Box 18 (cmc)

CMCWP209 12/29/89 ktr

This Instrument Prepared By:
BASS, BERRY & SIMS (BAR)
2700 First American Center
Nashville, Tennessee 37238

MAXIMUM PRINCIPAL INDEBTEDNESS FOR TENNESSEE RECORDING TAX PURPOSES IS $2,850,000.00

9078 12/29 0101 03CHECK 9415.00

SUCCESSOR TRUSTEE'S DEED

BOOK 8015 PAGE 715

Address New Owner:	Send Tax Bills To:	Map & Parcel Nos.:
Federal Home Loan Mortgage Corporation Southeast Regional Office 2839 Paces Ferry Road, Suite 700 P. O. Box 723788 Atlanta, Georgia 30339	Same	Map 91-8 Parcels 163 and 150

WHEREAS, by Multifamily Deed of Trust, Assignment of Rents and Security Agreement dated August 1, 1986 (hereinafter "Deed of Trust") of record in Book 6937, page 89, and assigned by Assignment dated August 1, 1986, of record in Book 6937, page 104, Register's Office for Davidson County, Tennessee, Tennessee Village Associates, Ltd., a Tennessee limited partnership conveyed the real property described on attached Exhibit A, which is incorporated herein by reference (the "Property"), to Phillip H. McNeill and Martin Edwards, Jr., Trustees, to secure payment of the indebtedness described in the Deed of Trust (the "Indebtedness"); and

WHEREAS, by Appointment of Successor Trustee dated November 6, 1989, of record in Book 7978, page 680, said Register's Office, Connie M. Conkwright was appointed Successor Trustee under the Deed of Trust (the "Successor Trustee"); and

WHEREAS, the Indebtedness was not paid in accordance with its terms, and default in the payment thereof was declared; and

WHEREAS, at the request of the lawful owner and holder of the Indebtedness, the Successor Trustee gave notice of the time and place of a sale of the Property, all in accordance with the Deed of Trust and the laws of the State of Tennessee, by publishing a notice in The Nashville Record, a newspaper published in Davidson County, Tennessee, said notice being first published on November 30, 1989, and thereafter published on December 7, 1989 and December 14, 1989, with said notice of sale advertising the sale of the Property to be held on December 26, 1989, at 12:00 Noon; and

WHEREAS, on December 26, 1989, at 12:00 Noon at the front (south) door of the Davidson County Courthouse, in Nashville, Davidson County, Tennessee, being the time and place fixed in said notice, the Property was offered for sale in the manner provided in said notice and in the Deed of Trust, and the Trustee received a bid of TWO MILLION EIGHT HUNDRED FIFTY THOUSAND AND NO/100THS DOLLARS ($2,850,000.00), which bid was the last, highest and best bid, the receipt of which is hereby acknowledged;

NOW, THEREFORE, in consideration of the foregoing and of the sum bid and paid as herein provided, I, CONNIE M. CONKWRIGHT, Successor Trustee, do hereby bargain, sell, transfer and convey the Property unto Federal Home Loan Mortgage Corporation, and its successors and assigns ("Grantee");

TO HAVE AND TO HOLD the Property, together with the estate, title and interest of Successor Trustee therein and all hereditaments, easements, appurtenances and improvements thereto belonging, to the Grantee in fee simple forever, free from all rights of redemption, homestead, dower, elective or distributive share, any right of appraisement or valuation and all other rights and exemptions of the grantor of the Deed of Trust, all of which were expressly waived therein, and subject only to liens, easements, encumbrances, rights of redemption of taxing entities, liens for property and other taxes and other matters that are prior in right to the lien and security title of the Deed of Trust.

I, CONNIE M. CONKWRIGHT, Successor Trustee, do hereby transfer, assign and set over unto Grantee all of the covenants and warranties contained in the Deed of Trust; and, to the extent that I am able to do so as Successor Trustee, and subject only to the matters herein expressly reserved, I hereby warrant the title to the Property against the claims of all persons claiming by, through or under me as such Successor Trustee, but no further or otherwise.

This is improved property known as Tennessee Village Apartments, 4404 Tennessee Avenue, Nashville, Tennessee.

WITNESS my hand as Successor Trustee on this 29th day of December, 1989.

Connie M. Conkwright
CONNIE M. CONKWRIGHT,
Successor Trustee

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the aforementioned County and State, personally appeared CONNIE M. CONKWRIGHT, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the Successor Trustee named herein, and who further acknowledged that she as such Successor Trustee executed the foregoing instrument (SUCCESSOR TRUSTEE'S DEED) for the purposes therein contained, and who stated, upon oath, that the actual consideration or value, whichever is greater, for this transfer is Two Million Eight Hundred Fifty Thousand and No/100ths Dollars ($2,850,000.00).

