Bk/36

(1)

Davidson County DEEDWARR
Recvd: 12/13/00 13:46 7pgs
Fees:31.00 Taxes:5920.00

20001213-0122756

SITE NO. 32
Bellevue Mall
Nashville, Tennessee

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR, PLC (SLW)
3305 West End Avenue
Nashville, Tennessee 37203

AFTER RECORDING, RETURN TO:
Mr. Mark Lee
FIRST AMERICAN TITLE INSURANCE CO.
6077 Primacy Parkway,
Suite 121 B
Memphis, Tennessee 38119

Address New Owner:	Send Tax Bills To:	Map-Parcel No.:
Atlantic Financial Group, Ltd., a Texas limited partnership, doing business in Tennessee as Atlantic Financial Group, Limited Partnership 1000 Ballpark Way, Ste. 304 Arlington, TX 76011	Douglas, Elliman-Beitler 814 Church Street Nashville, TN 37202 Attn: Senior Property Manager	Map/Parcel 142-300.00

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of TEN and NO/100 DOLLARS ($10.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, FIRST UNION NATIONAL BANK, a national banking association, hereinafter called "Grantor", has this day bargained and sold, and does hereby transfer and convey unto ATLANTIC FINANCIAL GROUP, LTD., a Texas limited partnership, doing business in Tennessee as Atlantic Financial Group, Limited Partnership, hereinafter called "Grantee", its successors and assigns, certain real estate in Davidson County, Tennessee, described as follows:

See Schedule "A" attached hereto
and incorporated herein by this reference.

This is improved property known as 7612 U. S. Highway 70 South, Nashville, Tennessee. See Schedule "B" attached hereto and incorporated herein by this reference for information concerning the succession by Grantor to the interest conveyed herein.

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

Grantor further covenants that it is seized and possessed of said real estate and has the right to convey it, and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise; provided, however, that this conveyance is subject to (i) all covenants, conditions, easements and other matters of record; (ii) all matters set forth in Schedule B of the title insurance policy issued by First American Title Insurance Company in connection with this conveyance; and (iii) certain rights of first refusal contained in the deed to Grantor of record in Book 9447, page 776, Register's Office for Davidson County, Tennessee. The rights of first refusal have been w

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

not

apply to a sale or transfer resulting from a merger by Purchaser, its successors and assigns, or required by applicable regulatory authorities.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this the 6th day of December, 2000.

"GRANTOR"

FIRST UNION NATIONAL BANK, a national banking association

By: Jimmy H. Medlin

Title: Vice President

STATE OF North Carolina

COUNTY OF Mecklenburg

Before me, Eileen Sepmeyer Dalop, a Notary Public of the State and County aforesaid, personally appeared Jimmy H. Medlin, with whom I am personally acquainted, and who, upon oath acknowledged him self to be Vice President of First Union National Bank, the within named bargainor, a national banking association, and that he as such officer, executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by him self as Vice President.

Witness my hand and seal at office this 6th day of December, 2000.

Eileen Sepmeyer Dalop
Notary Public

EILEEN SEPMEYER DALOP NOTARY PUBLIC CABARRUS COUNTY, N.C.

My Commission Expires:

My Commission Expires March 4, 2001

STATE OF TENNESSEE

COUNTY OF SHELBY

The actual consideration or value, whichever is greater, for this transfer is $ 1,600,000.00.

Affiant

SUBSCRIBED AND SWORN to before me, this 8th day of December, 2000.

My Commission Expires:

Notary Public

ALANA CARTER NOTARY PUBLIC AT LARGE My Comm. Exp. 5-6-2001 SHELBY CO. TN

SCHEDULE A

SITE 32

NEW LEGAL DESCRIPTION

BEING a parcel of land in the Second Civil District of Nashville, Davidson County, Tennessee, located on the north margin of U.S. Highway 70 west of Sawyer Brown Road being Lot No. 7 as shown on the Plan of Resubdivision of Lot 7, Bellevue Center of record in Plat Book 7900, Page 493, R.O.D.C. and being more particularly described as follows:

BEGINNING at an iron pin in the northerly margin of U.S. Highway 70, said pin being the common corner to Lots 9 and 7 as shown on above-referenced plat;

Thence, with U.S. Highway 70, N74 degrees 30'00"W, 257.99 feet to a p.k. nail;

Thence, leaving said margin with a curve concave to the north having a central angle of 86 degrees 11'09", a radius of 50.00 feet and a chord of N31 degrees 24'25"W, 68.32 feet for an arc length of 75.21 feet to a p.k. spike in the east line of Lot No. 5 as shown on Plat Book 7900, Page 473, R.O.D.C.;

Thence, N11 degrees 41'09"E, 147.07 feet to a R.R. spike;

Thence, with a curve concave to the east having a central angle of 92 degrees 27'13", a radius of 48.00 feet and a chord of N57 degrees 54'45"E, 69.32 feet for an arc length of 77.45 feet to a tack in lead plug;

Thence, S75 degrees 51'40"E, 209.62 feet to a point in the south line of Lot No. 3;

Thence, with Lot No. 3 and a curve concave to the north having a central angle of 04 degrees 42'46", a radius of 626.00 feet and a chord of S78 degrees 13'03"E, 51.48 feet for an arc length of 51.49 feet to a tack in lead plug;

Thence, with the west line of Lot No. 9, S13 degrees 14'25"W, 253.11 feet to the point of beginning, containing 75,169 square feet or 1.73 acres, more or less.

