORS covenant and bind themselves, their heirs and representatives to warrant specially and forever defend the title to said real estate to Grantees, their heirs and assigns, against the lawful claims of all persons claiming through and under Grantors (other than claims arising out of the matters set forth on Exhibit B.

IN WITNESS WHEREOF, Grantor executed this instrument on this 29th day of July, 1999.

Douglas O Herndon
DOUGLAS O. HERNDON

Eloise B Herndon by
ELOISE B. HERNDON, By: Douglas O. Herndon,
Attorney-in-Fact

Douglas O Herndon
Atty-in-fact

See Power of-Attorn attached.

0618003
IDENTIF. ← REFERENCE

99 JUL 30 PM 1:34
JILL GAUNTT REGISTER
DAVIDSON COUNTY, TN.

9340 07/30 0101 CKCHECK 1759.50

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, JONI MILLER, a Notary Public, Douglas O. Herndon 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 29th day of July, 1999.

Notary Public

My Commission Expires: 7/22/2000

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Publicly appeared before me, JONI MILLER a Notary Public, Douglas O. Herndon, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the attorney-in-fact of Eloise B. Herndon, and is authorized by Eloise B. Herndon to execute this instrument on behalf of the said Eloise B. Herndon.

WITNESS my hand, at office, this 29th day of July, 1999.

Notary Public

My Commission Expires: 7/22/2000

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration or value (whichever is greater) for this transfer is $465,000.00.

Affiant

Subscribed and sworn to before me, this 29th day of July, 1999.

Notary Public

My Commission Expires:
7/22/2000

EXHIBIT "A"

Tract 1:

Land in the Third Civil District of Davidson County, Tennessee, being part of Lot 6 on the Plan of the Eduard Trabue Lands, as of record in Minute Book 1, page 190, of the United States Circuit Court at Nashville, Tennessee, and being a 0.041 triangular shaped parcel described according to a survey of Ragan-Smith-Murphy & Associates, September 4, 1985, revised May 21, 1986, Job No. 85-105, as follows:

Beginning at a point in the West right-of-way of Spence Lane approximately 100 +/- feet South of the center line of Elm Hill Pike and being the corner of the Jamie H. Lewis; thence South with the right-of-way of Spence Lane, following a curve to the left, having a radius of 7 deg. 53' 07", a radius of 581.24 feet, a tangent of 40.06 feet, a chord of 79.93 feet, a chord bearing of South 14 deg. 13' 42" East a length of 79.99 feet to a point; thence leaving the right-of-way, South 88 deg. 01' 46" West 48.04 feet to a corner of the Jamie H. Lewis tract; thence North 19 deg. 43' 07" East 84.06 feet with the Lewis East property line to the right-of-way of Spence Lane and being the point of beginning, containing 1,803 square feet or 0.041 acre.

Tract 2:

Land in Davidson County, Tennessee, being part of Lot No. 6 of the Trabue Lands, as of record in Minute Book 1, pages 190 and 191, in the United States Circuit Court, described as follows:

Beginning at a point in the southerly margin of Elm Hill Pike, said point being the northeast corner of Lot No. 2 on the Plan of a resubdivision of part of Lot No. 6 on the Plan of the Eduard Trabue Property, of record in Book 4660, page 88, Register's Office for Davidson County, Tennessee; thence southwardly along the easterly line of said Lot No. 2, a distance of 150 feet to a point in said line; thence leaving said line along the northerly line of the property conveyed to Robert J. Ballz, Jr., et al., by deed from Jamie Harding Lewis, et al., of record in Book 5728, page 399, Register's Office for Davidson County, Tennessee, North 88 deg. 00' 32" East 121.88 feet to a point, in the easterly line of the property conveyed to Robert J. Ballz, Jr., et al., by deed from R. O. Rollins, Sr., et ux., of record in Book 4241, page 719, Register's Office for Davidson County, Tennessee; thence northwardly along the westerly line of the aforesaid Ballz, et al., tract, a distance of 82 feet, more or less, to a point in the westerly margin of Spence Lane; thence northwardly along the westerly margin of Spence Lane, 30.45 feet, more or less, to a point, the beginning of a curve to the left; thence northwestwardly around said curve, 37.23 feet to a point, in the southerly margin of Elm Hill Pike; thence westwardly along the southerly margin of Elm Hill Pike, 56.96 feet, more or less, to the point of beginning.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

EXHIBIT B

1. 1999 taxes, a lien, which are not yet due and payable.

