THIS INSTRUMENT PREPARED BY:
CHERNAU, CHAFFIN AND BURNSED, PLLC
One American Center
3100 West End Avenue, Suite 550
Nashville, Tennessee 37203

Davidson County DEEDTRS
Recvd: 01/13/06 09:29 7 pgs
Fees:38.00 Taxes:329.30
20060113-0005170

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP/PARCEL:
Michael W. O'Neill And Christopher M. O'Neill 1019 Millwood Lane Ashland City, TN 37015	SAME	95-4/205

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, there has occurred one or more acts of default in the note evidencing the indebtedness owed to Capital Bank & Trust Company ("Lender");

WHEREAS, Lender is the beneficiary of the Deed of Trust of record in Instrument Number 20011005-0108891, Register's Office for Davidson County, Tennessee (hereinafter referred to as "Deed of Trust"). Said Deed of Trust secures to the Lender the payment in full of the note evidencing the subject indebtedness.

WHEREAS, by and through the above described Deed of Trust, W. Wade Smith, husband, and Brenda C. Smith, wife (the "Borrowers") conveyed the real property described herein to R. Rick Hart, Trustee, for the benefit of the Lender, with power of sale;

WHEREAS, the Lender pursuant to the terms and conditions of the above Deed of Trust, did appoint Amy Smith as Substitute Trustee, to serve in the stead of the Trustee with all powers granted unto the Trustee, such appointment appearing of record in Instrument Number 20050603-0063446, Register's Office for Davidson County, Tennessee;

WHEREAS, Lender notified the Trustee of the default by the Borrower in the payments called for in the note secured by the above Deed of Trust and demanded that the Trustee advertise a portion of the subject property for sale pursuant to the terms and conditions of the said Deed of Trust;

WHEREAS, the Substitute Trustee did advertise the property for sale in "Nashville Record " on December 8, 15, and 22, 2005, in accordance with and in fulfillment of the requirements of the above Deed of Trust;

WHEREAS, the Trustee and/or her agent, in accordance with the requirements of the above Deed of Trust and the published advertisement for sale of the subject property, did on the 5th day of January, 2006, appear and conduct the sale of the herein described property;

WHEREAS, as required by law, due notice of such sale was given to the Tennessee Department of Revenue, which had filed a state tax lien on the Property, by letter dated December 1, 2005;

WHEREAS, as required by law, due notice of such sale was given to the Tennessee Department of Labor and Workforce Development, which had filed a state tax lien on the property, by letter dated December 1, 2005;

WHEREAS, the Tennessee Department of Revenue responded in writing to the above mentioned letter as evidenced by the December 2, 2005 letter to the Substitute Trustee, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference;

WHEREAS, the Tennessee Department of Labor and Workforce Development responded in writing to the above mentioned letter as evidenced by the December 5, 2005 letter to the Substitute Trustee, a copy of which is attached hereto as Exhibit B and incorporated herein by this reference;

WHEREAS, there exists a deed of trust in first lien position in favor of AmSouth Bank, formerly First American National Bank, said Deed of Trust being of record in Book 8715, page 953, Register's Office for Davidson County, Tennessee;

WHEREAS, Michael W. O'Neill and Christopher M. O'Neill, did place the highest bid for the subject property, being the sum of $89,000.00;

NOW THEREFORE, for and in consideration of the sum of $89,000.00, the Substitute Trustee and/or her agent has bargained and sold, and by these present do transfer and convey unto the said Michael W. O'Neill and Christopher M. O'Neill, the Grantees herein, their heirs and assigns, the property described as follows:

LAND in Davidson County, Tennessee, being Lot No. 33, on the Plan of Bluefield Subdivision, as shown on plat of record in Plat Book 843, page 16, in the Register's Office for Davidson County, Tennessee.

