Box 38

This Instrument Prepared By:

Robert E. W. Lineberger, Esq.
MILLER, MARTIN & TRABUE
1200 First Union Tower
150 4th Avenue North
Nashville, TN 37219

Davidson County DEEDWARR
Recvd: 10/11/00 15:45 4pgs
Fees:19.00 Taxes:210.90
20001011-0101149

Property Owner:

James C. Hailey and Karen A. Hailey
545 Grand Oaks Drive
Brentwood, TN 37027

Map 095-04-0
Parcel 39

Responsible for Real Property Taxes: Same

WARRANTY DEED IN LIEU OF FORECLOSURE

WHEREAS, Christopher S. Hailey (the "Payor") is the maker of that certain promissory note dated June 19, 1995 (the "Note") which note is secured by a Deed of Trust of Record with the Register of Deeds Office, Davidson County, Tennessee, at Book 9706, Page 310, on the property described on Exhibit "A" attached hereto and made a part hereof (the "Deed of Trust") and

WHEREAS, James C. Hailey and wife, Karen A. Hailey are the owners and holders of the Note; and

WHEREAS, the Payor has defaulted on and remains in default on the Note, and James C. Hailey and wife, Karen A. Hailey, have agreed to accept this conveyance as the full and complete satisfaction of the Note and the full and complete cancellation of the indebtedness secured by the Deed of Trust in lieu of commencing foreclosure proceedings.

NOW, THEREFORE, for and in consideration of the sum of Ten and No/100 ($10.00) Dollars, cash in hand paid, and other good and valuable considerations, including the full cancellation and satisfaction of the indebtedness described in and secured by a Deed of Trust of record in Book 9706, page 310, Register's Office for Davidson County, Tennessee, the receipt of which is hereby acknowledged, CHRISTOPHER S. HAILEY (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey unto JAMES HAILEY and wife, Karen A. Hailey (the "Grantee"), their heirs and assigns, all that tract or parcel of land described on Exhibit "A" hereto.

This is improved property located at 236-238 McGavock Pike, Nashville, Tennessee 37214.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, their heirs and assigns, forever.

AND Grantor covenants that he is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except as set out in Exhibit "B" hereto. Grantor further covenants and binds himself, his successors and assigns to warrant and forever defend the title to said real estate to said Grantee, their successors and assigns against the lawful claims of all persons.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument on this the 25th day of September, 2000.

Christopher S. Hailey
CHRISTOPHER S. HAILEY

* * * *

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, CHRISTOPHER S. HAILEY, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office in Waverly, Tennessee, on this the 25th day of September, 2000.

NOTARY PUBLIC

My Commission Expires: 9-1-02

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $57,000.00.

Affiant

Sworn to and subscribed before me
this 28th day of September, 2000.

Notary Public

My Commission Expires: 11-24-01

EXHIBIT "A"

Land in Davidson County, Tennessee, described as follows, to wit:

LAND in Davidson County, Tennessee, being Lot No. 232, on the Plan of Merry Oaks Subdivision, of record in Plat Book 1835, pages 67 and 68, said Register's Office, to which reference is hereby made for a more complete and accurate legal description

BEING the same property conveyed to Christopher S. Hailey by deed from James C. Hailey and wife, Karen A. Hailey, of record in Book 9706, page 307, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

1. Taxes for 2000.

2. Said property is conveyed subject to such limitations, restrictions, and encumbrances as may affect the premises.