BOOK 7512 PAGE 194

Fold 6 C.A.W.

FROM: JAMES R. KELLEY
SUBSTITUTE TRUSTEE

TO: AMERICA FIRST TAX EXEMPT MORTGAGE FUND LIMITED PARTNERSHIP, a Delaware limited partnership

Address New Owner(s) as follows:	Send Tax Bills to:	Map-Parcel
1004 Farnam Street Omaha, Nebraska 68102	SAME	Map 97 Parcels 135 and 136

This instrument prepared by: DEARBORN & EWING, Attorneys, Suite 1200, One Commerce Place, Nashville, Tennessee 37239

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater for this transfer is $20,029,711.36.

Robert L. Dickman
AFFIANT

Subscribed and sworn to before me, this the 8th day of April, 1988.

Carol A. Wilson
NOTARY PUBLIC

My Commission Expires: 3-8-89

CAROL A. WILSON NOTARY PUBLIC LARGE STATE OF TENNESSEE

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, by Deed of Trust and Security Agreement dated November 27, 1985 as of November 1, 1985, of record in Book 6741, page 561, Register's Office for Davidson County, Tennessee, hereinafter referred to as "Deed of Trust", Condel Properties, Inc. conveyed to Robert N. Buchanan III, Trustee, the hereinafter described real estate, hereinafter referred to as "Property", to secure an indebtedness evidenced by a note dated December 20, 1985, which note is fully described in the Deed of Trust, hereinafter referred to as the "Note"; and

WHEREAS, default having occurred in the payment of the Note, and in accordance with the terms of the Note and Deed of Trust, the holder thereof declared the entire indebtedness due and owing; and

WHEREAS, the lawful owner and holder of the indebtedness, by the terms of a certain instrument of record in Book 7328, page 130, Register's Office for Davidson County, Tennessee, appointed James R. Kelley, Substitute Trustee, in the place and stead of Robert N. Buchanan III, Trustee; and

WHEREAS, the owner and holder of the indebtedness directed James R. Kelley, Substitute Trustee, to sell the Property, and in accordance with the terms thereof, and pursuant to said direction, James R. Kelley, Substitute Trustee, did advertise the Property for sale as provided in the Deed of Trust and Note, and the Property was advertised to be sold at 12:00 Noon, on Friday, April 8, 1988, at the front door of the Courthouse in Davidson County, Tennessee, at public outcry, to the highest and best bidder for cash in lawful money of the United States payable at the time of sale or as otherwise may then be required by law, free from all rights of redemption, statutory or otherwise (including, without limitation, those rights of redemption contained in Tenn. Code Ann. §66-8-101, et seq.), and other rights waived in said Deed of Trust, and the advertisement of sale was duly published in the NASHVILLE RECORD, a newspaper of general circulation in Davidson County, Tennessee, on March 17, 24 and 31, 1988; and

WHEREAS, at the time and place of said sale, and upon the Property being offered under the terms hereinabove set forth, America First Tax Exempt Mortgage Fund Limited Partnership, a Delaware limited partnership, acting through its agent, ROBERT L. WICKMAN, was the highest and best bidder;

NOW, THEREFORE, the undersigned, James R. Kelley, Substitute Trustee, pursuant to the bid of America First Tax Exempt Mortgage Fund Limited partnership, a Delaware limited partnership, acknowledges receipt of the sum of Twenty Million Twenty Nine Thousand Seven Hundred Eleven & 36/100 Dollars ($20,029,711.36), which was the highest bid, and for and in consideration of said bid, has bargained and sold, and by these presents does hereby transfer and convey unto America First Tax Exempt Mortgage Fund Limited Partnership, a Delaware limited partnership, its successors and assigns, real estate in Davidson County, Tennessee more fully described in the attached Exhibit "A" which is incorporated herein by reference the same as if copied verbatim.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to America First Tax Exempt Mortgage Fund Limited Partnership, a Delaware limited partnership, its successors and assigns, forever; and James R. Kelley, Substitute Trustee, does hereby transfer, assign, and set over unto America First Tax Exempt Mortgage Fund Limited partnership, a Delaware limited partnership, all of his right, title and interest in the said property as Substitute Trustee, but not further or otherwise.

