file 44

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

BOOK 7529 PAGE 308

The actual consideration or value, whichever is greater, for this transfer is $1,072,762.00

Wallene Hutcherson
Affiant

Subscribed and sworn to before me, this 28th day of April, 1988.

Susan D Harris
Notary Public

My Commission expires: My Commission Expires Nov. 15, 1989

NOTARY PUBLIC LARGE STATE OF TENNESSEE

This instrument prepared by:
GULLETT, SANFORD, ROBINSON & MARTIN
230 Fourth Avenue North
Nashville, Tennessee 37219

Address new owners as follows:	Send Tax Bills to:	Map-Parcel Numbers
Union Financial Corporation 230 Fourth Avenue North Nashville, Tennessee 37219	SAME	Map 104-7-A Parcels 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, and 15

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, DUDLEY SQUARE, INC., a Tennessee corporation, by a Construction Loan Deed of Trust, Assignment of Rents and Security Agreement (the "Deed of Trust"), dated December 17, 1984, of record in Book 6450, page 258, as amended in Book 6687, page 586, Register's Office of Davidson County, Tennessee, conveyed to Glenn L. Lawrence, Trustee, the hereinafter described real property to secure the payment of promissory note (the "Note") fully described in the Deed of Trust, which Note was payable to Metropolitan Federal Savings and Loan Association, the said Metropolitan Federal Savings and Loan Association having assigned said Note to Union Financial Corporation, a Tennessee corporation, the present owner and holder thereof;

WHEREAS, the undersigned was appointed Substitute Trustee by the owner and holder of the Note by an instrument of record in Book 7484, page 836, Register's Office for said County; and

WHEREAS, default was made in the payment of the Note, and such default continued for a period of more than ten (10) days after written notice thereof; and

WHEREAS, the owner and holder of the Note demanded that the Substitute Trustee foreclose the Deed of Trust; and

WHEREAS, pursuant to instructions of Union Financial Corporation, the Substitute Trustee advertised said property for sale in accordance with the terms and provisions of the Deed of Trust, notices of the time and place of said sale having been published in The Nashville Record on April 7, 1988, April 14, 1988, and April 21, 1988; and

WHEREAS, the Substitute Trustee, as required by the terms of the Deed of Trust, offered said property for sale to the highest bidder for cash, at public outcry, at the south door of the Davidson County Courthouse in Nashville, Tennessee, at 12:00 o'clock noon on Thursday, April 28, 1988, and Union Financial Corporation, a Tennessee corporation (hereinafter "Grantee") being the highest and best bidder thereof, became the purchaser of said property at and for the sum of One Million Seventy Two Thousand Seven Hundred Sixty Two and No/100 ($1,072,762.00) Dollars.

NOW, THEREFORE, Wesley D. Turner, in his capacity as Substitute Trustee, and not otherwise, in consideration of the premises and payment of the sum stated above, the receipt of which is hereby acknowledged, hereby transfers and conveys to the Grantee, and its successors and assigns, certain real property, situated in Davidson County, Tennessee, described as follows:

TRACT I:

Land in Davidson County, Tennessee, being part of Lot No. 3 on the Plan of the Lands of Priscilla Tanner, deceased, not of record, described as follows:

Beginning on the southerly margin of Blakemore Avenue at a point 380.4 feet east of the easterly margin of Natchez Trace, formerly 28th Avenue South, or old Compton Road; thence with the southerly margin of Blakemore Avenue, eastwardly 52.5 feet to the northwest corner of the property conveyed to Guy L. Poe and wife, by deed from Mike Tanner of record in Book 1416, page 171, Register's Office for said County; thence with said Poe's westerly line, southwardly 229.8 feet, more or less, to the northerly margin of an alley; thence with said alley, westwardly 52.5 feet; thence northwardly 229.8 feet, more or less, to the beginning.

Being the same property conveyed to Dudley Square, Inc., by deed from Louis G. Van Echop, of record in Book 6361, page 484, Register's Office for said County.

TRACT II:

Land in Davidson County, Tennessee, being part of Lot No. 3 on the Map of the Subdivision of the Priscilla Tanner 5 acre lot, plan not of record, described as follows:

Beginning at a point in the south margin of Blakemore Avenue 432.9 feet east of the east margin of 28th Avenue South; thence south at right angles to said Blakemore Avenue 229.8 feet to a point; thence east parallel to Blakemore Avenue 52.5 feet to a point; thence north 229.8 feet to a point in the south margin of Blakemore Avenue; thence west along the margin of Blakemore Avenue 52.5 feet to the point of beginning.

