SUBSTITUTE TRUSTEE'S DEED

WHEREAS, by Deed of Trust dated February 5, 1991 recorded in Book 8289, Page 840, Register's Office for Davidson County, Tennessee, Rudell C. Barnhill, Jr. and Kathy Barnhill conveyed to Real Estate Loan Services, Trustee, the hereinafter described property for the purpose of securing the payment of the indebtedness and performance of the obligations therein mentioned and set forth; and

WHEREAS, the holder of the debt secured appointed the undersigned as Substitute Trustee by instrument of record in Book 9268, Page 342 in the Register's Office for Davidson County, Tennessee; and

WHEREAS, default was made in the terms and conditions of said Deed of Trust, and the beneficiary requested the undersigned to advertise and sell said property under the terms and provisions of said Deed of Trust; and

WHEREAS, in pursuance of said request by said beneficiary, the said property was by the undersigned, advertised for sale in conformity with the terms and provisions of sale in the Deed of Trust by which advertisement the sale was appointed to be held on April 6, 1994, at 12:00 Noon, at the Front/Main Door of the Davidson County Courthouse in Nashville, Tennessee; and

WHEREAS, at the time and place mentioned in said advertisement, the undersigned offered said property for sale at public outcry to the highest and best bidder for cash at which time the said property was struck off and sold to Transamerica Financial Services Company, whose address is 7101 Executive Center Drive, Suite 200, Brentwood, Tennessee, 37027, at and for the sum of $35,000.00 that being the highest and best bid offered; and

WHEREAS, the purchaser, being the holder of the indebtedness has complied with the terms of the sale by paying into the hands of the undersigned Substitute Trustee the expenses of the sale, the balance being applied upon said indebtedness for which the property was sold.

NOW, THEREFORE, in consideration of the premises and the payment by Transamerica Financial Services Company, the sum of money so paid, receipt of which is hereby acknowledged, the undersigned, Auborn L. Hager, III, as Substitute Trustee, does hereby grant, bargain, sell and convey to the said Transamerica Financial Services Company, its successors and assigns, in fee simple forever, the property above mentioned and now further described as being in Nashville, Davidson County, Tennessee, to-wit:

Land in the 13th Civil District of Davidson County, Tennessee, being Lot No. 447 on the Plan of Bordeaux Hills Subdivision, Section 9, as of record in Book 4175, Page 116, Register's Office for said County, to which plan reference is here made for description.

Being the same property conveyed to Rudell C. Barnhill, Jr. and wife, Kathy Barnhill by deed from Rudell C. Barnhill, Jr. and Larry E. Barnhill of record in Book 8289, Page 837, Register's Office for Davidson County, Tennessee.

The said property also being known as 3364 Hospital Lane, Nashville, Tennessee, 37218.

There are no liens or claimed liens of the United States or the State of Tennessee which would require notice to be given to the United States or the State of Tennessee pursuant to tne provisions of 26 U.S.C. Section 7425 (b) or T.C.A. Section 67-1-1433 (b)(1), respectively.

TO HAVE AND TO HOLD the said property above described together with the privileges and appurtenances and hereditaments thereunto belonging or in any wise appertaining unto Transamerica Financial Services Company, its successors and assigns, in fee simple forever, to whom the said Auborn L. Hager, III, Substitute Trustee, warrants the title to the aforesaid real property against the lawful claims of all persons claiming by, through or under him, as such Substitute Trustee, but not further or otherwise.

IN WITNESS THEREOF, the said Auborn L. Hager, III, Substitute Trustee, has hereunto set his hand and seal this 6th day of April, 1994.

Auborn L. Hager, III
Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

On this 6th day of April, 1994, before me, a Notary Public, in and for said State and County, duly commissioned and qualified, personally appeared Auborn L. Hager, III, to me known to be the person described in and who executed the foregoing instruments, and acknowledged that he executed the same as Substitute Trustee and as his free act and deed.

WITNESS my hand and seal the day and year above written.

Melissa McBroom
Notary Public

MELISSA MCBROOM NOTARY PUBLIC DAVIDSON COUNTY TENNESSEE

My Commission Expires: 01/22/95

I, or we hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $35,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 4th day of April, 1994.

Melissa McCook
Notary Public



My Commission Expires: 01/22/95

PROPERTY OWNER AND AGENCY RESPONSIBLE FOR PAYMENT OF TAXES

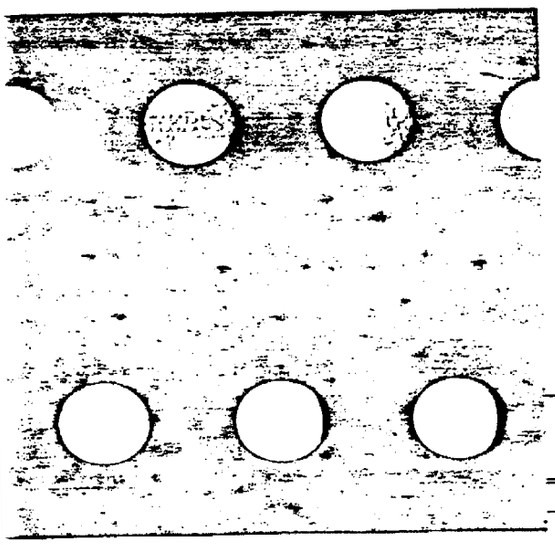
Transamerice Financial Services Company
7101 Executive Center Drive
Suite 200
Brentwood, Tennessee 37027

THIS INSTRUMENT PREPARED BY:
Auborn L. Hager, III
2323 Hillsboro Road, Suite 502
Nashville, Tennessee 37212

2243 04/11 0101 03CHECK 142.50

94 APR 11 AM 10:20
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

37408
IDENTIF. & REFERENCE



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

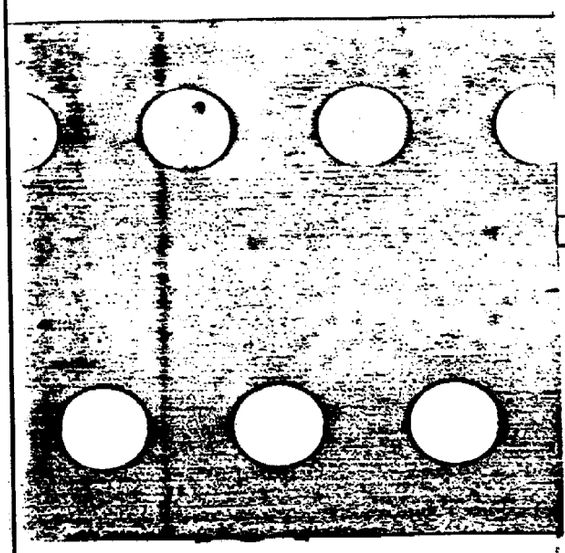
RECEIVED OF _____

FOR _____

BOOK 9307 PAGE 486

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	35000.00
CON TX	129.50
PRFEE	1.00
WDEED	12.00
TOTAL	142.50
CHECK	142.50

04/11/94 01 10:21 0001 2243

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

37408
IDENTIF. # REFERENCE

94 APR 11 AM 10:20
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 777468