FILE BOX "7"

BOOK 9241 PAGE 334

00272482
Box 35

THIS INSTRUMENT PREPARED BY:
Joseph B. Pitt, Jr., Attorney at Law
First American Center
315 Deaderick Street, Suite 105
Nashville, Tennessee 37238-0105

SUBLEASE AND CONVEYANCE OF CONDOMINIUM APARTMENT

ADDRESS NEW OWNER:	NAME OF MORTGAGEE:	MAP/PARCEL:
Lawrence T. Ratner		Map 129-11-A Parcel 2C0

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned, Edith B. Morgan, unmarried, (the "Grantor"), has bargained, sold and leased, and by these presents does transfer, convey and lease unto Lawrence T. Ratner (the "Grantee"), his heirs and assigns, a certain condominium apartment in Davidson County, Tennessee, described as follows, to wit:

> A certain condominium apartment in Davidson County, Tennessee, being Unit No. 102, created under Title 66, Chapter 27, Section 101, et seq., as amended, Tennessee Code Annotated, and as established by the Master Deed for The Cloister at St. Henry, Phase 1B, of record in Book 6237, page 665, Register's Office for Davidson County, Tennessee, together with the undivided percentage interest in the common elements appurtenant to said unit, as set forth in said Master Deed. Reference is hereby made to the Plat for

The Cloister at St. Henry, Phase 1B, attached as Exhibit "B" to said Master Deed for proper identification.

Being the same property conveyed to Edith B. Morgan, by Conveyance of Sublease from Lucille O. Johnson, unmarried, of record in Book 7962, page 943, Register's Office for Davidson County, Tennessee.

THIS SUBLEASE AND CONVEYANCE is subject to the following:

1. Provisions of Tennessee Code Annotated, Section 64-27-101, et seq.

2. Conditions, restrictions, options, encumbrances, liens, assessments, easements and undertakings contained in the Master Deed for The Cloister at St. Henry, Phase 1B, of record in Book 6237, page 665, as amended in Book 6834, page 449, Register's Office for Davidson County, Tennessee, and the Bylaws for The Cloister at St. Henry, of record in Book 6042, page 650, as amended in Book 6519, page 187, and Book 6834, page 449, and by Resolution of record in Book 6527, page 700, said Register's Office.

3. Sanitary Sewer and/or Storm Easement, of record in Book 4191, page 157, Register's Office for Davidson County, Tennessee.

4. Subject to terms and conditions of Ground Lease by and between James D. Niedergeses, Bishop of the Diocese of Nashville, and St. Henry's Development, Inc., dated August 31, 1982, of record in Book 6208, page 137, Register's Office for Davidson County, Tennessee.

5. Real estate taxes for 1993.

THIS IS IMPROVED PROPERTY known as No. 102 Emma Neuhoff Court, Nashville, Tennessee 37205.

TO HAVE AND TO HOLD the said condominium apartment, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, his, her or their heirs and assigns, for the term of the Ground Lease, of record in Book 6208, page 137, Register's Office for Davidson County, Tennessee, and any extension thereof, but not further.

GRANTEE UNDERSTANDS that Grantors are not conveying the real estate in fee simple and this conveyance is both a sublease by Grantor to Grantee of the above described condominium apartment for the full term of the Ground Lease and any extension thereof, and a conveyance by Grantor of all right, title and interest of the Grantor in the described condominium apartment. By acceptance of this conveyance, Grantee agrees to assume jointly with The Cloister Owners' Association all obligations of the Grantor under the Ground Lease, including payment of all real estate taxes assessed against both land and buildings.

WITNESS my hand, this the 31 day of January, 1994.

Edith B. Morgan
Edith B. Morgan

Lawrence T. Ratner
Lawrence T. Ratner

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $100,000.00.

Affiant

Subscribed and sworn to before me this 31 day of January, 1994.

Notary Public

My Commission Expires: 1/22/95

ALAN L. SATURN
NOTARY PUBLIC AT LARGE
STATE OF TENNESSEE

State of Tennessee

County of Davidson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Edith B. Morgan, the within named bargainor, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at Nashville, Tennessee this 31st day of January, 1994.

NOTARY PUBLIC

My Commission Expires: 11-10-97

LINDA V. JONES NOTARY PUBLIC AT LARGE DAVIDSON CO. TENN.

State of Tennessee

County of Davidson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Lawrence T. Ratner, the within named bargainor, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Nashville, Tennessee this 31st day of January, 1994.

NOTARY PUBLIC

My Commission Expires: 1/22/95

ALAN L SATURN NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

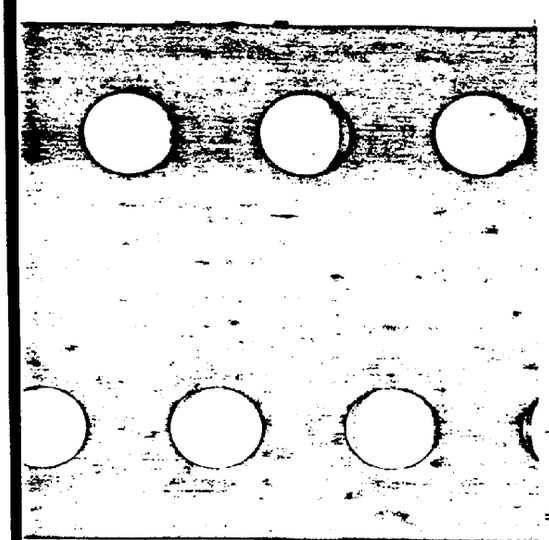
2456 02/04 0101 03CHECK 391.00

94 FEB -4 AM 9:26

FELIX [illegible] REGISTER DAVIDSON COUNTY, TN.

14896

IDENTIF. & REFERENCE



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

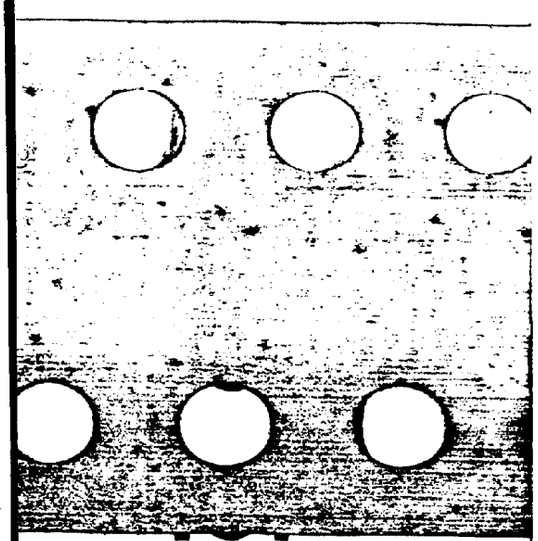
RECEIVED OF _____

FOR _____

BOOK 9241 PAGE 339

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



CAMT
100000.00
CON TX 370.00
VOID
CAMT
100000.00-
VOID
CON TX 370.00-
TOTAL 0.00
CHECK 0.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

02/04/94 01 09:27 0001 2455

CAMT
100000.00
CON TX 370.00
PRFEE 1.00
MISC 20.00
TOTAL 391.00
CHECK 391.00

02/04/94 01 09:28 0001 2456

No. 753434

14896
IDENTIF. REFERENCE

94 FEB -4 AM 9:26
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.