(2)

Bk 36

Davidson County DEEDWARR
Recvd: 12/13/00 13:48 10pgs
Fees:43.00 Taxes:1147.00
20001213-0122757

SITE NO. 34
Charlotte Avenue Branch
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 91-14-127

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 5711 Charlotte Avenue, 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 all covenants, conditions, easements and other matters of record and all matters set forth in Schedule B of the title insurance policy issued by First American Title Insurance Company in connection with this conveyance.

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

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 Dubp, 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 Dubp
Notary Public

EILEEN SEPMEYER DUBP NOTARY PUBLIC MECKLENBURG COUNTY

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 $310,000.00

Affiant

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

My Commission Expires

Notary Public

ILANA CABTEE NOTARY PUBLIC AT LARGE My Comm. Exp. 5-8-2001 SHELBY CO. TN

SCHEDULE A

SITE 34

LEGAL DESCRIPTION

Being land in the First Civil District, Twenty Second Councilmanic District of Nashville, Davidson County, Tennessee and being a portion of Lot One on the plan of John M. Branham Farm as of record in Book 547, Page 14, R.O.D.C. Being generally located south of Charlotte Pike and west of Oceola Avenue and being more particularly described as follows:

BEGINNING, at an iron pin set of the southerly right-of-way of Charlotte Pike at the northwest corner of Mildred Juanita Brown as of record in Book 5177, Page 859, R.O.D.C.;

THENCE, with the westerly line of Mildred Juanita Brown, S 06 19' 59" E, 179.40 feet to an iron pin (set) on the northerly line of the Kroger Company, as of record in Book 9980, Page 894, R.O.D.C.;

THENCE, with the northerly line of the Kroger Company S 68 19' 21" W, 104.00 feet to an iron pin (set) in the easterly line of West Nashville Church of Christ, as of record in Book 2544, Page 28, R.O.D.C.;

THENCE, with the easterly line of West Nashville Church of Christ, N 06 46' 01" W, 185.19 feet to an iron pin set on the southerly right-of-way line of Charlotte Pike;

THENCE, with the southerly right-of-way of Charlotte Pike along a curve to the left, said curve having a radius of 2,898.00 feet, a central angle of 02 03' 23, a tangent of 52.01 feet and a chord bearing and distance of N 71 36' 09" E, 104.00 feet to the point of beginning.

Containing 18,396.6 square feet or 0.42 acres more or less.

Barge, Waggoner, Sumner and Cannon, Inc.
October 5, 1998
File 4057-01

Being the same property conveyed to Capital City Bank, Nashville, Tennessee by Warranty Deed from Jack C. Massey, Agent, of record in Book 4390, page 751, Register's Office for Davidson County, Tennessee. Capital City Bank merged into Nashville Bank and Trust Co., with a name change to Nashville City Bank and Trust Co., of record in Book 4461, page 568; and a subsequent name change to Dominion Bank of Middle Tennessee of record in Book 7163, page 430, in said Register's Office. First Union National Bank is successor to Dominion Bank of Middle Tennessee.

Schedule "B"

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Site No. 34

AFFIDAVIT OF MERGER

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

1. Effective as of June 23, 1993, Dominion Bank of Middle Tennessee was converted to a national bank and named Dominion National Bank of Tennessee as evidenced by a copy of the official certification of the Office of the Comptroller of Currency, Administrator of National Banks, attached hereto; and

2. Effective as of June 23, 1993, Dominion National Bank of Tennessee was changed to First Union National Bank of Tennessee 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

3. 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

4. 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: _____
Vice President

FULNC-79007

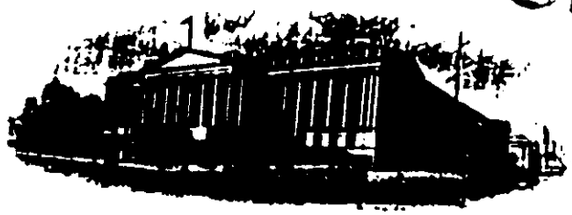
ATTEST:
Anne T. Daniel
Assistant Secretary

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

My Commission Expires: 3/24/01

Comptroller of the Currency

TREASURY DEPARTMENT



OF THE UNITED STATES

Washington, D. C.

Whereas satisfactory evidence has been presented to the Comptroller of the Currency that

DOMINION BANK OF MIDDLE TENNESSEE

located at NASHVILLE in the County of TENNESSEE has complied with all provisions of the statutes of the United States required to be complied with before being authorized to commence the business of banking as a National Banking Association

Now therefore I hereby certify that the above named association is authorized to commence the business of banking as a National Banking Association under the title DOMINION NATIONAL BANK OF TENNESSEE.

effective June 21, 1991.

In testimony whereof witness my hand and seal of office this 21st day of June 1991

Charter No 22649

Deputy

Comptroller of the Currency
Administrator of National Banks

Southeastern District
Marquis One Tower, Suite 600
245 Peachtree Center Avenue, N.E.
Atlanta, Georgia 30303

June 23, 1993

Ross E. Jeffries, Jr.
Vice President and
Assistant General Counsel
First Union Corporation
Legal Division
One First Union Center (0630)
Charlotte, North Carolina 28288

Re: 93-SE-04-004 - First Union National Bank of Tennessee
Nashville, Tennessee

Dear Mr. Jeffries:

The Office of the Comptroller of the Currency has received your letter concerning the title change and the appropriate amendment to the articles of association. The OCC has recorded that as of June 23, 1993, the title of Dominion National Bank of Tennessee, Charter Number 22649, was changed to "First Union National Bank of Tennessee".

As a result of the Garn-St Germain Depository Institutions Act of 1982, this Office is no longer responsible for the approval of national bank name changes nor does it maintain official records on the use of alternate titles. The use of other titles or the retention of the rights to any previously used title is the responsibility of the bank's board of directors. Legal counsel should be consulted to determine whether or not the new title, or any previously used title, could be challenged by competing institutions under the provisions of federal or state law.

Very truly yours,

Thelma J. Hodges
Analysis Specialist

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, to 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 authorized 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 this certificate should be furnished to personnel responsible for branch administration and the monitoring 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 of 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