Being the same property conveyed to Dudley Square, Inc., by deed from Lester H. Smith, Jr., and wife, Kathryn W. Smith, of record in Book 6324, page 59, said Register's Office.

TRACT III:

Land in Davidson County, Tennessee, being the westerly part of Lot No. (3) Three in the subdivision of the Priscilla Tanner 5 acre Tract on the south side of Blakemore Avenue, Plan not of record and particularly described according to survey made by W.B. Ross as follows:

Beginning on the southerly margin of Blakemore Avenue at the corner of Lots Nos. 2 and 3 being 323.6 feet easterly from the easterly margin of 28th Avenue, South, formerly Old Compton Road, and running thence eastwardly, with the southerly margin of Blakemore Avenue 56.8 feet to the northwest corner of a part of said lot conveyed to Sadie Tanner Reed and husband, to Michael Tanner, by deed of record in Book 455, page 361, Register's Office for said County; thence southerly with his easterly line 230 feet, more or less, to a stake on an alley; thence westerly with the northerly margin of said alley 56.8 feet, more or less, to the corner of said Lots Nos. 2 and 3; thence northwardly with the line between said two lots 230.6 feet to the beginning.

Being the same property conveyed to Dudley Square, Inc., by deed from Finis R. Sharp, Jr., and wife, Mary Sharp, of record in Book 6384, page 152, said Register's Office.

TRACT IV:

Land in Davidson County, Tennessee, being the westerly 60 feet of Lot No. 4 in the Subdivision of Priscilla Tanner 5 acre lot on the south side of Blakemore Avenue, which plan is not of record and beginning on the south side of said Blakemore Avenue, at the corner of Lots Nos. 3 and 4.

Being Mike Tanner's corner; thence with his east line and the line between said two lots 3 and 4, southerly 229.8 feet to a stake on the north side of an alley; thence with said alley easterly 60 feet; thence northerly parallel with the first line 229.6 feet, more or less, to the southerly margin of Blakemore Avenue; thence with the southerly margin of said Blakemore Avenue, westerly 60 feet to the beginning.

Being the same property conveyed to Dudley Square, Inc., by deed from Richard H. Doyle and wife, Ester S. Doyle, of record in Book 6324, page 65, Register's Office for said County.

TRACT V:

Land in Davidson County, Tennessee, being the westerly 50 feet of the easterly 101.9 feet of Lot No. 4 in the Subdivision of the Priscilla Tanner 5 acre lot, on the south side of Blakemore Avenue, plan not of record and described according to a survey by W. B. Ross, as follows:

Beginning on the southerly side of Blakemore Avenue, 545.4 feet east of the easterly margin of 28th Avenue South, being the northeast corner of the property conveyed to J. W. Read, et al., by deed from Amelia Stevens, et al., of record in Book 425, page 242, Register's Office for Davidson County, Tennessee; thence with Read's east line, southwardly 229.6 feet, more or less, to the northerly margin of an alley; thence with said alley, eastwardly 50 feet to a point 51.9 feet west of the corner of Lots 4 and 5; thence northwardly and parallel with the line between said lots, 229 feet; more or less, to the southerly margin of Blakemore Avenue; thence with said Avenue, westerly 50 feet to the beginning.

Being the same property conveyed to Dudley Square, Inc., by deed from Martha Ann Brown Heikkinen and husband, Arnold B. Heikkinen, of record in Book 6324, page 62, Register's Office for said County.

INCLUDED in the above described property, but specifically **EXCLUDED** from this conveyance are the following:

Land in Davidson County, Tennessee, being Units 14 and 16 as shown on the Plan of Blakemore Square Condominiums, as of record in Book 6864, page 237, Register's Office for Davidson County, Tennessee, as amended by Amendment to Master Deed of record in Book 6962, page 125, Register's Office for said County, said plan being appended as Exhibit A to the Master Deed for Blakemore Square Condominiums, to which plan reference is hereby made for a more complete description, said units being more particularly described by the Master Deed for Blakemore Square Condominiums of record in Book 6864, page 237, Register's Office for said County, as amended by Amendment to Master Deed of record in Book 6962, page 125, Register's Office for said County.