Beginning at a point in the easterly margin of Spring Valley Road at the southwest corner of the property conveyed to Betty Cantrell Bridge by deed of record in Book 1847, page 474, Register's Office for said County. Said point being 130 feet South of a line between Lot 33 and 34; thence parallel to said line and along Briggs' south line easterly 225 feet to a point; thence south 187 feet to the northerly margin of Overhill Drive; thence along the easterly margin of Spring Valley Road northerly a total distance on said curve 372.7 feet to the point of beginning.

Being the same property conveyed to WILLIAM W. SMITH, Jr. and wife, BRENDA C. SMITH by Deed of record in Book 8715, Page 950, recorded 08/31/1992, Register's Office for Davidson County, Tennessee.

This is improved property known as: 2701 Overhill Circle, Nashville, TN 37214.

This sale is subject to all matters shown on any applicable recorded document, including any applicable recorded plan, plat, charter, restriction, judgment(s), notice of governmental entity, or declaration of taking(s); any prior lien(s) of record; unpaid taxes and assessments which exist as a lien against said properties; any restrictive covenant(s), easement(s) or setback line(s) that may be applicable; any statutory rights of redemption not otherwise waived in the Deed of Trust, including rights of redemption of any governmental agency, state or federal; and any prior deeds of trust, liens, dues, assessments, encumbrances, defects, adverse claims, and other matters that may take priority over the Deed of Trust upon which this foreclosure sale is conducted or are not extinguished by this foreclosure sale. This sale is also subject to any matter that an accurate survey of the premises might disclose.

By their signatures below, the Grantees, Michael W. O'Neill and Christopher M. O'Neill, understand that this conveyance is made subject to the redemptive rights and any other available rights of the Tennesee Department of Revenue and Tennesese Department of Labor and Workforce Development, with respect to the following, although not exclusive, State Tax Liens:

a. State Tax Lien filed against W. W. Smith filed by the Tennessee Department of Revenue on March 12, 2004, filed for record in Instrument No. 20040331-0036022, Register's Office for Davidson County, Tennessee as shown in Exhibit C attached hereto and made a part hereof; and

b. State Tax Lien filed against W. Wade Smith, individually, and d/b/a Wonderful Waterbeds & Futons, filed by the Tennessee Department of Labor and Workforce Development on October 21, 2004 in the amount of $753.72, plus penalty and interest, filed for record in Instrument No. 20041028-0129804, Register's Office for Davidson County, Tennessee as shown in Exhibit D attached hereto and made a part hereof.

Further, by their signatures below, the Grantees, Michael W. O'Neill and Christopher M. O'Neill, understand that this conveyance is made subject, although not exclusively, to the Deed of Trust of record in Book 8715, page 953, Register's Office for Davidson County, Tennessee.

Grantees hereunder accept title to the Property and all improvements thereon in an AS IS WHERE IS condition, and without representation or warranty from Successor Trustee and/or Lender as to any matter whatsoever. Without limiting the foregoing, SUCCESSOR TRUSTEE DISCLAIMS ALL REPRESENTATIONS AND WARRANTIES, EXPRESS OR IMPLIED, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR USE OR PURPOSE. ADDITIONALLY, SUCCESSOR TRUSTEE DISCLAIMS ALL REPRESENTATIONS AND WARRANTIES AS TO THE ABSENCE OR PRESENCE ON OR UNDER THE PROPERTY OF HAZARDOUS SUBSTANCES AS DEFINED BY ANY ENVIRONMENTAL LAWS, INCLUDING WITHOUT LIMITATION THE COMPREHENSIVE ENVIRONMENTAL RESPONSE, COMPENSATION, AND LIABILITY ACT ("Cercla") OR SIMILAR FEDERAL AND STATE LEGISLATION (COLLECTIVELY, THE "ENVIRONMENTAL LAWS"). Grantees accept title to the Property subject to any problems arising in connection with the Property and/or

the improvements located thereon, including without limitation problems arising out of or in connection with deterioration of any improvements thereon, violations of the Environmental Laws, and potential flood hazards. By accepting the Successor Trustee's Deed, Grantees agree to indemnify and hold the Successor Trustee and Lender harmless from any and all costs, expenses, and liability, including without limitation attorneys' fees, arising out of or in connection with any of the foregoing.

