BILL GARRETT, Davidson County
Trans:T20100059762 DEEDTRS
Recvd: 09/22/10 14:29 8 pgs
Fees:43.00 Taxes:7400.00
20100922-0075488

SUCCESSOR TRUSTEE'S DEED

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Franklin C. Gatlin III, Trustee of the Franklin C. Gatlin III Trust, dated December 16, 2003 101 South Main Street Dickson, Tennessee 37055	Map 103-14-B; Parcels 200, 201, 202, 203, 204, 205, 300, 302 & 303	Same
This instrument prepared by: Bradley Arant Boult Cummings PLC (CSS) 1600 Division Street, Suite 700, Nashville, TN 37203		

WHEREAS, **BELLE MEADE CENTER PARTNERS, LLC** by Deed of Trust (the "Deed of Trust") dated January 27, 2005 transferred and conveyed to Walker H. Neilsen Trustee, the property described in Exhibit A hereto (the "Property") (the Deed of Trust being of record in Instrument No. 20050128-0010620, Register's Office for Davidson County, Tennessee) as amended in Instrument No. 20060809-0097921, Register's Office for Davidson County, Tennessee; and

WHEREAS, the Deed of Trust has been assigned by Regions Bank, an Alabama banking corporation, as successor by merger to AmSouth Bank to D1-TN No.2, LLC by instrument of record as Instrument No. 20100701-0051579 and said Deed of Trust having been further assigned to Gatlin Development Co., Inc. by instrument of record as Instrument No. 20100701-0051580; and

WHEREAS, a Successor Trustee has been appointed by the lawful owner and holder of the indebtedness secured by the Deed of Trust (said Appointment of Successor Trustee being of record in Instrument No. 20100901-0069638, said Register's Office); and

WHEREAS, the indebtedness secured by the Deed of Trust has become overdue and unpaid, and the lawful holder and owner of said debt has called upon the Successor Trustee to foreclose the Deed of Trust; and

WHEREAS, the Successor Trustee, after due advertisement as required by law and as required by the terms of the Deed of Trust, offered the Property for sale to the highest bidder for cash, at public outcry, at 11:00 a.m., September 20, 2010, at the Davidson County Courthouse, Nashville, Tennessee when and where Franklin C. Gatlin III, Trustee of the Franklin C. Gatlin III Trust dated December 16, 2003 ("Grantee"), became the last and highest bidder for cash at the price of Two Million and No/100 Dollars ($2,000,000.00).

NOW, THEREFORE, in his capacity as Successor Trustee, and not otherwise, and in consideration of the premises and payment of the sum stated above, the receipt and sufficiency of which are acknowledged, Charles S. Sanger, Successor Trustee hereby conveys the Property to the Grantee and the Grantee's heirs or successors and assigns.

TO HAVE AND TO HOLD the Property in as full and complete manner as the undersigned, in his capacity as Successor Trustee, and not otherwise, has the power to convey the same.

The State of Tennessee claims a lien against the Property pursuant to T.C.A. §67-1-1403 as set forth in that Notice of State Tax Lien of record in Instrument no. 20100426-0031264, Register's Office for Davidson County, Tennessee. The notice required by T.C.A. §67-1-1433(b)(1) has been timely given in order for the Property not to be subject to such lien or claim of lien. A copy of the notice

provided to the State of Tennessee and the response, if any, is attached hereto as Exhibit B. The Property is subject to the right of the State of Tennessee to redeem the Property as more fully set forth in T.C.A. §67-1-1433(c)(1).

Charles S. Sanger, as Successor Trustee, and not otherwise, warrants the title to the Property to the Grantee and Grantee's heirs or successors and assigns, against the lawful claims of all persons claiming by, through or under him. The Property is sold, however, without any other warranty as to the quantity or quality thereof, and expressly subject to the following:

1. Any and all unpaid taxes and assessments, plus interest and penalty, if any.

2. Restrictive covenants contained in instrument of record in Book 2750, page 521, Register's Office for Davidson County, Tennessee.

3. Restrictive covenants contained in instrument of record in Book 3908, page 187, Register's Office for Davidson County, Tennessee.

4. Agreement of record in Book 4085, page 118, said Register's Office.

5. Matters shown of record on Instrument No. 20020426-0051665, Register's Office for Davidson County, Tennessee.

6. Storm Water Detention Agreement of record in Instrument No. 20050505-0050747, Register's Office for Davidson County, Tennessee.