Together with easements for ingress and egress as set forth in Book 7900, Pg. 493 and Book 7762, Pg. 492, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to First Union National Bank of Tennessee by Special Warranty Deed from Bellevue Associates, a Tennessee general partnership, of record in Book 9447, page 776, Register's Office for Davidson County, Tennessee.

Schedule "B"

STATE OF TENNESSEE

Site No. 32

COUNTY OF DAVIDSON

AFFIDAVIT OF MERGER

First Union National Bank, Charlotte, North Carolina, a national banking association, by and through its undersigned officer, certifies the following:

1. On July 31, 1997, First Union National Bank of South Carolina, First Union National Bank of Tennessee, First Union National Bank of Virginia, First Union National Bank of Maryland, First Union National Bank of Washington, D.C., and First Union Bank of Connecticut merged with and into First Union National Bank (Charlotte, NC), as evidenced by a copy of the official certification of the Office of the Comptroller of the Currency, Administrator of National Banks, attached hereto; and

2. On February 26, 1998, First Union National Bank (Charlotte, North Carolina) merged into and under the charter and title of First Union National Bank (Avondale, Pennsylvania), with the headquarters of the resulting bank being located in Charlotte, North Carolina, as evidenced by a copy of the official certification of the Office of the Comptroller of the Currency, Administrator of National Banks, attached hereto.

This the 22nd day of November, 2000.

FIRST UNION NATIONAL BANK

By: Brad L. Mills
Vice President

ATTEST:
Anne T. Daniel
Assistant Secretary

Signed, sealed and delivered in the presence of:
Apryll M. Mitchell
Jennifer Y. Clemmons
Notary Public

My Commission Expires: 3/24/01

FULNC-79007

Comptroller of the Currency
Administrator of National Banks

Multinational Banking Division
250 E Street, SW
Washington, D.C. 20219

July 31, 1997

Mr. Robert L. Andersen
Senior Vice President
First Union Corporation
301 South College Street
31st Floor, LEG-0630
Charlotte, North Carolina 28288

Dear Mr. Andersen:

This letter is the official certification of the Office of the Comptroller of the Currency ("OCC") of the merger of the following banks into and under the charter of First Union National Bank, Charlotte, North Carolina, charter number 15650, effective July 31, 1997:

First Union National Bank of South Carolina, Greenville, South Carolina
First Union National Bank of Tennessee, Nashville, Tennessee
First Union National Bank of Virginia, Roanoke, Virginia
First Union National Bank of Maryland, Rockville, Maryland
First Union National Bank of Washington, D.C., District of Columbia
First Union Bank of Connecticut, Stamford, Connecticut

This also serves as the official authorization for First Union National Bank, charter number 15650, t operate the former head offices of the merging banks as branches at the sites indicated in the attachment to this letter. First Union National Bank, charter number 15650, is also hereby authoriz to operate the former branches of First Union Bank of Connecticut at the sites indicated in the attachment. Branch authorizations previously granted to the merging national banks automatically convey to First Union National Bank, charter number 15650, and will not be reissued. Copies of thi certificate should be furnished to personnel responsible for branch administration and the monitorin of compliance with 12 U.S.C. 371d.

Under the authority of 12 C.F.R. 5.37, approval is hereby granted to First Union National Bank for an aggregate investment in premises which, when combined with the Bank's investment in fixtures, shall not exceed $3,000,000,000.00. This approval is conditioned upon the application generally accepted accounting principles towards the additional investments in fixed assets. Compliance with this limitation shall be determined by the amount reported by the Bank on its "Call Report" as "premises and fixed assets".

This letter is also the official certification by the Office of the Comptroller of the Currency of increase in common stock outstanding by First Union National Bank, Charter Nr. 15650, from **$82,794,510.00** to **$88,079,265.00**, effective as of **July 31, 1997**.

Sincerely,

Richard T. Erb
Licensing Manager

Charter Number 15650

Attachment

Comptroller of the Currency
Administrator of National Banks

Bank Organization and Structure, 3-8
Washington, D.C. 20219-0001

February 20, 1998

OCC Control Nr. 97-ML-02-0050

Mr. Robert L. Andersen
Assistant General Counsel
First Union Corporation
301 South College Street
Charlotte, North Carolina 28288-0630

Dear Mr. Andersen:

This letter is the official certification of the Office of the Comptroller of the Currency for the merger of First Union National Bank, Charlotte, North Carolina, Charter Nr. 15650, into and under the charter and title of First Union National Bank, Avondale, Pennsylvania, Charter Nr. 22693, with the resulting bank located in Charlotte, North Carolina, effective February 26, 1998.

This letter also serves as the official authorization for First Union National Bank, Charter Nr. 22693, to operate its former head office in Avondale, Pennsylvania as a branch at the following location:

Popular Name : Avondale Branch
Certificate Nr : 111588A
Address : 102 Pennsylvania Avenue
Avondale, Pennsylvania

Branch authorizations previously granted to First Union National Bank, Charter Nr. 15650 automatically convey to the resulting bank and will not be reissued. Please furnish a copy of this certificate to personnel responsible for branch administration. In the event of questions, please contact Senior Licensing Analyst Cindy L. Hausch-Booth at (202) 874-5060.

Sincerely,

Richard T. Erb
Licensing Manager