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SUCCESSOR TRUSTEE'S DEED

BOOK 8197 PAGE 601

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
First Nationwide Bank, a Federal Savings Bank 1790 Broadway New York, NY 10019-1481	New Owner	148-173

This instrument prepared by: Boult, Cummings, Conners & Berry (DKH)
P.O. Box 198062, Nashville, Tennessee 37219

WHEREAS, Haystack Nashville Apartments Company, a Tennessee limited partnership, by Deed of Trust (the "Deed of Trust") dated August 30, 1979, transferred and conveyed to Thomas J. Stack, Jr., Trustee, the property described in Exhibit A hereto (the "Property") (said Deed of Trust being of record in Book 5494, page 874, Register's Office for Davidson County, Tennessee); 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 Book 8022, page 900, 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 record owner of the Property, Pine Hollow Associates, Ltd., filed a petition for reorganization under Chapter 11 of the United States Bankruptcy Code on or about March 15, 1990; and

WHEREAS, the lawful holder and owner of the debt secured by the Deed of Trust was granted relief from the bankruptcy stay to proceed with foreclosure by order of the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, effective as of August 18, 1990 (Case No. 390-31782-RCM-11); 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 twelve fifteen o'clock (12:15), September 14, 1990, at the Davidson County Courthouse, Nashville, Tennessee when and where First Nationwide Bank, a Federal Savings Bank ("Grantee"), became the last and highest bidder for cash at the price of Five Hundred Forty-Six Thousand Seven Hundred Nineteen and 64/100 Dollars ($546,719.64).

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, Richard F. Warren, Jr., Successor Trustee hereby conveys the Property to the Grantee and the Grantee's successors and assigns.

TO HAVE AND TO HOLD said land 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.

Richard F. Warren, Jr., as Successor Trustee, and not otherwise, warrants the title to the Property to the Grantee and Grantee's 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. Plan of record in Book 3700, page 154, and in Book 4300, page 35, said Register's Office.

3. Deed of Trust from Haystack-Nashville, a Tennessee joint venture, to Alfred E. Abbey, as Trustee for Gulf Life Insurance Company, a Florida corporation, of record in Book 4926, page 812, Register's Office for Davidson County, Tennessee, as amended by instruments of record at Book 5494, page 833, and Book 6271, page 13, said Register's Office.

4. Assignment of Rents and Leases in favor of Gulf Life Insurance Company, of record in Book 4926, page 846, Register's Office for Davidson County, Tennessee.

5. Financing Statement from Haystack-Nashville, a Tennessee joint venture, in favor of Gulf Life Insurance Company, of record in Book 4926, page 858, Register's Office for Davidson County, Tennessee, continued at Book 5621, page 490, said Register's Office.

6. Lease by and between Haystack-Nashville, a Tennessee joint venture, and Solon Automated Services, Inc., of record in Book 4970, page 846, Register's Office for Davidson County, Tennessee.

7. Anchor easements, a certain note, and conditions of owner's certificate, as shown on the Plan of record in Book 4060, page 155, Register's Office for Davidson County, Tennessee.

8. A certain note, and conditions of owner's certificate, as shown on the Plan of record in Book 3700, page 154, Register's Office for Davidson County, Tennessee.

9. A certain note, and conditions of owner's certificate, as shown on the Plan of record in Book 4300, page 135, Register's Office for Davidson County, Tennessee.

10. Restrictive Covenants contained in an instrument of record in Book 4198, page 609, Book 4518, page 495, and Book 4554, page 202, Register's Office for Davidson County, Tennessee.

11. Terms and provisions of a Joint Use and Maintenance Agreement by and among Haystack-Nashville Apartments Company, a Tennessee limited partnership, and Haystack-Nashville II Apartments Company, a Tennessee limited partnership, of record in Book 5846, page 571, Register's Office for Davidson County, Tennessee.

12. Rights of all parties under existing leases not of record in the Register's Office for Davidson County, Tennessee.

13. Public utility and drainage easement as shown on Plan of record in Book 4675, page 69, Register's Office for Davidson County, Tennessee.

14. Certain matters appearing under a survey styled "Final Closing Survey, Haystack Apartments, Phase I", by George Anton, a Tennessee registered engineer, dated July 28, 1979.

15. Any and all other prior restrictions, encumbrances, or liens of any nature.

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

Dated this 14th day of September, 1990.

Richard F. Warren, Jr., Successor Trustee

Richard F. Warren, Jr., as
Successor Trustee, and not
otherwise

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Deborah K. Hayes, a Notary Public in and for said County and State, the within named Richard F. Warren, Jr., 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 14 day of September, 1990.

Deborah K. Hayes
Notary Public

My Commission Expires: 3-26-94

The actual consideration for this transfer or value of the property transferred, whichever is greater, is $2,800,000.00.