WITNESS my hand and official seal at office in Nashville, Tennessee, on this 29th day of December, 1989.

Lora D. Hale
Notary Public

My Commission Expires:
September 25, 1993



92902

IDENTIFICATION REFERENCE
DEC 29 4 05 PM '89
DAVIDSON COUNTY, TN

EXHIBIT A

TRACT I:

Land in Davidson County, Tennessee, being Lot Nos. 47, 48, 49 and 70 on the unrecorded map of the Beatrice Lockhart Land, and the south part of Lot No. 8 on the Plan showing a subdivision of Lot 27, et al., Clifton Plan of Lots, as of record in Book 161, page 68, Register's Office for said County, and being more particularly described according to a survey by John Kohl & Company, P.C. dated May 30, 1986, Job No. 55169, as follows:

Beginning at a point at the northwest intersection of Kentucky Avenue and 44th Avenue North, the Southeast corner of the herein described tract, thence along the north right of way of Kentucky Avenue, S 84 deg. 27' 05" W 364.5' to a point; thence leaving said right of way, N 4 deg. 53' 20" W 298.11' to a point in the south right of way of Tennessee Avenue; thence continuing along said right of way N 84 deg. 30' 00" E 382.75' to a point at the southwest intersection of Tennessee Avenue and 44th Avenue North; thence continuing along the westerly right of way of said 44th Avenue North, S 4 deg. 27' 38" W 135.58' to the beginning of a curve, thence along a curve to the left having a radius of 439.22', a distance of 148.57' to a point; thence continuing along said westerly right of way of 44th Avenue North, S 14 deg. 55' 11" E 16.61' to the point of beginning and containing 2.489 acres, more or less.

TRACT II:

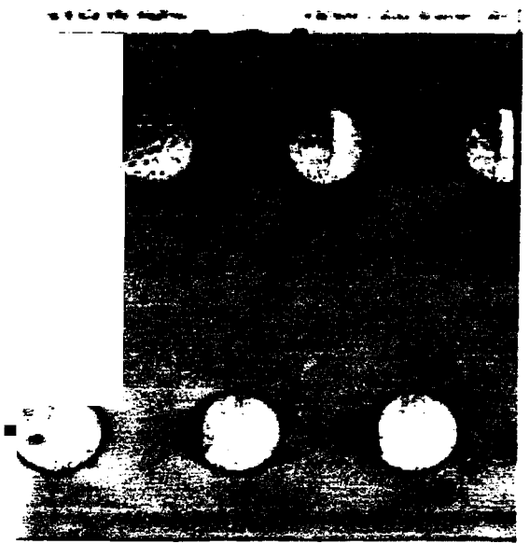
Land in Davidson County, Tennessee, described according to a survey by John Kohl & Company, P.C., dated May 30, 1986, Job No. 55169, described as follows:

Beginning at a point at the northwest intersection of Tennessee Avenue and 44th Avenue North, thence along the north right of way of Tennessee Avenue, S 84 deg. 30' 00" W 1149.54' to a point; thence, leaving said right of way N 5 deg. 30' 00" W 347.00 to a point; thence N 88 deg. 59' 00" E 946.82' to a point in the westerly right of way of the Louisville and Nashville Railroad property; thence along a curve to the right having a radius of 1884.86', a distance of 121.06' to a point; thence along a curve to the right having a radius of 2839.79' a distance of 220.97' to the point of beginning and containing 7.392 acres, more or less.

Being the same property conveyed to Tennessee Village Associates, Ltd., a Tennessee limited partnership by general warranty deed from Rhon Reiko, Inc., a Tennessee corporation, of record in Book 6878, page 597, Register's Office for Davidson County, Tennessee.

OFFICIAL RECEIPT

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



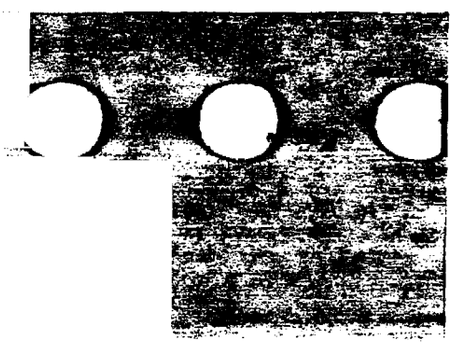
RECEIVED OF _____

FOR _____

BOOK 8015 PAGE 718

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
				CAMT 2850000.00
				CON TX 9405.00
				PRFEE 1.00
				WDEED 9.00
				TOTAL 9415.00
				CHECK 9415.00
12/29/89	01			16:06 0001 9078



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

92902

IDENTIFT REFERENCE

DEC 29 4 05 PM '89

FELIX Z. WILSON, II
DAVIDSON COUNTY, TN

No. 280185