7. Provisions of the Master Deed establishing the Horizontal Property Regime of 85 White Bridge Road Condominiums of record as Instrument No. 20070309-0029624, as amended in Instrument No. 20080627-0066504, said Register's Office.

8. Document regarding ingress, egress and parking rights of record in Instrument No. 20061011-0126297 in said Register's Office.

9. Charter of 85 White Bridge Road Condominium Association, Inc. of record as Instrument No. 20071206-0141420 said Register's Office.

10. Any and all other prior restrictions, encumbrances, or liens of any nature including without limitation the right(s) of redemption of any taxing authority.

Words used herein indicating number or gender shall be read as context may require.

Dated this 20 day of September, 2010.

Charles S. Sanger, as Successor Trustee, and not otherwise

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Loretta B. Lane a Notary Public in and for said County and State, the within named Charles S. Sanger, Successor Trustee, the bargainor, with whom I am personally acquainted (or to me proved on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 20 day of September, 2010.

LORETTA B. LANE STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

Loretta B. Lane
Notary Public

My Commission Expires: 11-4-2013

The actual consideration for this transfer or value of the property transferred, whichever is greater, is $3000,000.00.

AFFIANT

Subscribed and sworn to before me this 20th day of September, 2010.

Loretta B. Lane
Notary Public

My Commission Expires: 11-4-2013

LORETTA B. LANE STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

7/2436702.1
110766-000005

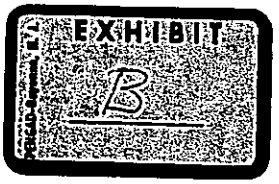
Exhibit A

A certain condominium located in Davidson County, Tennessee, being Unit Nos. 200, 201, 202, 203, 204, 205, 300, 302, and 303, together with the common areas, of 85 White Bridge Road Condominiums, a Condominium Development established pursuant to the provision of the Tennessee Horizontal Property Act as the same is set out in Section 66-27-101, et seq. of the Tennessee Code Annotated, under the Master Deed establishing 85 White Bridge Road Condominiums of record in Instrument No. 20070309-0029624, as amended in Instrument No. 20080627-0066504, in the Register's Office for Davidson County, Tennessee, and subject to the provisions and requirements thereof, and the By-Laws for the administration thereof, and all easements, rights and interest in favor of other unit owners, and all sewer, water, electrical, telephone, and other utility easements now or hereafter established over, through, or upon the land embracing the regime and buildings thereof; said Units being depicted in said Master Deed.

Together with an undivided percentage interest in the Common Elements belonging to and appertaining to said Units as defined and set forth in said Master Deed and including voting percentages set forth therein.

And together with the Limited Common Elements serving exclusively said Units as an inseparable appurtenance thereto as defined and set forth in said Master Deed.

Being part of the same property conveyed to Belle Meade Centre Partners, LLC, a Tennessee limited liability company by deed from Cavalier Building Partnership, a Tennessee general partnership of record in Instrument No. 20040407-0039717, in the Register's Office for Davidson County, Tennessee.



BRADLEY ARANT BOULT CUMMINGS LLP

Michael B. Noble
Direct: 615.252.2391
Fax: 615.252.6391
mnoble@babc.com

August 23, 2010

VIA PERSONAL DELIVERY

Tennessee Department of Revenue
Attn: Wilbur E. Hooks
Tax Enforcement Division
Andrew Jackson State Office Building
500 Deaderick Street - 4th Floor
Nashville, TN 37242

Re: ***Notice of Nonjudicial Sale and Request for Consent to such Sale of Property of Belle Meade Centre Partners, LLC ("Debtor") – Instrument No. 20100426-0031264***

Dear Mr. Hooks:

This firm represents Gatlin Development Co., Inc. ("Secured Party"), a California corporation. This letter shall serve as notice to you, pursuant to T.C.A. § 67-1-1433, that, upon instructions from our client, we will commence foreclosure proceedings immediately on the property described in the exhibits attached hereto.