Richard F Warren Jr
AFFIANT

Subscribed and sworn to before me this 14 day of September, 1990.

Deborah K. Hayes
Notary Public

My Commission Expires: 3-26-94

Exhibit "A"

Land in the 5th Civil District of Davidson County, Tennessee, a portion of premises being all of Reserved Parcel "A" and part of Reserved Parcel "C" on the plan of Cherokee Hills, Section 8, of record in Book 3700, Page 154, Register's Office of said County, a portion of premises being part of Reserved Parcel "C" on the plan of Cherokee Hills, Section 9, of record in Book 4300, Page 135, Register's Office of said County, and being Tract I of Phase I on the survey by Southern Development Consultants, Inc., Engineers-Planners, Job No. 165, dated November 13, 1973, and revised December 6, 1973, as follows:

Beginning at a point in the westerly margin of Cherokee Place, said point being 360 feet, more or less, south of the intersection of Cherokee Place and Rader Drive and also being 13 feet, more or less, east of a 24 inch poplar tree; thence, with the said margin of Cherokee Place South 7°45'03" West 154.40 feet to a point, the beginning of a curve to the left; thence, with said curve, having a radius of 229.40 feet and an interior angle 27°19'20", southeastwardly a total distance of 108.92 feet to a point; thence, leaving the said margin of Cherokee Place and running along a phase line, South 70°33'0" West a distance of 58.59 feet to a point; thence South 67°45'0" West a distance of 427 feet to a point; thence, South 76°10'0" West 168 feet to a point; thence South 78°52'0" West 195 feet to a point; thence, North 47°40'0" West 185 feet to a point; thence, with a curve to the right, said curve having a radius of 666.06 feet and an interior angle of 22°30'0", westwardly a total distance of 261.56 feet to a point; thence North 87°06'17" West 40 feet to a point; thence, with a curve to the right, said curve having a radius of 312.50 feet and an interior angle of 33°30'00", northwestwardly a total distance of 182.71 feet to a point; thence, South 36°23'43" West 83.28 feet to a point in the northeasterly margin of Proposed

Road "A"; thence, with said margin and a curve to the right, said curve having a radius of 482.40 feet and an interior angle of 32°22'23" northwardly a total distance of 272.56 feet to a point; thence, continuing with said margin, North 5°06'17" West 271.83 feet to a point; thence, with a curve to the right, said curve having a radius of 25 feet and an interior angle of 99°0'0", northeastwardly a total distance of 43.20 feet to a point on the southerly margin of Rader Drive; thence, with said margin of Rader Drive South 86°06'17" East 835.78 feet to a point; thence, continuing with said margin and with a curve to the left, said curve having a radius of 628.30 feet and an interior angle of 20°40'0", northeastwardly a total distance of 226.60 feet to a point; thence, continuing with said margin, North 73°13'43" East 125 feet to a point; thence, continuing with said margin and with a curve to left, said curve having a radius of 621.60 feet and an interior angle of 0°59'24", northeastwardly a total distance of 10.74 feet to a point, said point being the northwesterly corner of Lot No. 861 on the plan of Cherokee Hills, Section Eight-A, of record in Plan Book 4060, Page 155, Register's Office of Davidson County, Tennessee; thence, leaving the said margin of Rader Drive and with the southwesterly line of said Lot No. 861 of said plan, South 17°43'36" East 100.53 feet to the southwesterly corner of said Lot No. 861; thence South 86°06'17" East 344.97 feet to the point of beginning.

Being the same property conveyed to Haystack Nashville Apartments Company, a Tennessee limited partnership, by deed from R&F Holding Company, of record in Book 5494, page 866, Register's Office for said County, and by deed from Haystack Nashville Apartments Company to Eastern Realty Consulting Company of record in Book 6271, page 24, Register's office for said county, and by deed from Eastern Realty Consulting Company to Pine Hollow Associates, Ltd., of record in Book 6419, page 546, and Book 6419, page 551, Register's Office for said county.

The street address of the property is 300 Bakertown Road, Antioch, Tennessee 37013.

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IDENTIFICATION REFERENCE

SEP 17 2 22 PM '90

Rec'd 09/17 01:01 03CHECK 9262.00

OFFICIAL RECEIPT

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



RECEIVED OF _____

FOR _____

BOOK 8197 PAGE 608

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
2800000.00
CON TX 9240.00
PRFEE 1.00
WDEED 21.00
~~TOTAL 9262.00~~
~~CHECK 9262.00~~

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

09/17/90 01 14:25 0001 9641

5.7.958

IDENTIFICATION REFERENCE

SEP 17 2 22 PM '90

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TENN.

No. 356280