2. Matters reflected by the title insurance policy furnished to Grantees in connection with this conveyance.

COPY

THIS INSTRUMENT PREPARED BY: MARK H. WESTLAKE, ATTORNEY, WESTLAKE & MARSDEN, P.C.
SunTrust Center, 424 Church Street, Suite 1400, Nashville, Tennessee 37219, (615) 726-3400

BOOK 11596 PAGE 30

DURABLE GENERAL POWER OF ATTORNEY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

I, **ELOISE BRYANT HERNDON**, the undersigned of Brentwood, Tennessee, revoke all powers of attorney previously granted by me and appoint my husband, DOUGLAS OVERTON HERNDON, my Attorney-in-Fact, and if, my husband, DOUGLAS OVERTON HERNDON, is deceased, incompetent or chooses not to serve, I appoint, my son, DOUGLAS MICHAEL HERNDON, my Attorney-in-Fact for my use and benefit to do all the following acts as fully, completely and amply for all purposes as I might or could do if acting personally, including but not limited to all acts described in the introductory paragraph and all subparagraphs of Tennessee Code Annotated ("T.C.A.") § 34-6-109, § 35-50-110, and all the following:

1. To recover and receive all goods, chattels, debts, rents, interest or sums of money, due or belonging to me, and to give acquittances, receipts, releases, satisfactions, or other discharges for the same, whether under seal or otherwise;

2. To make, execute, endorse, accept, and deliver all checks, notes, drafts, warrants, acknowledgments, agreements and all other instruments in writing, as my attorney-in-fact may deem necessary or desirable for my interests;

3. To execute, acknowledge and deliver any and all contracts, deeds, leases, assignments of mortgage, extensions of mortgage, satisfactions of mortgage, releases of mortgage, subordination agreements, and any other instrument or agreement affecting property presently mine or hereafter acquired, or located anywhere, which my attorney-in-fact may deem necessary or desirable for my interests;

4. To borrow money from any source on any terms and conditions, with or without security, as my attorney-in-fact deems advisable and to sign all instruments necessary or advisable in connection with any borrowings.

5. To take possession of any land, real estate, leaseholds, houses, stores, or buildings, belonging to me, or to the possession of which I may be or may become entitled, and to receive and take rents, profits, or issues of and to let or renew leases of the same in any manner my attorney-in-fact shall deem necessary or desirable for my interests.

6. To commence, and prosecute in my behalf, any suits or actions or other legal or equitable proceedings for the recovery of any of my lands or goods, chattels, debt, duties, causes or claims, due or becoming due or belonging to me, and to maintain or discontinue the same;

7. To manage my business affairs, and to recover, receive lands, leaseholds, rents or real estate, goods or chattels, debt, interest or sums of money or any other thing my attorney-in-fact, thinks is due, owing, belonging to or payable to me;

8. To have free and private access to any safe deposit box on which I have signatory authority and full right to add to or withdraw the contents.

9. To appear, answer, and defend actions and suits commenced against me and to compromise, settle, and adjust, all actions, suits, accounts, dues, and demands, as my attorney-in-fact thinks proper; hereby giving to my attorney-in-fact power and authority to execute, perform and finish all those things my attorney-in-fact shall deem necessary or desirable concerning the premises, as fully as I, might or could do if personally present, hereby ratifying and confirming whatever my attorney-in-fact does.

10. To contribute property to any trust created by me and to exercise all powers retained or held by me pursuant to any such trust, including without limitation all powers to remove and appoint successor and additional trustees.

11. To make gifts to or pay amounts on behalf of any one or more of my issue of whatever degree, including my attorneys-in-fact or to a trust created by me for my benefit, provided that all gifts must be excludable under § 2503(h) or § 2503(e) of the Internal Revenue Code of 1986 as amended or the corresponding provisions of any subsequent federal tax law.

