This Instrument Prepared By and Return to:
Kevin W. Rhoten, Esq.
Husch & Eppenberger, LLC
2525 West End Avenue, Suite 1400
Nashville, Tennessee 37203

Davidson County DEEDTRS
Recvd: 03/03/05 14:18 5 pgs
Fees:28.00 Taxes:265.77
20050303-0023649

SUCCESSOR TRUSTEE'S DEED

THIS INDENTURE is made and entered into as of this 24th day of February, 2005, by and between Kevin W. Rhoten, Successor Trustee ("Grantor"), and Pinnacle National Bank ("Grantee");

WITNESSETH:

WHEREAS, on November 22, 2002, Warren E. Phillips and wife, Mary E. Phillips ("Borrowers"), executed a Deed of Trust, to Hugh M. Queener, as Trustee, for the benefit of Pinnacle National Bank, ("Lender"), to secure a promissory note ("Note") payable to the order of Lender, said Note being described in the Deed of Trust, and the Deed of Trust being recorded in as instrument number 20021209-0151177 in the Register's Office, Davidson County, Tennessee;

WHEREAS, Lender, owner and holder of the Note and Deed of Trust, pursuant to the authority contained in said Deed of Trust, appointed Kevin W. Rhoten as Successor Trustee under said Deed of Trust, said appointment being recorded on January 25, 2005 as instrument number 20050125-0009090 in said Register's Office;

WHEREAS, default having occurred in the payment of the debts and the performance of obligations secured to be paid and performed by the Deed of Trust and all of the indebtedness secured thereby having matured at the option of Lender, owner and holder of said indebtedness, by default in payment thereof and by other defaults, and Lender having requested the undersigned to advertise and sell the property conveyed by said Deed of Trust and still subject to the lien thereof, and in accordance with the terms and provisions of the Deed of Trust;

WHEREAS, in accordance with said request, said property was advertised for sale ("Notice of Sale") in *The Nashville Record*, a newspaper published in Davidson County, Tennessee, once a week for three (3) consecutive weeks, such notices appearing on February 3, 2005, February 10, 2005, and February 17, 2005, giving the time, date, terms, place of sale and description of said property;

WHEREAS, at the time, being 11:00 a.m., on Thursday, February 24, 2005, and at the place, being the front door of the Davidson County Register's Office located at the Gaylord Entertainment Center in Nashville, Tennessee, as advertised aforesaid, said property was offered for sale at public auction to the highest bidder at the time and under the terms designated in the Notice of Sale and in accordance with all of the terms and requirements of said Deed of Trust, and the aforesaid Notice of Sale, at which sale said property was struck off and sold to Grantee for the sum of Seventy One Thousand Eight Hundred Twenty Nine Dollars ($71,829.00), that being the highest bid, and pursuant thereto this conveyance is now made of said property to Grantee; and

WHEREAS, Lender, being the owner and holder of said Note for which said property was sold, has complied with the terms of the sale by paying into the hands of the undersigned the expenses of the sale, the balance of said purchase price being credited on the indebtedness secured by the Deed of Trust.

NOW, THEREFORE, in consideration as set forth and the payment by Pinnacle National Bank of Seventy One Thousand Eight Hundred Twenty Nine Dollars ($71,829.00), the amount of money paid, receipt of which is hereby acknowledged, the undersigned, Kevin W. Rhoten as Successor Trustee, does hereby grant, bargain, sell and convey to the said Grantee, its successors and assigns, in fee simple forever, the above mentioned and below described real property being in Davidson County, Tennessee, and being more particularly described as follows:

> BEING the westerly 40 feet of Lot No. 21 on the Plan of George I. Waddey's Subdivision of Blocks 16 and 26 of Midway, as of record in Book No. 421, Page 55, Register's Office for Davidson County, Tennessee.
>
> Said part of Lot No. 21 fronts 40 feet on the south side of Eden Street, now Albion Street, and runs back between parallel lines on the easterly margin of 21st Avenue, North, formerly Home Street, 140 feet to an alley.
>
> BEING the same property conveyed to Warren E. Phillips by deed recorded in Instrument #20021209-0151176, Register's Office for Davidson County, Tennessee.
>
> This property being more commonly referred to as 3019 Albion Street, Nashville, Tennessee, 37209.

This conveyance is subject to all matters shown on the applicable recorded plat; any unpaid taxes; any restrictive covenants, easements, or setback lines that may be applicable; any statutory right of redemption of any governmental agency, state or

federal; any prior liens or encumbrances as well as any priority created by a fixture filing; and to any matter that an accurate survey of the premises might disclose.

TO HAVE AND TO HOLD the said real property above described, together with the privileges and appurtenances and hereditaments thereunto belonging or in any wise appertaining unto Grantee, its successors and assigns in fee simple forever, to whom the said Kevin W. Rhoten, Successor Trustee, warrants the title to the aforesaid real property against the lawful claims of all persons claiming by, through or under her, as such Successor Trustee, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has hereunto set his hand as of the day and date first above written.

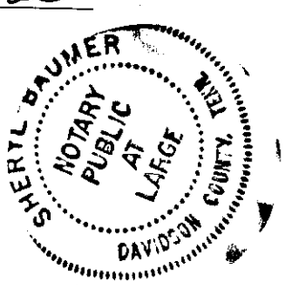
Kevin W. Rhoten, Successor Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Sheryl Baumer, a Notary Public in and for said State and County, Kevin W. Rhoten, the within named Successor Trustee, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged that he as such person executed the within instrument for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 24th day of February, 2005.

Sheryl Baumer
NOTARY PUBLIC



My Commission Expires:
3/31/07

PROPERTY ADDRESS:
3019 Albion Street
Nashville, TN 37209

TAX ID: Map-Parcel 92-5-0 169.00

PROPERTY OWNER AND AGENCY RESPONSIBLE FOR PAYMENT OF TAXES:

Pinnacle National Bank
c/o Gary Shaffer
211 Commerce Street
Suite 300
Nashville, TN 37201

I hereby swear or affirm that, to the best of my knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 71,829.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Pinnacle National Bank

By: James Edward Smith
AFFIANT
Executive Vice President

Subscribed and sworn to before me this 24th day of February, 2005.

YOLANDA HALL
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TN

Yolanda Hall
NOTARY PUBLIC

My Commission Expires:
1/26/08