This Instrument Prepared By:
Frederick W. Kindel, Esq.
FROST BROWN TODD, LLC
201 East Fifth Street
2500 PNC Center
Cincinnati, Ohio 45202
(513) 651-6800

Davidson County DEEDQC
Recvd: 06/27/03 13:47 9pgs
Fees:47.00 Taxes:0.00
20030627-0089433

QUIT CLAIM DEED

Site #57, #58, #59, #60, #61, #62 and #63

THIS DEED is made this _____ day of June, 2003, between **ATLANTIC FINANCIAL GROUP, LTD.**, a Texas limited partnership ("Grantor") and **U.S. BANK NATIONAL ASSOCIATION**, a national banking association ("Grantee") whose tax mailing address is 2800 East Lake Street, Minneapolis, Minnesota, Attn.: Amy Hernesman, that certain land located in Davidson County, Tennessee, and being more particularly described in **Exhibit-A** attached hereto and incorporated herein by reference (the "Land"), together with all structures, fixtures, buildings and improvements situated on the Land (such buildings, structures, fixtures and improvements being herein called the "Improvements"), together with all rights, privileges, easements and appurtenances thereto and all gaps, strips, hiatuses, gores and any land lying in the bed of any street, road or avenue, open or proposed, public or private, in front of or adjoining the Land or any part thereof (the Land, Improvements and other property, rights, privileges and interests described above are hereinafter collectively referred to as the "Property").

TO HAVE AND TO HOLD the Property, with all singular the rights, members and appurtenances thereof, to the same being, belonging, or in anywise appertaining thereto.

Prior Instrument Reference: Instrument #20001213-0122756; 20001213-0122761; 20001213-0122759; 20001213-0122760; 20001213-0122757; and 20001213-0122758 of the Records of Davidson County, Tennessee.

EXECUTED on the date set forth in the acknowledgment attached hereto to be effective as of the ____ day of June, 2003.

ATLANTIC FINANCIAL GROUP, LTD.,
a Texas limited partnership

By: Atlantic Financial Managers, Inc.,
a Texas corporation,
its General Partner
By:_____
Print Name: Stephen Brookshire
Title: President

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

The foregoing instrument was acknowledged before me, a Notary Public, this 17 day of June, 2003 by Stephen Brookshire, President of **ATLANTIC FINANCIAL MANAGERS, INC.**, a Texas corporation, General Partner of **ATLANTIC FINANCIAL GROUP, LTD.**, a Texas limited partnership, on behalf of said corporation and the partnership.

JUDITH E. TAYLOR
Notary Public, State of Texas
My Commission Expires
SEPT. 18, 2005

Judith E. Taylor
Notary Public
My Commission Expires:_____

STATE OF Minnesota)
) ss:
COUNTY OF Hennepin)

I hereby swear or affirm that, to the best of my knowledge, information and belief, the actual consideration for this transfer or the value of the property transferred is $-0-.

U.S. BANK NATIONAL ASSOCIATION,
A national banking association

By: Kenneth D. Nelson
Print Name: Kenneth D. Nelson
Title: Senior Vice President

Sworn to and subscribed before me this 19 day of June, 2003.

Notary Public
My Commission Expires: 1-31-2005

KRAIG SIEBENALER
Notary Public
Minnesota
My Commission Expires Jan 31, 2005

Address of Owner: U.S. Bank National Association
2800 East Lake Street
Minneapolis, Minnesota 55406
Attn.: Amy Hernesman

Send Tax Bills to: Same

Addresses of Properties:

Site 57 – Bellevue Mall, 7612 U.S. Hwy 70 South, Nashville, Tennessee
Site 58 – 1711 Broadway Street, West End, Nashville, Tennessee
Site 59 – 5711 Charlotte Avenue, Nashville, Tennessee
Site 60 - 747 Fessler's Lane, Nashville, Tennessee
Site 61 – Foodmax Center, 5531 Edmonson Pike, Nashville, Tennessee
Site 62 – Hickory Hollow, 929 Bell Road, Nashville, Tennessee
Site 63 – 4045 Nolensville Road, Nashville, Tennessee

Map-Parcel Numbers:

Site 57 –142-300.00
Site 58 –92-16-206.00
Site 59 –91-14-127
Site 60 –Map 106-5, par. 141 and 142/6DA3540, 6DA3545
Site 61 –161-220.00
Site 62 –153-238.00
Site 63 –143-03-043.00

This Instrument Prepared by:

FROST BROWN TODD LLC
2200 PNC Center, 201 East Fifth Street
Cincinnati, Ohio 45202

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EXHIBIT A

Legal Description

DAVIDSON COUNTY, TENNESSEE

Site #57

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.