To have and to hold the said tract or parcel of land, including all appurtenances, estate, title and interest thereto belonging, unto the said Grantees, their heirs and assigns, forever.

Whenever used, the singular number or pronoun shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS, my hand this 11th day of January, 2006.

Amy Smith, Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, in and for said County and State, the within named **Amy Smith**, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged herself to be the Trustee under the above referenced Deed of Trust, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this the 11th day of January, 2006.

Notary Public

AMY D. NIX
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

My Commission Expires: 7-19-08

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property (whichever is greater) is $89,000.00. This is equal to or greater than the property would bring at a fair and voluntary sale.

Amy Smith, Trustee

AMY D. NIX
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

Sworn to and subscribed before me this the 11th day of January, 2006.

Notary Public

My Commission Expires: 7-19-08

EXHIBIT A

STATE OF TENNESSEE
DEPARTMENT OF REVENUE
REVENUE ENFORCEMENT DIVISION
ANDREW JACKSON STATE OFFICE BUILDING
NASHVILLE, TENNESSEE 37242

December 2, 2005

Amy Bryson Smith
Chernau, Chaffin & Burnsed, PLLC
One American Center, Suite 550
3100 West End Avenue
Nashville, TN 37203

Re: Foreclosure Sale of Property Owned by: **W W Smith**
Entity Number: **002 [redacted]-1266**
(Lot # 33)

Dear Ms. Smith:

This is in reference to your letter dated December 1, 2005 concerning a foreclosure sale of property owned by the above-captioned taxpayer(s).

Your letter **does** comply with the provisions of T.C.A. § 67-1-1401 et. seq., but if the sale produces more than the amount needed to satisfy the cost of the sale, the indebtedness indicated in your letter, and any other superior liens, the amount of surplus proceeds up to the amount of taxes, penalties and interest due the Department of Revenue must be remitted to the State of Tennessee. Excess proceeds, if any, should be sent to the attention of the Special Procedures Unit at P.O. box 190665 Nashville, TN 37219-0665. The amount of taxes, penalties and interest that is due as of **January 5, 2006** is **$107,789.28**.

After the sale, (and within 15 days), please furnish me with **an accounting of the sale** (closing statement), and I will release the State's tax lien on the property sold. If the sale is canceled, please advise this office with a brief explanation. I trust that this has answered your letter, but if not, please let me know.

Sincerely,

Becky Tellas

Becky Tellas, Supervisor
Special Procedures Section
Revenue Enforcement Division

BT/rp

c: *file*

EXHIBIT B

STATE OF TENNESSEE
DEPARTMENT OF LABOR AND WORKFORCE DEVELOPMENT
EMPLOYMENT SECURITY DIVISION

Legal Office
Andrew Johnson Tower, 2nd Floor
710 James Robertson Parkway
Nashville, Tennessee 37243-0661
(615) 741-3170
(615) 532-7386 FAX

December 5, 2005

Ms. Amy Bryson Smith
Chernau, Chaffin & Burnsed, PLLC
One American Center, Suite 550
3100 West End Avenue
Nashville, TN 37203

RE: Property of William Wade & Brenda Smith dba Wonderful Waterbeds & Futons
TDLWD Acct. #523-533
TDLWD Lien #4-5383 (Davidson County)
Notice of Foreclosure Sale (2701 Overhill Circle, Nashville, TN 37214)

Dear Ms. Smith:

Your letter of December 1, 2005, is acknowledged, along with the attendant Notice of Foreclosure Sale, and this will respectfully advise:

1. That said Notice is accepted as being timely and adequate; and,

2. That the amount of delinquent unemployment taxes, penalty and interest computed to date of sale is $4,454.88.

It is requested that you further advise us after the sale regarding: (i) actual proceeds of sale; (ii) net mortgage balance owed to the foreclosing creditor; (iii) sale costs; (iv) other liens, and this Agency's apparent position of priority with respect to same; and, (v) your proposed distribution of sale proceeds.