IN WITNESS WHEREOF, the said James R. Kelley, Substitute Trustee, has executed this instrument on this the 8th day of April, 1988.

2741 04/08 0101 03CHECK 56095.66

James R. Kelley
Substitute 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 James R. Kelley, Substitute Trustee, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and seal, in Nashville, Tennessee, this 8th day of April, 1988.

NOTARY PUBLIC

My Commission Expires:

3-8-89

NOTARY PUBLIC AT LARGE STATE OF TENN.

19942

IDENTIFICATION REFERENCE

APR 8 12 22 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee being more fully described according to a Boundary Survey by Ragan, Smith, Murphy and Associates, Inc. dated March 1, 1985, Job No. 79-181, as follows:

Beginning at an iron pin set on the north right-of-way line of Lake Parkway, a 60 foot road, at the southwest corner of Lot 38 on the plan of Section One, Lake Park as recorded in Book 4175, page 134, R.O.D.C., TN and proceeding as follows:

1. With the north right-of-way line of Lake Parkway and a 379.61 foot radius curve to the right 85.02 feet to an iron pin set, said curve has a chord bearing and distance of N 78 degrees 55 minutes 50 seconds W 84.85 feet; thence,

2. N 72 degrees 30 minutes 51 seconds W 419.19 feet to an iron pin set; thence,

3. With a 546.31 foot radius curve to the right 158.60 feet to an existing concrete monument, said curve has a chord bearing and distance of N 64 degrees 11 minutes 51 seconds W 158.04 feet; thence,

4. With a 272.08 foot radius curve to the left 264.03 feet to an existing concrete monument, said curve has a chord bearing and distance of N 83 degrees 40 minutes 51 seconds W 253.79 feet; thence,

5. S 68 degrees 31 minutes 09 seconds W 34.88 feet to an existing concrete monument; thence,

6. With a 40 foot radius curve to the right 61.76 feet to an existing concrete monument, said curve has a chord bearing and distance of N 67 degrees 15 minutes 00 seconds W 55.80 feet; thence,

7. S 67 degrees 23 minutes 20 seconds W 10.18 feet to an existing concrete monument that is 30 feet northeast of the centerline of Old Hickory Boulevard; thence,

8. Northwestwardly with the northeasterly right-of-way line of Old Hickory Boulevard and a 2894.93 foot radius curve to the left 345.44 feet to an iron pin set, said curve has a chord bearing and distance of N 26 degrees 19 minutes 55 seconds W 345.24 feet; thence,

9. N 30 degrees 00 minutes 16 seconds W 405.48 feet; thence,

10. Severing the Baltz property northeastwardly with a 319.46 foot radius curve to the right 211.87 feet, said curve has a chord bearing and distance of N 78 degrees 59 minutes 44 seconds E 208.01 feet; thence,

11. S 82 degrees 00 minutes 16 seconds E 150.00 feet; thence,

12. With a 323.76 foot radius curve to left 212.30 feet, said curve has a chord bearing and distance of N 79 degrees 29 minutes 44 seconds E 208.63 feet; thence,

13. N 60 degrees 59 minutes 44 seconds E 117.64 feet to a point on the west line of Safeco Park as recorded in Book 4860, page 32, R.O.D.C., TN; thence,

14. With Safeco Park S 30 degrees 03 minutes 20 seconds E 309.48 feet to an existing iron pin; thence,

15 S 84 degrees 21 minutes 40 seconds E 325.82 feet to an iron pin set at the southeast corner of Safeco Park; thence,

16. N 5 degrees 38 minutes 26 seconds E 1079.86 feet to an existing iron pin at the northeast corner of Safeco Park on the southerly right-of-way line of I-40; thence,

17. With said right-of-way line S 86 degrees 25 minutes 30 seconds E 751.37 feet to an existing concrete monument on the westerly line of Section Two, Lake Park as recorded in Book 4300, page 66, R.O.D.C., TN; thence,

18. With said westerly line S 27 degrees 41 minutes 56 seconds W 244.68 feet to an iron pin set in the center of a 50 foot road dedication; thence,

19. Westwardly with a 279.77 foot radius curve to the left 115.64 feet to an iron pin set, said curve has a chord bearing and distance of N 74 degrees 08 minutes 34 seconds W 114.82 feet; thence,

