BOOK 9066 PAGE 547

THOMPSON PLACE
BBSJr/jas
9/1/93

ADDRESS NEW OWNERS:	SEND TAX BILLS TO:	MAP-PARCEL NOS.
Thompson Place Apartments, L.P. 511 Union Street, Suite 2350 Nashville, TN 37219	SAME	107-13-140
THIS INSTRUMENT PREPARED BY: BARRETT B. SUTTON, JR., WHITE & REASOR, 3305 WEST END AVENUE, NASHVILLE, TENNESSEE 37203		

SUCCESSOR TRUSTEE'S DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 ($10.00) Dollars, cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Barrett B. Sutton, Jr., Successor Trustee ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto Thompson Place Apartments, L.P., a Tennessee limited partnership ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, more particularly described on Exhibit "A", which is attached hereto and incorporated herein by reference (the "Property"), together with all personal property of The Thompson Place Group, Ltd. located upon or within the afore-described Property (the "Personal Property").

This conveyance of the Property and the Personal Property and all covenants and warranties contained herein are made expressly subject to those matters set forth in Exhibit "B", which is attached hereto and incorporated herein by reference.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,055,000.00.

Affiant

SUBSCRIBED AND SWORN to before me, this 1st day of September, 1993.

8-4-97
My Commission Expires

Notary Public

NOTARY PUBLIC AT LARGE WILSON CO. TENN.

TO HAVE AND TO HOLD the said Property with all appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever. Grantor, solely in Grantor's fiduciary capacity as Successor Trustee, covenants and binds himself, his successors-in-trust and assigns, to warrant and forever defend the title to the Property to the Grantee, its successors and assigns, against the lawful claims of all persons whomsoever claiming by, through, or under Grantor.

This is improved Property known as The Thompson Place Apartments, 1100 Thompson Place, Nashville, Tennessee.

This Trustee's Deed is made pursuant to the powers conferred upon Grantor as Successor Trustee under the provisions of that certain Commercial Loan Deed of Trust, Assignment of Rents and Security Agreement dated July 29, 1982, executed by The Thompson Place Group, Ltd., a Tennessee limited partnership, to Attorneys' Title Company, Inc., as Trustee for the therein named Beneficiary, William C. Freeman, Trustee, as of record in Book 5917, page 623, Register's Office for Davidson County, Tennessee, as partially released by Partial Release of Lien dated December 31, 1986, and recorded in Book 7093, page 81, said Register's Office, as subsequently modified and amended by Modification Agreement and Amendment to Deed of Trust, dated as of March 28, 1990, executed by The Thompson Place Group, Ltd. and Dominion Bank of Middle Tennessee, as recorded in Book 8075, page 242, said Register's Office, as previously assigned by Assignment of Note and Collateral dated December 31, 1986, and recorded in Book 7093, page 83, said Register's Office, and as further assigned by Assignment of Note and Collateral dated July 30, 1993, executed by First Union National Bank of Tennessee, successor-in-interest to Dominion Bank of Middle Tennessee by merger, in favor of James R. Kelley, Trustee, and recorded in Book 9031, page 106, said Register's Office (all such documents being hereinafter collectively referred to as the "Deed of Trust"). Default has occurred under certain terms, conditions, and provisions of the Deed of Trust, including non-payment of the indebtedness secured thereby, and the sale at

foreclosure of the Property was accordingly scheduled for foreclosure sale on Wednesday, September 1, 1993, at 11:00 a.m., at the Main (south) door of the Davidson County Courthouse in Nashville, Davidson County, Tennessee, as more particularly set forth in that certain Successor Trustee's Sale and Foreclosure Notice, dated August 9, 1993, published August 12, 19, and 26, 1993, in The Nashville Record. At that designated time, the foreclosure sale was held and concluded as provided in the Successor Trustee's Sale and Foreclosure Notice, in accordance with all of the requirements of the Deed of Trust and applicable law, and as authorized by Order Permitting Foreclosure filed and entered August 18, 1993, by the Chancery Court of Davidson County, Tennessee, Part I, in the case of James R. Kelley, Trustee, vs. Thompson Place Group, Ltd., Case No. 93-2234-I. At the sale, the Grantee was the highest bidder for the Property. This deed of conveyance is made in accordance with the terms of said sale.

IN WITNESS WHEREOF, Grantor has executed this Successor Trustee's Deed on this 1st day of September, 1993.

GRANTOR:

Barrett B. Sutton, Jr.
Barrett B. Sutton, Jr.,
Successor Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Shelly Taylor Berry a Notary Public for the State and County aforesaid, Barrett B. Sutton, Jr., Successor 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 1 day of September, 1993.

Shelly Taylor Berry
Notary Public

SHELLY TAYLOR BERRY NOTARY PUBLIC AT LARGE WILSON CO. TENN.

