Davidson County DEEDWARR
Recvd: 12/13/00 13:51 9pgs
Fees:39.00 Taxes:888.00
20001213-0122759

(4)

B64 36

SITE NO. 39
Foodmax Center
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 161-220.00

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 5531 Edmondson Pike, 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 Dunlap, 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 himself 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 himself as Vice President.

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

Eileen Sepmeyer Dunlap
Notary Public

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 $240,000.00

Affiant

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

My Commission Expires:

Notary Public

SCHEDULE A

SITE 39

LEGAL DESCRIPTION - SURVEY

Being a parcel of land in Nashville, First Civil District, Thirty-second, Councilmanic District, Davidson County, Tennessee located on the westerly side of Edmondson Pike north of Old Hickory Boulevard, being Lot No. 2 as shown on the plan of Food Max Shopping Center as of record in Book 7900, page 127, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

BEGINNING on an existing iron pin in the Southwest right-of-way of Edmondson Pike, said point being located North 19 degrees 47 minutes 47 seconds West 374.58 feet from the intersection of the southwestern right-of-way of Edmondson Pike and the Northern right-of-way of Old Hickory Boulevard, said point being the Southeast corner of the property herein described.

Thence from the POINT OF BEGINNING, leaving the Southwestern right-of-way of Edmondson Pike South 87 degrees 50 minutes 43 seconds West 242.86 feet (South 87 degrees 45 minutes 42 seconds West 242.62 feet, of record) to an existing capped iron pin;

Thence North 27 degrees 59 minutes 02 seconds East 184.80 feet (North 27 degrees 52 minutes 37 seconds East 184.97 feet, of record) to an existing capped iron pin;

Thence North 87 degrees 46 minutes 40 seconds East 103.25 feet (North 87 degrees 45 minutes 42 seconds East 103.20 feet, of record) to an existing punch hole in concrete, said point being located in the southwestern right-of-way of Edmondson Pike;

Thence continuing with the Southwestern right-of-way of Edmondson Pike South 15 degrees 10 minutes 52 seconds East 50.69 feet (South 15 degrees 17 minutes 49 seconds East 50.76 feet, of record) to an existing capped iron pin;

Thence continuing with the Southwestern right-of-way of Edmondson Pike South 19 degrees 54 minutes 38 seconds East 116.08 feet (South 19 degrees 52 minutes 20 seconds East 116.00 feet, of record) to the POINT OF BEGINNING containing 27424.02 square feet or 0.63 acres according to the survey by Michael Brady, Inc., 299 N. Weisgarber Road, Knoxville, Tennessee 37919-4013, signed by David L. Hurst, Tenn. Reg. No. 1886, dated October 4, 2000 and bearing MBI Comm. No. 00233.

Being the same property conveyed to Brentwood National Bank by Deed from Bruno's, Inc., an Alabama corporation, of record in Book 9251, page 128, in the Register's Office for Davidson County, Tennessee.

FOR INFORMATION PURPOSES ONLY:

Site No. 39 - FoodMax Center Drive-Thru - Davidson County; FATIC N/A #7304

Schedule "B"

(See Attached)

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Site No. 39

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 January 31, 1996 Brentwood National Bank merged into First Union National Bank of Tennessee as evidenced by a copy of the acknowledgment of the Office of the Comptroller of the Currency, Administrator of National Banks attached hereto; and

2. 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

3. 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

ATTEST:
_____
Assistant Secretary

Signed, sealed and delivered in the presence of:
_____
_____
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

January 31, 1996

Mr. Robert L. Andersen
Assistant General Counsel
First Union Corporation
Legal Division
One First Union Center LEG-0630
Charlotte, North Carolina 28288-0630

Dear Mr. Andersen:

This letter is the official certification of the Office of the Comptroller of the Currency ("OCC") to merge Brentwood National Bank, Brentwood, Tennessee, into First Union National Bank of Tennessee, Nashville, Tennessee, effective as of January 31, 1996. The resulting bank title is First Union National Bank of Tennessee, charter number 22649.

This is also the official authorization given to First Union National Bank of Tennessee to operate the main office of the target institution as a branch as follows:

Address:	5110 Maryland Way Brentwood, Tennessee
Certificate Number:	100414A

Branches of a national Bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

Sincerely,

Ralph E. Sharpe
Deputy Comptroller

Application Control Number	95-ML-02-023
Charter Number	22649

Comptroller of the Currency
Administrator of National Banks

Multinational Banking Division
250 E Street, S.W.
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 No. 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