12. To make, sign and file all income or gift tax returns or declarations or amendments to returns or declarations required or permitted by the United States or any state or county, municipal or other legally constituted authority. To sign and file all powers of attorney and declaration of representation Forms 2848. To receive confidential tax related information. To receive, collect and endorse checks in payment of any refund of Internal Revenue taxes, penalties or interest. To execute waivers (including offers of waivers) of restrictions on assessments or collection of deficiencies in tax and waivers of notice of disallowance of a claim for credit or refund. To execute consents extending the statutory period for assessment or collection of taxes. To execute closing agreements under 7121 of the Internal Revenue Code or any similar or related provision. To delegate authority or to substitute another representative.

13. To consent to medical and mental examinations and treatment to whatever extent required, and provide for my care, comfort, maintenance and support including but not limited to medical and psychological services, as my attorney-in-fact deems appropriate. To contract for my entry into and maintenance in, or release from, any hospital, or other type of health care center, including the authority to approve and give consent to any type of surgery or other medical treatment, should I at any time in the opinion of a licensed physician be incompetent or incapable of acting for myself. I desire to live in a conscious state aware of my being and capable of normal activities of a person once I recover from an illness or injury. I do not want to be kept technically alive if there is no reasonable expectation of my recovery and return to a normal existence. Reference to ultimate prognosis means the expectation of my condition once maximum expected recovery occurs. If any medication, medical or surgical procedure or life support equipment would be useless in changing my ultimate prognosis to achieve the desired level previously stated, I direct that treatment be withheld, or, if begun before determining my ultimate prognosis, then stopped as quickly as possible after the ultimate prognosis is made. I authorize my attorney-in-fact to sign any waiver, declaration, release or other document required by any governmental agency or body or any doctor, hospital or other health care provider in order to facilitate my wishes as expressed in this paragraph. I release any person acting for me, any physician and any institution from legal liability for exercising the

directive regarding medical treatment in this instrument. This release is binding on my heirs, legal representatives and assigns. If any physician treating me refuses to carry out my expressed wishes regardless of the reason, I authorize my attorney-in-fact to terminate the services of such physician and obtain the services of another physician who will carry out my wishes. If any physician's refusal to carry out my wishes results in increased expense to me or my estate, I authorize my attorney-in-fact to refuse payment until the amount of expense is adjusted. To have full access to all medical and judicial records. To make disposition of all or any part of my body, authorize an autopsy and direct disposition of my remains except that no part of my body may be used for transplantation or medical research.

14. Without limiting the foregoing, to sign or perform any other act, deed, matter or thing whatsoever, that ought to be done, signed or performed, or that, in the opinion of my attorney-in-fact ought to be done, signed or performed in and about the premises, of every nature and kind whatsoever, as fully and effectually as I could do if personally present and acting.

15. To acquire or maintain medical insurance coverage for me and my dependents. To sign each form or documents necessary for medical insurance and to sign and submit all claims for reimbursement of medical expenses and to receive payment of claims.

16. To acquire or maintain disability insurance for me. To sign each form or document necessary for disability insurance and to sign, submit and prosecute all claims for benefits due under disability insurance policies.

17. To acquire or maintain life insurance on my life and to sign each form or document related to life insurance. To exercise all rights as the owner of life insurance policies held by me or acquired by my attorney-in-fact.

18. To authorize withholding or withdrawal of health care if I have a terminal condition as defined in T.C.A. § 32-11-103(9) or in accordance with the instructions in my living will.

This instrument is to be construed and interpreted as a durable general power of attorney. The enumeration of specific items, rights, acts, or powers is not intended to limit or restrict, and may not be construed or interpreted to limit or restrict the general powers granted to my attorney-in-fact.