My commission expires:
8-4-97

EXHIBIT "A"

PROPERTY

A tract of land lying in the Third Civil District of Davidson County, Tennessee, bounded on the north by Thompson Place, on the east by the Lands of A.J. Smith, on the west by the Crestview Apartments property and on the south by the Williamsburg Corporation Property, being more particularly described as follows:

Said tract of land begins at an iron pin on the southerly margin of Thompson Place at the northeast corner of the Crestview Apartment Property; thence with the southerly margin of Thompson Place in an easterly direction with a curve to the right with a radius of 1,885.27 feet, distance of 24 feet to an iron pin; thence continuing with said margin South 85 deg. 46 min. East 18.30 feet to an iron pin on said margin; thence continuing with said margin and a curve to the left with a radius of 2,316.70 feet a distance of 197.79 feet to an iron pin at the northwest corner of the A.J. Smith Property; thence with A.J. Smith's westerly line South 3 deg. 14 min. 10 sec. West 432.36 feet to an iron pin at the southwest corner of the A.J. Smith property and in the northerly line of the Williamsburg Corporation Property; thence with the northerly line of the Williamsburg Corporation Property North 85 deg. 42 min. 30 sec. West 240 feet to an iron pin at the southeast corner of the Crestview Apartment Property; thence with the east boundary of the Crestview Apartment Property North 3 deg. 14 min. 10 sec. East 423.51 feet to the point of beginning and containing 2.35 acres, more or less.

BEING the same property conveyed to The Thompson Place Group, Ltd., by Deed of record in Book 5917, page 620, Register's Office for Davidson County, Tennessee.

0473 09/01 0101 03CHECK 3924.50

EXHIBIT "B"

PERMITTED ENCUMBRANCES

1. Real Estate taxes for 1990 and 1992, a lien, due and payable; real estate taxes for 1993, a lien, not yet due and payable.

2. Deed of Trust given to William N. Dearborn as Trustee, recorded in Book 5305, page 448, Register's Office for Davidson County, Tennessee ("RODC"), as amended by Book 5917, page 599, and Book 6012, page 92, RODC.

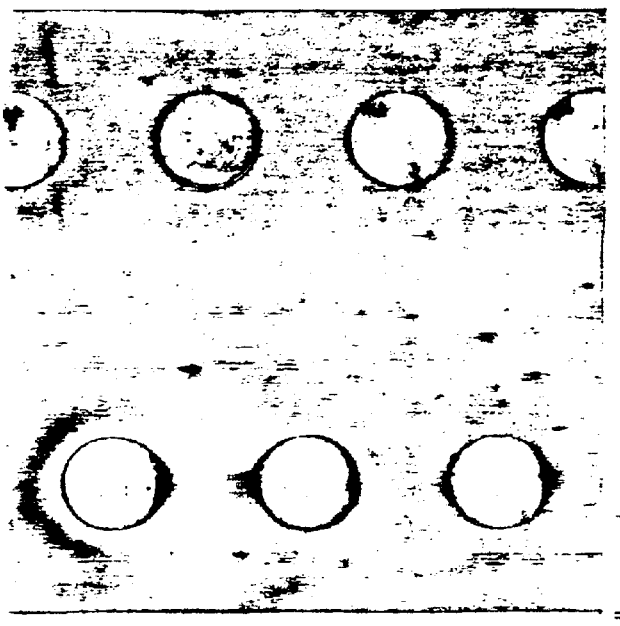
3. UCC-1 financing statement of record in Book 8075, page 248, RODC, securing Dominion Bank of Middle Tennessee.

4. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 4665, page 1, and Book 5496, page 45, RODC.

58387
IDENTIF. & REFERENCE

93 SEP -1 PM 1:55

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

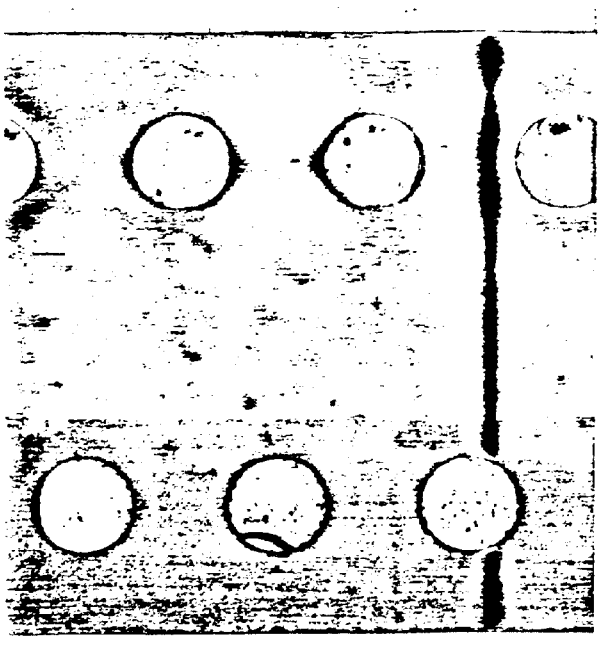
RECEIVED OF _____

FOR _____

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
09/01/93	01	13:54 0001	0473	



58387
IDENTIF. & REFERENCE

93 SEP -1 PM 1:55
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

CAMT 1055000.00
CON TX 3903.50
PRFEE 1.00
TDEED BANK 20.00
ERR CO
TDEED 20.00-
WDEED 20.00
TOTAL 3924.50
CHECK 3924.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID

No. 692955