Should you have further questions regarding this matter, please let us know.

Sincerely,

Michael D. Fort
Counsel to Commissioner

MDF:PDR

cc: James A. Matheney, Central Office

EXHIBIT C

N0007501 19962010040311

TENNESSEE DEPARTMENT OF REVENUE

NOTICE OF STATE TAX LIEN

Pursuant to the provisions of T.C.A. 67-1-1401 et. seq. a lien exists in favor of the State of Tennessee. This lien exists on all property and all rights, title and interest in property acquired prior to or subsequent to the filing of this notice that belongs to the named taxpayer(s).

Notice is hereby given that there have been assessed taxes, penalty, and interest against the indicated taxpayer, which after demand for payment remain unpaid. The precise amount of the lien may be obtained from the State of Tennessee Tax Enforcement Division at (615) 741-7074.

FOR DEPARTMENT OF REVENUE USE ONLY

TAXPAYER:

W W SMITH

D/B/A: W W SMITH
2701 OVERHILL CIR
NASHVILLE TN 37214-2819

ENTITY ID:

002 [redacted]66/000

[redacted]8-1266

COUNTY: DAVIDSON

This instrument was prepared by the Tennessee Department of Revenue.

Witness my hand, at Nashville, Tennessee, on March 12, 2004.

COMMISSIONER OF REVENUE

By: William E Hobbs
Delegate of Commissioner

FOR REGISTER USE ONLY .... PRINT OR STAMP

BOOK NO PAGE NO. DATE TIME

REGISTER

Davidson County LIENSTL
Recvd: 03/31/04 10:25 1pgs
Fees:12.00 Taxes:0.00

20040331-0036022

BY:

RV N0007501

EXHIBIT D

State of Tennessee
Dept. of Labor and Workforce Development
Nashville, Tennessee 37245-3545
615-741-5103

NOTICE OF TAX LIEN

DL

Employer:
W WADE SMITH, INDIVIDUALLY
AND D/B/A WONDERFUL WATERBEDS & FUTONS
2701 OVERHILL CIRCLE
NASHVILLE TN 37214

Account No.: 0523-533 0
Lien No.: 4-5393
County: Davidson
Page: 1

Pursuant to the provisions of T.C.A. §50-7-404 et. seq., a lien exists in favor of the State of Tennessee Department of Labor and Workforce Development upon all property and all rights, title and interest in property acquired either prior to or subsequent to the filing of this notice, belonging to the above named employer. Notice is hereby given that there have been assessed unemployment taxes, job skills fees, costs, and/or penalty and interest against the said employer, which after demand for payment thereof remain unpaid. The amount of said unemployment taxes, job skills fees, costs, and/or penalty and interest either previously accrued or to accrue in the future without payment, constitutes the amount of said lien.

Periods for which unemployment taxes, job skills fees, costs, and/or penalty and interest have been assessed, and the amounts thereof, are as follows:

Qtr/Year	Tax Due	Interest Through		Penalty Due	Filing Fee
1/2004	$610.26	10/31/2004	$54.92	$30.00	$12.00
2/2004		10/31/2004	$16.54	$30.00	
				TOTAL:	$753.72

Witness my hand at Nashville, Tennessee, on the 21st day of October, 2004.

This instrument was prepared by the State of Tennessee Department of Labor and Workforce Development.

James Neeley
Commissioner of Labor and Workforce Development

By Linda Lee Bell

Delegate of Commissioner
Linda Lee Bell

FOR REGISTER USE ONLY-PRINT OR STAMP	
BOOK NO:	DATE:
PAGE NO:	TIME:
REGISTER:	BY:

Davidson County LIENLUD
Recvd: 10/28/04 13:55 1pgs
Fees:12.00 Taxes:0.00
20041028-0129804

STATE COPY

LB-0638 (Rev. 8/99)

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