PREPARED BY (AND RETURN TO):

WILKINS & IVEY
Attorneys At Law

Parklane Building, Suite 109
5200 Maryland Way
Brentwood, Tennessee 37027
Ph. (615) 507-2004 - Fax. 507-2002
E-mail: *main@wilkinsandivey.com*

W & I Ref: (SK) Title No: 43349

Dav. Co. File: Box 8

Davidson County DEEDWARR
Recvd: 04/16/02 15:36 6pgs
Fees:32.00 Taxes:0.00
20020416-0047278

ADDRESS NEW OWNER:	**RESPONSIBLE FOR TAX PAYMENT:**
William Leidig Ryder, Sr. 505 Loyola Drive Nashville, TN 37205	SAME

TAX MAP-PARCEL NUMBERS: 129-11-A-505

WARRANTY DEED
As to a Leasehold Interest in a Condominium Apartment

FOR AND IN CONSIDERATION of the sum of **$108,000.00** , cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned **Thomas I. Carlton, Jr., Executor, with full power to convey, under the Last Will and Testament of Elinor McCarthy McIlwaine**, hereinafter called the **Grantor**, has bargained, sold and leased, and by these presents does hereby transfer, convey and lease unto **William Leidig Ryder, Sr.**, hereinafter called the **Grantee**, Grantee's heirs and assigns, a certain tract or parcel of land in **Davidson** County, Tennessee, described as follows: **To Wit:**

A Condominium Apartment in Davidson County, Tennessee, being Unit No.505 of Phase 1-A of Lot No. 2, The Cloister at St. Henry, a horizontal property regime pursuant to the Tennessee Horizontal Property Act, as shown on the Plan of record in Book 5200, page 529 and revised in Book 5200, page 676, said Register's Office, to which source reference is hereby made for more complete details of description, together with the said Apartment's appurtenant undivided interest in the general and limited common elements of the Condominium.

BEING the same property conveyed to Elinor M. McIlwaine, a widow by deed from St. Henry's Property Development, Inc. by deed of record in Book 6126, page 711, Register's Office for Davidson County, Tennessee. The said Elinor M. McIlwaine has since died. Elinore M. McIlwaine and Elinor McCarthy McIlwaine are one in the same person.

Description Reference: Described from information contained in recorded condominium documents. This conveyance is subject to: Taxes for 2002, and subsequent years; The Plan, with Owner's Certificate, of record in Plat Book 5200, Page 529, revised in Book 5200, page 676, said Register's Office, which Plan shows minimum building set back lines and easements and to which Plan reference is hereby made for a more complete description.: The provisions of the condominium Master Deed of record in Book 6042, page 602, Book 6071, page 149, Book 6519 page 187, Book 6237, page 660, Book 7590, page 273, said Register's Office, which submits said property to a Horizontal Property Regime pursuant to the provisions of the Tennessee Horizontal Property Act and sets forth restrictions, assessments, liens and other matters; Subject to terms and conditions of Ground Lease by and between James D. Niedergeses, Bishop of the Diocese of Nashville and St. Henry's Property Development, Inc., dated August 31, 1982, of record in Book 5961, page 657, said Register's Office..

This is improved property, known as: 505 Loyola, Nashville, Tennessee 37205

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, Grantee's heirs or assigns, for the term of the Ground Lease of record in Book 5961, Page 657, Register's Office for Davidson County, Tennessee, and any extension thereof, but not further.

GRANTOR COVENANTS with the said Grantee that Grantor is lawfully seised and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out.

Anne Byrd De Mars, David Rickert and Anne Marie Rickert, beneficiaries of the estate of Elinor McCarthy McIlwaine, join in execution of this instrument to convey any interest they may have in the subject property. (See pages attached for execution in counterpart.)

WITNESS THE EXECUTION HEREOF this _____ day of March, 2001 .

Thomas I. Carlton, Jr., Executor with full power under the Last Will and Testament of Elinor McCarthy McIlwaine

Anne Byrd DeMars

David Rickert

Anne Marie Rickert

State of Tennessee
County of Davidson

On this 26th day of March, 2002 , before me the undersigned authority, personally appeared **Anne Byrd DeMars** , to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument and acknowledged the execution as a free act and deed.

My Commission Expires: _____

SALLY C. TAYLOR NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN. My Commission Expires JAN. 31, 2004

Notary

State of Tennessee
County of Davidson

On this 26th day of March, 2002 , before me the undersigned authority, personally appeared **Thomas I. Carlton, Jr., Executor with full power under the Last Will and Testament of Elinor McCarthy McIlwaine** , to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged the execution as a free act and deed.

