This Instrument Was Prepared By:
KEVIN J. JONES, Attorney
LOEWENSTEIN, ZIEGLER & BUFFALOE
1800 Third National Bank Building
Nashville, Tennessee 37219

ADDRESS NEW OWNER:

United Companies Financial
Corporation
1451 Elm Hill Pike, Suite 250
Nashville, Tennessee 37210

Map 059-16-0
Par 201.00

SEND TAX BILLS:

Same

5682 IDENTIF. REFERENCE

AUG 10 2 40 PM '89
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $50,932.27.

AFFIANT

Subscribed and sworn to before me this the 8 day of August, 1989.

NOTARY PUBLIC

My Commission Expires: March 11, 1990

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, by Deed of Trust dated November 27, 1987, of record in Book 7415, page 395, Register's Office for Davidson County, Tennessee, Ernest E. Smith and wife, Sara F. Smith, conveyed the property hereinafter described to Joe E. Phillips as Trustee, to secure the payment of the indebtedness therein mentioned and described;

WHEREAS, the said Joe E. Phillips, Trustee, was unable to act as Trustee under said Deed of Trust, and the undersigned was appointed as Substitute Trustee by an instrument of record in Book 7589, page 932, Register's Office for Davidson County, Tennessee; and,

WHEREAS, default was made in the payment of said indebtedness and in the performance of the other covenants and agreements contained in said Deed of Trust and United Companies Financial Corporation, the lawful owner and holder of said indebtedness, having declared all the unpaid installments due and payable, called upon the undersigned Substitute Trustee to exercise the power of sale conferred by said Deed of Trust, and to sell the hereinafter described property;

WHEREAS, I, Robert P. Ziegler, Substitute Trustee, did give notice of the time and place of sale by publication in The Nashville Record, a newspaper published in Nashville, Davidson County, Tennessee, for four (4) consecutive weeks, one insertion of said advertisement appearing in each of the issues of said newspaper on July 13, 20, 27, and August 3, 1989, respectively;

WHEREAS, pursuant to said notice, I, the undersigned, Robert P. Ziegler, as Substitute Trustee, did offer the property for sale at public outcry to the highest and best bidder for cash, subject to all restrictions of record, all unpaid taxes, and any other prior mortgages and valid liens of record on Monday, August 7, 1989, at 10:00 a.m. at the South door of the Davidson County Courthouse, Nashville, Davidson County, Tennessee; and,

WHEREAS, at said sale, United Companies Financial Corporation was the highest and best bidder, the amount of its bid being in the sum of Fifty Thousand, Nine Hundred Thirty Two Dollars and Twenty Seven Cents ($50,932.27); and,

NOW, THEREFORE, I, Robert P. Ziegler, Substitute Trustee, and pursuant to the power and authority contained in said Deed of Trust and in consideration of Fifty Thousand, Nine Hundred Thirty Two Dollars and Twenty Seven Cents ($50,932.27) credited and applied as payment on the note secured by the aforementioned Deed of Trust, and further credited and applied against attorney's fees, substitute trustee's fees, and expenses incurred pursuant to said sale, do by these presents sell and transfer and convey unto United Companies Financial Corporation, its successors and assigns, a certain tract of land in Davidson County, Tennessee, described as follows:

> Being Lot No. 131 on the Plan of Trinity Hills Village, Section @(2), 1st Addition as of record in Book 4460, Pages 45 and 46, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.
>
> Being the same property conveyed to Ernest E. Smith and wife, Sara F. Smith by deed from Ewing Valley, Inc. of record in Book 5163, Page 53, Register's Office Davidson County, Tennessee
>
> Also being the same property heretofore foreclosed upon and transferred to Robert E. Poole by Trustee's Deed from Michael F. Mondelli, Trustee, of record in Book 7632, Page 969, said Register's Office, which deed specifically by its terms transferred the above described property, subject to all existing liens and mortgages, and by instrument of record in Book 7429, Page 427, Register's Office of Davidson County, Tennessee, the foreclosed mortgage was subordinated to the mortgage of record in Book 7415, Page 395, Register's Office of Davidson County, Tennessee, which is being foreclosed upon at the above described sale.

This conveyance is made subject to all restrictions of record, all unpaid real estate taxes, and any other prior mortgages and valid liens of record.

TO HAVE AND TO HOLD said tract of land, together with all the appurtenances, estate, title, and interest thereto belonging to the said United Companies Financial Corporation, its successors and assigns, forever.

I, Robert P. Ziegler, Substitute Trustee, under the said Deed of Trust of record in Book 7415, page 395, Register's Office for Davidson County, Tennessee, do hereby transfer, assign, and convey unto the said United Companies Financial Corporation, its successors and assigns, all of the rights, title, and interest in and to said property vested in me, and which I have a right to transfer, in as full and ample a fashion as I as Substitute Trustee under said Deed of Trust, can or should do, but not further or otherwise.

IN WITNESS WHEREOF, the said Robert P. Ziegler, Substitute Trustee, has hereto set his hand, this the 8th day of August, 1989.

ROBERT P. ZIEGLER
Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

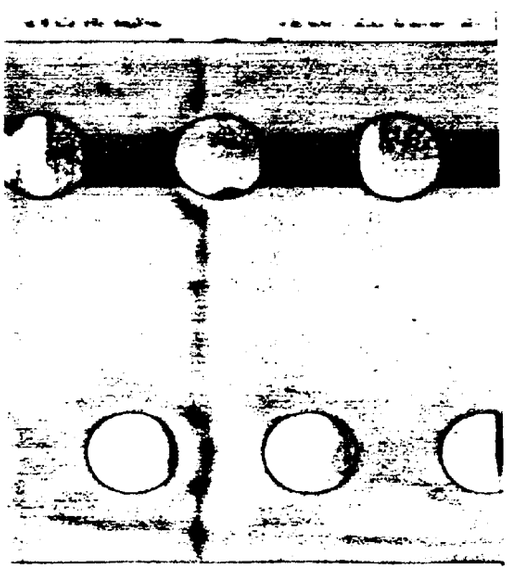
Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, the within named Robert P. Ziegler, Substitute Trustee, the bargainor, with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument, as Substitute Trustee, for the purposes therein contained.

WITNESS my hand and official seal at offices in Nashville, Tennessee this the 8th day of August, 1989.

Ann M Symonds
NOTARY PUBLIC

My Commission Expires:
March 11, 1990

4562 08/10 0101 03CHECK 177.97





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7912 PAGE 84

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 50932.27
CON TX 167.97
PRFEE 1.00
WDEED 9.00
TOTAL 177.97
CHECK 177.97

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

08/10/89 01 14:42 0001 4562

56821

IDENTIF. REFERENCE

AUG 10 2 40 PM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. 237851