20. N 84 degrees 54 minutes 00 seconds W 11.00 feet to an iron pin set; thence,

21. S 4 degrees 00 minutes 57 seconds W 156.65 feet to an existing concrete monument; thence,

22. S 56 degrees 25 minutes 52 seconds W 91.75 feet to an existing concrete monument; thence,

23. S 24 degrees 30 minutes 27 seconds W 223.53 feet to an existing concrete monument; thence,

24. S 3 degrees 38 minutes 47 seconds W 156.90 feet to an existing concrete monument; thence,

25. S 1 degree 15 minutes 29 seconds E 153.54 feet to an existing concrete monument; thence,

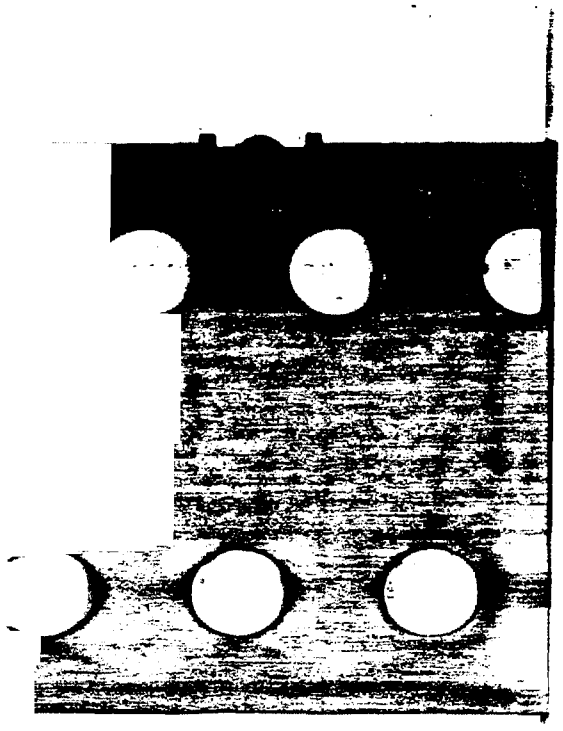
26. S 11 degrees 59 minutes 23 seconds E 153.45 feet to an existing concrete monument; thence,

27. S 19 degrees 23 minutes 13 seconds E 421.10 feet to an iron pin set on the north line of Section One, Lake Park; thence,

28. With said line S 70 degrees 28 minutes 23 seconds W 431.83 feet to an existing concrete monument; thence,

29. S 4 degrees 34 minutes 23 seconds W 150.30 feet to the point of beginning and containing 34.19 acres more or less.

Being the same property conveyed to Condel Hermitage Associates, Ltd., a Texas limited partnership, by deed from Condel Properties, Inc., a Texas corporation, by deed of record in Book 6741, page 642, Register's Office for Davidson County, Tennessee.



OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

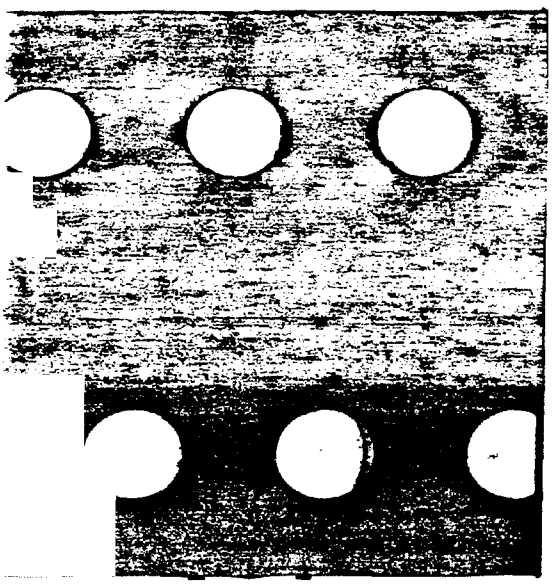
FOR _____

BOOK 7512 PAGE 198

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

CO - 20.029.711.36



CON TX 56083.16
PRFEE 0.50
WDEED 12.00
TOTAL 56095.66
CHECK 56095.66

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

04/08/88 01 12:22 0001 2741

19942

IDENTIFICATION REFERENCE

APR 8 12 22 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 78920