My Commission Expires: _____

CHRISTY WILKINS IVEY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN. My Commission Expires 7/26/2003

Notary

State of Tennessee
County of Davidson

AFFIDAVIT

The undersigned declares under oath that the actual consideration or value, whichever is greater, for this transfer is: $ 108,000.00

Affiant

Sworn and subscribed before me on the 26th day of March, 2002..

My Commission Expires: _____

CHRISTY WILKINS IVEY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN. My Commission Expires 7/26/2003

Notary Public

~~**GRANTOR FURTHER COVENANTS** and binds Grantor, Grantor's heirs and representatives, to warrant and forever defend the title to the said land to the said Grantee, Grantee's heirs and assigns, against the lawful claims of all persons whomsoever.~~

WITNESS THE EXECUTION HEREOF this 26th day of March, 2001 .

Thomas I. Carlton, Jr., Executor with full power under the Last Will and Testament of Elinor McCarthy McIlwaine

Anne Byrd DeMars

David Rickert

Anne Marie Rickert

State of Tennessee
County of Davidson

On this 26th day of March, 2002 , before me the undersigned authority, personally appeared Anne Byrd DeMars , to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged the execution as a free act and deed.

SALLY C. TAYLOR NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN. My Commission Expires JAN. 31, 2004

My Commission Expires: _____ Notary

~~**State of Tennessee**~~
~~**County of Davidson**~~

On this ____ day of March, 2002 , before me the undersigned authority, personally appeared Thomas I. Carlton, Jr., Executor with full power under the Last Will and Testament of Elinor McCarthy McIlwaine , to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged the execution as a free act and deed.

My Commission Expires: _____ Notary

State of Tennessee
County of Davidson

AFFIDAVIT

The undersigned declares under oath that the actual consideration or value, whichever is greater, for this transfer is: $ 108,000.00

Affiant

Sworn and subscribed before me on the _____ day of March, 2002..

Notary Public

My Commission Expires: _____

WITNESS THE EXECUTION HEREOF this 15 day of March, 2001 .

Thomas I. Carlton, Jr., Executor with full power under the Last Will and Testament of Elinor McCarthy McIlwaine

Anne Byrd DeMars

David Rickert

Anne Marie Rickert

State of Texas
County of Harris

On this 15 day of March, 2001 , before me the undersigned authority, personally appeared **Anne Marie Rickert** , to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged the execution as a free act and deed.

My Commission Expires: 1/16/06

Notary

JENNIFER LOFTIN
MY COMMISSION EXPIRES
JANUARY 16, 2006

WITNESS THE EXECUTION HEREOF this 15th day of March, 2002

Thomas I. Carlton, Jr., Executor with full power under the Last Will and Testament of Elinor McCarthy McIlwaine

Anne Byrd DeMars

David Rickert

Anne Marie Rickert

State of Kentucky
County of Jefferson

On this 15th day of March, 2002, before me the undersigned authority, personally appeared **David Rickert** , to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged the execution as a free act and deed.

My Commission Expires: May 9, 2005

Notary

NOTARY PUBLIC
STATE AT LARGE, KY.

EXHIBIT "A"

RESOLUTION

WHEREAS, the Master Deeds for The Cloister at St. Henry provide at Section 18(d) circumstances under which a unit owner may sell his unit to the developer, St. Henry's Property Development, Inc. ("S.H.P.D.") for 80% of appraised fair market value; and,

WHEREAS, a question has arisen regarding whether or not S.H.P.D. may on the death of a unit owner compel the succeeding owners to sell to S.H.P.D. at 80% of appraised fair market value; and,

WHEREAS, S.H.P.D. has never intended to compel any owner to sell to it at 80% of appraised fair market value; and,

WHEREAS, S.H.P.D. understands that Section 18(d) does not grant it any right to compel such a sale at the death of an owner or otherwise:

NOW, THEREFORE, be it:

RESOLVED, that for the purpose of clarifying interpretation of the Master Deeds' Section 18(d) and with express understanding that prospective unit purchasers of The Cloister at St. Henry will rely on the statements in this resolution, S.H.P.D. declares that it will not under any circumstances compel any unit owner to sell a unit to S.H.P.D. at 80% of appraised fair market value, but will purchase units at 80% of appraised fair market value upon request of a unit owner provided such unit owner has fully complied with all pre-requisites to the obligations of S.H.P.D. as provided in Section 18(d).

Resolution unanimously adopted by Board of Trustees for St. Henry Property Development, Inc. at its regular monthly meeting on Wednesday, March 6, 1985.

Karol F. Grace

Karol F. Grace
Board Member and Secretary

Mar.26. 2002 1:52PM WILKINS & IVEY (B'WOOD) No.3770 P. 1

State of Tennessee

County of Davidson

AFFIDAVIT

This conveyance is a Leasehold Interest in a Condominium Apartment and is exempt from the transfer tax.

Affiant

Sworn and subscribed before me on March 26, 2002.

Notary Public