(1) NAME AND ADDRESS OF PERSON SUBMITTING NOTICE:

Michael B. Noble, Esq.
Bradley Arant Boult Cummings, LLP
1600 Division Street, Suite 700
Nashville, TN 37203

(2) NOTICE OF STATE TAX LIEN: A copy of the tax lien of record as Instrument No. 20100426-0031264, containing the name and address of taxpayer and date and place the notice of lien was filed, is attached hereto as Exhibit A.

(3) DESCRIPTION AND LOCATION OF PROPERTY: The property subject to foreclosure is listed in the property description attached hereto as Exhibit B. The property is located at 85 White Bridge Road, Nashville, Davidson County, Tennessee. A copy of (i) the Deed of Trust, Security Agreement and Financing Statement, dated January 27, 2005, executed by BMCP, for the benefit of AmSouth Bank, recorded as Instrument No. 20050128-0010620 in the Register's Office for Davidson County, Tennessee ("RODC"), (ii) that certain First Amendment to Deed of Trust, Security Agreement and Financing Statement, dated August 3, 2006, recorded as Instrument No. 20060809-0097921 in the RODC, (iii) that certain Partial Release of Deed of Trust dated March 9, 2007, recorded as Instrument No. 20070309-0029629 in the RODC and re-recored as Instrument No. 20070320-0033959, and (iv) that certain Partial Release of Deed of Trust, dated June 25, 2008 as Instrument No. 20080627-0066507 in the RODC, are attached to this letter as Exhibit C.

(4) SALE DATE, TIME, PLACE AND TERMS: The property will be sold by public sale at eleven o'clock (11:00 a.m.) on the 20th day of September, 2010, at the main door of the Davidson County courthouse in Nashville, Tennessee, to the highest bidder for cash. A copy of the Notice of Foreclosure is attached to this letter as Exhibit D.

(5) DESCRIPTION OF DEBT AND SALE EXPENSES: As of August 20, 2010, the approximate amount of the principal obligation being foreclosed upon, including interest, late charges and expenses is $2,446,179.25. The per diem rate of interest for every day after August 20, 2010 is $874.02. The foreclosure expenses, including advertising expenses and legal expenses chargeable against the sale proceeds, are estimated to be approximately $4,500.00.

Secured Party hereby requests your consent pursuant to T.C.A. § 67-1-1432(b)(2)(B), to the nonjudicial sale described above. Please acknowledge your consent to such sale by signing the acknowledgement below and returning the enclosed copy of this notice in the self-addressed, stamped envelope.

The foregoing notice and application is hereby made by the undersigned under the penalty of perjury and the foregoing facts and statements are true and correct to the best of my knowledge, information, and belief.

If you require any additional information with respect to this matter, please advise.

Sincerely,

BRADLEY ARANT BOULT CUMMINGS LLP

By: _____
Michael B. Noble

cc: Chad Williard (via electronic mail)
David Rutter (via electronic mail)

Acknowledged this _____ day of _____, 2010.

By: _____
Title: _____

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

August 25, 2010

Michael B Noble
Bradley Arant Boult & Cummings
1600 Division St., Suite 700
Nashville, TN 37203

Re: Foreclosure Sale of Property Owned by: **Belle Meade Centre Partners, LLC**
Entity Number: **005 0446652/000**

This is in reference to your letter dated August 23, 2010 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 **September 20, 2010** is **$73,416.09**. *(Please be advised that if the scheduled sale is cancelled or postponed for any reason, notice must be submitted in writing if the sale is to be continued).*

After the sale, (and within 15 days), please furnish me with **an accounting of the sale** (form enclosed), 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.

Tessa Stromatt, Accounting Technician I
Special Procedures Section
Revenue Enforcement Division
Tennessee Department of Revenue

SP/bt
c: *file*

Accounting Of Sale

TAXPAYER NAME: **Belle Meade Centre Partners, LLC**

ENTITY: **005 0446652/000**

DATE OF SALE: _____

FINAL BID	**$**
	Disbursement Breakdown
Foreclosure Sale Fees	**$**
Publication of Sale Cost	**$**
Foreclosing Attorney Fees	**$**
Title Work Cost	**$**
Recording Fees	**$**
P&I paid on 1st Lien Holder Lender Name:	**$**
P&I paid on 2nd Lien Holder Lender Name:	**$**
TOTAL DISBURSEMENT	**$**
Excess Funds	**$**

PREPARED BY: _____ **DATE:** _____

COMPANY NAME: _____