Site #58

BEING a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located on the easterly margin of Broad Street south of Seventeenth Avenue South being portions of Lots 140 and 141 of Boyd's Home Tract of record in Plat Book 21, Page 39, R.O.D.C. and being more particularly described as follows:

BEGINNING at a ½" pipe in the easterly margin of Broad Street, said pipe being 129 feet, more or less, southerly along said margin from the southerly terminus of the return at 17th Avenue South;

Thence, leaving said margin with the southwesterly line of The Lassing Family Limited Partnership of record in Deed Book 9903, Page 986, R.O.D.C., and Tappan Investments Partnership of record in Deed Book 9217, Page 893, R.O.D.C., S35 degrees 38'17"E, 249.41 feet to a point;

Thence, with the southwesterly margin of a 10-foot alley, S35 degrees 28'04"E, 159.85 feet to a p.k. nail in the northerly margin of Division Street;

Thence, with said margin, S47 degrees 41'21"W, 145.50 feet to an iron pin;

Thence, leaving said margin with the northeasterly line of Caroline Oliver of record in Deed Book 8625, Page 320, R.O.D.C., N34 degrees 55'24"W, 383.15 feet to an iron pin in the southeasterly margin of Broad Street;

Thence, with said margin, N37 degrees 17'39"E, 146.67 feet to the point of beginning, containing 56,383 square feet or 1.29 acres, more or less.

Note: The above legal description describes the same property as described in Schedule A of Title Commitment No. 16672SP of the First American Title Insurance Company bearing an effective date of September 6, 2000.

Being part of the same property conveyed to Nashville City Bank and Trust Co., by Installment Deed from Kleen Rite Cleaners, Inc., a TN Corporation, of record in Book 5382, page 267, Register's Office for Davidson County, Tennessee. The name of Nashville City Bank and Trust Co. was changed to Dominion Bank of Middle Tennessee by Articles of Amendment to Charter of record in Book 7163, page 430, Register's Office for Davidson County, Tennessee. Note: No recorded name change or merger documents into First Union National Bank of record in said Register's Office.

Site #59

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.

Site #60

BEING a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located in the northwest quadrant of the intersection of Fessler's Lane and Enos Reed Drive being Lots 9 and 10 as shown on the plan of City View Park, Section Three of record in Plat Book 4660, Page 178, R.O.D.C. and being more particularly described as follows:

BEGINNING at a concrete monument in the northerly margin of Enos Reed Drive, said monument being 300 feet, more or less west of the centerline of Fessler's Lane and being the southeast corner of Sadler property of record in Deed Book 9889, Page 445, R.O.D.C.;

Thence, leaving said margin with the east line of said Sadler and Thomas Conner of record in Deed Book 9349, Page 1182, R.O.D.C., N03°

07'47"E, 205.00 feet to a point in the south line of City View Park, Section 8 of record in Plat Book 8250, Page 127, R.O.D.C.;

Thence, with said City View Park, S86°53'15"E, 274.40 feet to a concrete monument in the westerly margin of Fessler's Lane;

Thence, with said margin and a curve concave to the east having a central angle of 07°26'06", a radius of 745.65 feet and a chord of S06°21'58"W, 96.69 feet for an arc length of 96.76 feet to a point;

Thence, S02°38'55"W, 63.10 feet to an iron pin;

Thence, with a curve concave to the west having a central angle of 90°27'50", a radius of 45.00 feet and a chord of S47°52'50"W, 63.90 feet for an arc length of 71.05 feet to an iron pin in the north margin of Enos Reed Drive;

Thence, with said margin, N86°53'15"W, 224.47 feet to the point of beginning, containing 54,902 square feet or 1.26 acres, more or less.

Site #61

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.

Site #62

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located north of Hickory Hollow Parkway, west of Bell Road and south of Mt. View Road, further being parcel F-3 of Plan of the Second Revision of Section Two of Hickory Hollow Mall, a plat of record in Book 5200, page 34, Register's Office of said county, and being more particularly described according to a survey of Barge, Waggoner, Sumner and Cannon, dated March 2, 1984, (File No. 8260-21) as follows:

Beginning at a point in the westerly margin of Bell Road, said point being 362.31 feet northerly from the centerline of Hickory Hollow Parkway;

Thence, leaving Bell Road, N. 10° 48' 32" W, 167.69 feet with the easterly margin of Tract F-2 to a point in the southerly line of Hickory Hollow Mall, Section 1, as recorded in Book 5050, page 25, R.O.D.C., Tenn.;

Thence, with said Mall parcel with a curve to the left in an easterly direction, said curve having a central angle of 16° 58' 08", a radius of 600 feet, 177.70 feet to a point;

Thence, N. 64° 20'50" E, 54.92 feet to a point;

Thence, S. 28° 34'33" E, 108.55 feet to a point in the westerly margin of Bell Road;

Thence, southerly with Bell Road along a curve to the left, said curve having a central angle of 5° 27'24", a radius of 2,940 feet, 280 feet to the point of beginning.

Containing 0.74 acre, more or less.

Site #63

Being the tract of land on which is situated the two (2) story office building known as the Nashville Bank and Trust Co. Branch Office; beginning at a point on the western margin of Nolensville Road at a spike in the headwall, which point is the Northeast corner of the property which is occupied by the K-Mart Tire Store and which point was formerly the Southeast corner of the Third National Bank property referred to herein after and running thence S78°56'W with the northern boundary line of the tract of land on which is situated the K-Mart Tire Store 226.02 feet to a p.k. found, thence N16°30'W, 44.61 feet to a p.k. set; thence N02°36'E, a distance of 94.40 feet to a spike set; thence N75°00'E, a distance of 194.18 feet to a p.k. nail set in asphalt on the western margin of Nolensville Road; thence S16°30'E, a distance of 150.13 feet to the point of beginning. Said tract being more or less 30,645.07 square feet or 0.70 acres.

Together with easement for ingress and egress as set forth in Book 4727, Page 892, Book 3897, Page 771 and Book 3897, Page 782.