This power of attorney shall not be affected by any subsequent disability or incapacity of mine if such should occur. It is my express intent that the authority herein conferred upon my attorney-in-fact shall be exercisable in all events notwithstanding my subsequent disability or incapacity pursuant to T.C.A.§ 34-6-102 *et seq.*

If any guardianship or conservatorship proceedings are commenced on my behalf, pursuant to T.C.A. § 34-6-104(b), I nominate my attorney-in-fact to serve as guardian or conservator.

DATED: Aug 12, 1996.

WARNING TO PERSON EXECUTING THIS DOCUMENT

This is an important legal document. Before executing this document you should know these important facts.

This document gives the person you designate as your agent (the attorney in fact) the power to make health care decisions for you. Your agent must act consistently with your desires as stated in this document.

Except as you otherwise specify in this document, this document gives your agent the power to consent to your doctor not giving treatment or stopping treatment necessary to keep you alive.

Notwithstanding this document, you have the right to make medical and other health care decisions for yourself so long as you can give informed consent with respect to the particular decision. In addition, no treatment may be given to you over your objection, and health care necessary to keep you alive may not be stopped or withheld if you object at the time.

This document gives your agent authority to consent, to refuse to consent, or to withdraw consent to any care, treatment, service, or procedure to maintain, diagnose or treat a physical or mental condition. You also authorize your agent to order the withholding or withdrawal of health care if you have a terminal condition. This power is subject to any limitations that you include in this document. You may state in this document any types of treatment that you do not desire. In addition, a court can take away the power of your agent to make health care decisions for you if your agent (1) authorizes anything that is illegal or (2) acts contrary to your desires as stated in this document.

You have the right to revoke the authority of your agent by notifying your agent or your treating physician, hospital or other health care provider orally or in writing of the revocation.

Your agent has the right to examine your medical records and to consent to their disclosure unless you limit this right in this document.

Unless you otherwise specify in this document, this document gives your agent the power after you die to (1) authorize an autopsy, (2) donate your body or parts thereof for transplant or therapeutic or educational or scientific purposes, and (3) direct the disposition of your remains.

If there is anything in this document that you do not understand, you should ask a lawyer to explain it to you.

Eloise Bryant Herndon
ELOISE BRYANT HERNDON

I declare under penalty of perjury under the Law of Tennessee that **ELOISE BRYANT HERNDON**, who signed this document, is personally known to me to be **ELOISE BRYANT HERNDON**; that **ELOISE BRYANT HERNDON** signed this Durable General Power of Attorney in my presence; that **ELOISE BRYANT HERNDON** appears to be of sound mind and under no duress, fraud or undue influence; that I am not the person appointed as attorney-in-fact by this document; that I am not a health care provider, an employer of a health care provider, the operator of a health care institution nor an employee of an operator of a health care institution; that I am not related to **ELOISE BRYANT HERNDON** by blood, marriage or adoption; that, to the best of my knowledge, I do not, at the present time have a claim against any portion of the estate of **ELOISE BRYANT HERNDON** upon her death; and that to the best of my knowledge, I am not entitled to any part of the estate of **ELOISE BRYANT HERNDON** upon the death of **ELOISE BRYANT HERNDON** under a will or codicil thereto now existing, or by operation of law.

Mark A Westhelm
WITNESS

Pamela E Stockard
WITNESS

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Subscribed, sworn to and acknowledged before me by **ELOISE BRYANT HERNDON**, the declarant and by Mark H. Westhelm. and Pamela E Stockard all of whom with which I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the foregoing durable general power of attorney for the purposes therein contained, this 12th day of August, 1996. WITNESS my hand and official seal at Nashville, Tennessee this 12th day of August, 1996.

Janis D Lorman
NOTARY PUBLIC

My Commission Expires: 7-22-2000
D:\WORD\WORD\298.01\MRS.POA7/11/96

NOTARY PUBLIC DAVIDSON COUNTY, TN

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

0618003
IDENTIF. ↑ REFERENCE

99 JUL 30 PM 1:34

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

BOOK 11596 PAGE 35

CAMT	465000.00
CON TX	1720.50
PRFEE	1.00
WDEED	36.00
CFEE	2.00
TOTAL	1759.50
CHECK	1759.50

07/30/99 01 13:39 0001 9340

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1497582