BILL GARRETT, Davidson County
Trans:T20110071758 DEEDTRS
Recvd: 11/14/11 14:16 3 pgs
Fees:18.00 Taxes:1406.00
20111114-0088795

THIS INSTRUMENT
PREPARED BY:
Robin B. White, Esq.
Frost Brown Todd, LLC
424 Church Street, Suite 1600
Nashville, Tennessee 37219

SUBSTITUTE TRUSTEE'S DEED

Address New Owner(s) As Follows:	Send Tax Bills To:	Map-Parcel Numbers:
VFC Properties 10 LLC 6400 Imperial Drive Waco, TX 73712	VFC Properties 10 LLC 6400 Imperial Drive Waco, TX 73712	Map: 304-09-0 Parcel No.: 178.00

WHEREAS, by certain Tennessee Deed of Trust, Security Agreement and Fixtures Filing dated March 10, 2003 ("Deed of Trust"), executed by BWP LLC, a Maryland Limited Liability Company, (the "Borrowers") to BB&T Collateral Service Corporation ("Trustee") and recorded at Instrument No. 20030321-0037741 in the Register's Office of Davidson County, Tennessee, to secure the Promissory Note being payable to the order of Branch Banking and Trust Company, a North Carolina banking corporation, together with all amendments thereto and extensions thereof; and

WHEREAS, the aforesaid promissory note and Deed of Trust was assigned to VFC Partners 10 LLC as evidenced by that Assignment of Security Instrument(s) dated June 2, 2011 which was recorded at Instrument No. 20110805-0060502 in the Register's Office of Davidson County, Tennessee, together with all amendments thereto and extensions thereof; and

WHEREAS, the Beneficiary appointed FBT of Tennessee, Inc. as Substitute Trustee by instrument recorded at Instrument No. 20110819-0064493 in said Register's Office; and

WHEREAS, the aforesaid promissory note and Deed of Trust was assigned to VFC Properties 10 LLC as evidenced by that Assignment of Security Instrument(s) dated October 26, 2011 which was recorded at Instrument No. 20111104-0086566 in the Register's Office of Davidson County, Tennessee, together with all amendments thereto and extensions thereof;

WHEREAS, default was made in the payment of the Note and in the performance of the covenants made in said Deed of Trust, by reason of which the entire balance of the Note is due and payable, and, as a result, the Beneficiary requested the undersigned to advertise and sell said property under the terms and provisions of said Deed of Trust; and

WHEREAS, in pursuance of said request of the Beneficiary, the said property was advertised for sale by the undersigned, in conformity with the terms and provisions of said Deed of Trust, by which advertisement the sale was appointed to be held on November 8, 2011, at 2:00 p.m. at the Davidson County Courthouse, Nashville, Davidson County, Tennessee; and

WHEREAS, at the time and place mentioned in said advertisement, the undersigned offered said property for sale at public outcry to the highest and best bidder for cash (or credit upon the indebtedness secured if the holder of the secured indebtedness were the successful bidder), free from the equity of redemption and all other rights of redemption, statutory or otherwise, homestead, dower, and all other exemptions and marital rights, all of which are expressly waived by the Tennessee Deed of Trust, at which sale, VFC Properties 10 LLC was the highest and best bidder became the purchaser of said property at and for the sum of Three Hundred Eighty Thousand Dollars ($380,000.00) by credit bid upon the indebtedness secured (the "Credit Bid Amount"); and

WHEREAS, the Credit Bid Amount having been applied in payment of the advertising charges, attorneys' fees, and all other costs of sale, and the balance applied as payment or credit on the Note or notes thereby secured;

NOW, THEREFORE, I, William C. Gullett, on behalf of FBT of Tennessee, Inc., Substitute Trustee, exercising the power and authority vested in me, and in bar of the equities of redemption, statutory redemption, dower and homestead, do hereby sell, transfer and convey unto VFC Properties 10 LLC as grantee (the "Grantee"), the following described real estate having an address of 1553 Gallatin Pike, Madison, in Davidson County, Tennessee:

> Land in Davidson County, Tennessee, being Lot No. 3, on the Plan of Rivergate Station, Section Two, Phase Five, as shown on plat of record in Plat Book 7900, page 359, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.
>
> Being the same property conveyed to BWP LLC, a Maryland limited liability company, by deed from Rivergate Ritz, Ltd., L.P., an Alabama limited partnership, of record in Book 10297, Page 891, Register's Office of Davidson County, Tennessee.
>
> Said premises being known as and by the street number 1553 Gallatin Pike, Madison, Tennessee.

The sale was advertised and made as trustee only, without covenants or warranties of title, express or implied, subject to any governmental zoning or subdivision ordinances and further subject to easements and encumbrances of record and any unpaid taxes or assessments owing on the property and this conveyance is so made. However, grantor, as Substitute Trustee, but not otherwise, hereby assigns and sets over to Grantee all of the covenants and warranties contained in the Deed of Trust and in any prior deeds referred to in said Deed of Trust.

This conveyance is made subject to all unpaid taxes and to all other restrictions, easements and encumbrances of record.

IN WITNESS WHEREOF, William C. Gullett, on behalf of FBT Tennessee, Inc. as Substitute Trustee, has caused this instrument to be executed this the 14th day of November, 2011.

FBT of Tennessee, Inc.
Substitute Trustee

By: _____
William C. Gullett
It's: Vice President
424 Church Street, Suite 1600
Nashville, Tennessee 37219

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, William C. Gullett, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office this the 14th day of November, 2011.

_____
Notary Public

JAN O'BRIEN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires JAN 6, 2015

My Commission Expires:
1-6-15

STATE OF Texas)
COUNTY OF McDonald)

The actual consideration or value for the conveyance of this property is Three Hundred Eighty Thousand Dollars ($380,000.00).

_____
Officer, VFC Properties 10 LLC
William McDonald Senior Vice President

Subscribed and sworn to before me this the 10th day of November, 2011.

_____
Notary Public

My Commission Expires:
4/21/12

ANGELA GOETTE
Notary Public
STATE OF TEXAS
My Comm. Exp. 04/21/2012