This is improved real property having addresses of 2617, 2619, 2621, 2623, 2625, 2627, 2629, 2631, 2633, 2635, 2637, 2639, 2641, and 2645 Blakemore Avenue, Nashville, Tennessee 37212.

This conveyance is made subject to any and all unpaid taxes that may be a lien against said property, Master Deed establishing a Horizontal Property Regime of Blakemore Homeowners Association, Inc. of record in Book 6864, page 237, as amended in Book 6962, page 125, Register's Office for Davidson County, Tennessee, and the Bylaws appended thereto of record at Book 6864, page 266, Register's Office for said County, any and all liens for unpaid assessments and for special assessments under said Master Deed, Deed of Conveyance to Metropolitan Government of Nashville and Davidson County, Tennessee, of record at Book 7026, page 875, Register's Office for said County, rights not subordinate to the instrument foreclosed of tenants of condominium units on the premises and other parties in possession, easements or claims of easement not shown by the public records, and matters which would be disclosed by an accurate survey of the premises.

TO HAVE AND TO HOLD the aforesaid real estate free from all legal, equitable, and statutory rights of redemption, exemptions of homestead, rights by virtue of marriage, and all other exemptions of every kind, all of which have been waived in the Deed of Trust, in as full and complete manner as the undersigned, in his capacity as Substitute Trustee, and not otherwise, has the power to convey the same.

Wesley D. Turner, as Substitute Trustee, and not otherwise, warrants the title to said property to the Grantee, and its successors and assigns, against the lawful claims of all persons claiming by, through or under him, but not otherwise.

IN WITNESS WHEREOF, the undersigned has set his signature on this 28 day of April, 1988.

Wesley D. Turner, Substitute Trustee
Wesley D. Turner, Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Wesley D. Turner, Substitute Trustee, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 28th day of April, 1988.

Susan D Harris
Notary Public

My Commission Expires: My Commission Expires Nov. 15, 1989

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

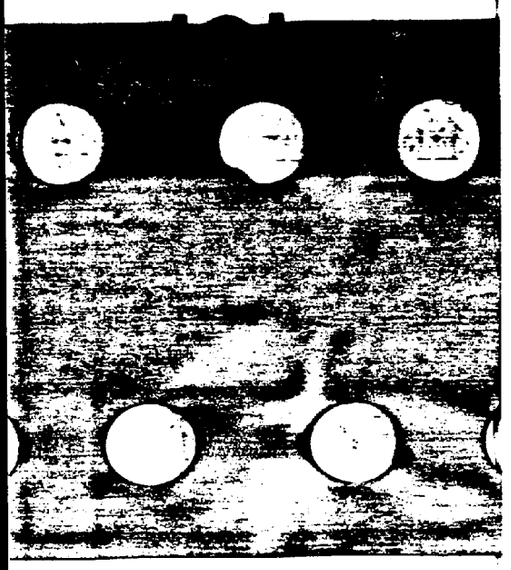
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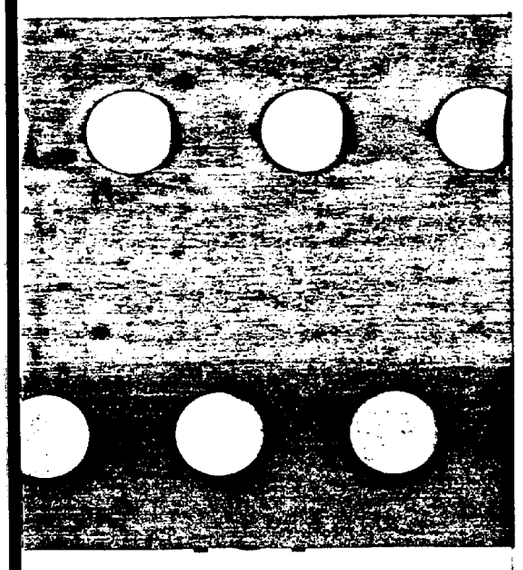
IDENTIFICATION REFERENCE

APR 28 3 42 PM '88

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN

9446 04/28 0101 03CHECK 3019.34





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7529 PAGE 313

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

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

25528

IDENTIF. REFERENCE

APR 28 3 42 PM '88

FELIX Z. WILSON JT REGISTER
DAVIDSON COUNTY, TN

CAMT 1072762.00
CON TX 3003.84
PRFEE 0.50
WDEED 15.00
TOTAL 3019.34
CHECK 3019.34

04/28/88 01 15:46 0001 9446

No. 85517