BOOK 11271 PAGE 413

BOX 15

THIS INSTRUMENT PREPARED BY:
STELTEMEIER & WESTBROOK, ATTORNEYS
2002 RICHARD JONES ROAD, C-101
NASHVILLE, TN 37215

5776 12/29 0101 03CHECK 560.45

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 148,500.00

Earl E. Caldwell
Affiant

Subscribed and sworn to before me, this 28th day of December, 1998

LARRY L. WESTBROOK NOTARY PUBLIC AT LARGE WILLIAMSON COUNTY, TENN.

NOTARY PUBLIC
MY COMMISSION EXPIRES:
April 22, 2001

98 DEC 29 PM 4:15
REGISTER
DAVIDSON COUNTY, TN.

0530142
IDENTIF. # REFERENCE

SUBLEASE AND CONVEYANCE OF CONDOMINIUM APARTMENT

Address of New Owner:	**Send Tax Bills to:**	**Map/Parcel**
Earl E. Caldwell 268 Cana Circle Nashville, TN 37205	SAME	Map 129-11A Parcel 268

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, Donn C. Downall and wife, Mary F. Downall (the "Grantor") has bargained, sold and leased and by these presents does transfer, convey and lease unto Earl E. Caldwell and wife, Peggy W. Caldwell (the "Grantee"), their heirs and assigns, a certain condominium apartment in Davidson County, Tennessee, described as follows, to-wit:

Unit No. 123R, 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 ID, of record in Book 6933, page 927, 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 ID, attached as Exhibit "B" to said Master Deed for property identification.

Being the same property conveyed to Donn C. Downall and wife, Mary F. Downall by deed from St. Henry's Property Development, Inc. of record in Book 7141, page 404, Register's Office for Davidson County, Tennessee.

This conveyance and lease 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 ID, recorded in Book 6933, page 927, Register's Office for Davidson County, Tennessee, and the Bylaws for The Cloister at St. Henry, recorded in Book 6042, page 650, Register's Office for Davidson County, Tennessee.

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

4. Matters shown on the Plan of Fifth Revision of The Cloister at St. Henry, Phase ID, of record in Book 6250, page 979, Register' Office for Davidson County, Tennessee.

5. Storm Water Detention Agreement by and between St. Henry's Property Development, Inc. and The Metropolitan Government of Nashville and Davidson County of record in Book 6862, page 384, Register' Office for Davidson County, Tennessee.

THIS is improved property known as 268 Cana Circle, 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 Grantor's Ground Lease of record in Book 6922, page 282, Register's Office for Davidson County, Tennessee, and any extension thereof but not further.

Grantee understands that Grantor is 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 Grantor's 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 Grantor's Ground Lease, including payment of all real estate taxes assessed against both land and buildings.

WITNESS my hand this 28th day of December, 1998.

Donn C. Downall
DONN C. DOWNALL

Mary F. Downall
MARY F. DOWNALL

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Donn C. Downall and Mary F. Downall, the bargainors, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that they executed the within instrument for the purposes therein contained. Witness my hand and official seal at Nashville, Tennessee, this 28th day of December, 1998.

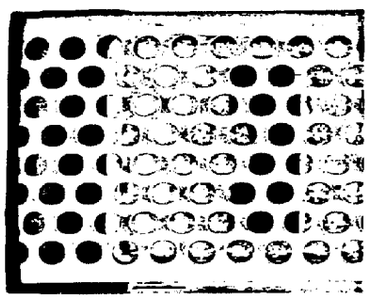
My Commission Expires:
April 22, 2001

LARRY L. WESTBROOKS NOTARY PUBLIC AT LARGE WILLIAMSON COUNTY, TN

NOTARY PUBLIC

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

BOOK 11271 PAGE 415

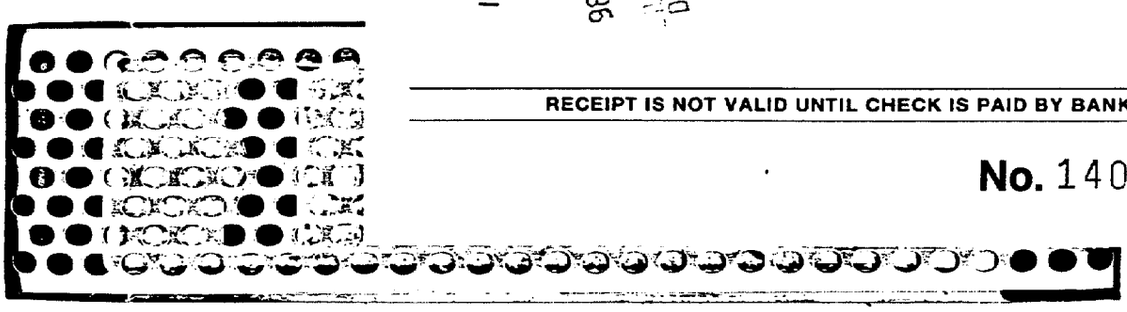
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

0530142
IDENTIFICATION REFERENCE

98 DEC 29 PM 4:15
REGISTER
DAVIDSON COUNTY, TN.

CONSIDERATION	148500.00
CON TX	549.45
PRFEE	1.00
WDEED	8.00
CFEE	2.00
TOTAL	560.45
CHECK	560.45

12/29/98 01 16:12 0001 5776



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1403091