SUBSTITUTE TRUSTEE'S DEED

WHEREAS, under date of the 28th day of February, 1994, Jeffrey D. Phillips and wife, Kerensa M. Phillips executed a certain Deed of Trust to Donna E. Amonette, Trustee, for the purpose of securing the debt and obligations therein described, which Deed of Trust in recorded in Book 9264, page 297 Register's Office for Davidson County, Tennessee; and

WHEREAS The Money Store/Tennessee Inc. was the holder and owner of the debt secured by said Deed of Trust having for reasons satisfactory to itself under the provisions of said Trust Deed, by instrument recorded in said Register's Office in Book 9636, page 790, has instructed to be named and appointed the undersigned as Substitute Trustee in the place and stead of the said Donna E. Amonette; and

WHEREAS default was made in the payment of the debt and the obligation secured by said Deed of Trust and the undersigned, as Substitute Trustee, was requested to advertise and sell the property conveyed by said Deed of Trust in compliance with provisions thereof; and

WHEREAS the undersigned, as Substitute Trustee, did in compliance with the provisions of said Deed of Trust, advertise for sale the property conveyed by same, the advertisement of sale having been published in The Nashville Record , a newspaper published in Nashville, Davidson County, Tennessee, in the issues of April 13, April 20 and April 27, 1995 of said newspapers, said sale having been advertised for Tuesday, May 2, 1995 at 10:00 A.M., at the front door of the Courthouse, Nashville, Davidson County Tennessee, at which time the property was offered for sale and sold; and

WHEREAS, the highest and best bid for said property was made by The Money Store/Tennessee Inc. to wit: a bid for FIFTY THREE THOUSAND AND 00/100 ($53,000.00) for said property, which bid was accepted by the undersigned as Substitute Trustee;

NOW THEREFORE, for consideration named and for and in consideration of the compliance with the terms of said bid, the undersigned, Mark A. Ellmore, Jr., as Substitute Trustee has bargained and sold, and does by these presents bargain, sell, and convey unto the said The Money Store/Tennessee Inc., the property advertised and sold as hereinabove recited, situated, lying and being in the County of Davidson, State of Tennessee, and more particularly described as follows:

Land in the Davidson County, Tennessee, being Lot No. 11B of the Zone Lot Division of Lots Nos. 7,8,9,10 and 11 of Phase 2, of Section 5, Fortland Park, of record in Book 6250, page 286, amending the Plan of record in Book 5200, page 415, 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 Jeffrey D. Phillips by deed from Edward A. Corlew of record in Book 7769, page 823, Register's Office for Davidson County, Tennessee.

This improved property is known as 316-B Riverside Drive, Nashville, Tennessee 37206.

TO HAVE AND TO HOLD, unto The Money Store/Tennessee Inc., its successors and/or assigns, in fee simple forever.

The undersigned Substitute Trustee believes the title hereby conveyed to be good, but warrants same only against the lawful claims of all persons claiming by, through, and under a conveyance from the undersigned as Substitute Trustee, under the provisions of the above described Deed of Trust, but not further or otherwise.

This sale is made subject to any and all outstanding and unpaid real property taxes upon the property as of the date of the Substitute Trustee's sale described herein.

Mark A. Ellmore
Substitute Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

On this 2nd day of May, 1995, before me a Notary Public in and for said County and State, duly commissioned and qualified, personally appeared Mark A. Ellmore, Jr., Substitute Trustee, to me known to be the person described herein and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed for the purpose therein.

WITNESS my hand and official seal this 2nd day of May, 1995 at Nashville, Tennessee.

5/23/98
My commission expires:

Lynda Kaye Jones
Notary Public

Property Address:
316-B Riverside Drive
Nashville, Tennessee 37206

Map/Parcel
83-11-203

Send Tax Bills To:
The Money Store, Inc.
P.O. Box 160908
Sacramento, CA 95816

7060 05/09 0101 03CHECK 205.10

ACKNOWLEDGEMENT

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 $53,000.00, which amount is equal to or greater than the amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Mark A. Ellmore
Affiant

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me a Notary Public in and for said County and State, duly commissioned and qualified, appeared Mark A. Ellmore, Jr., to me known to be the person described herein and who executed the foregoing acknowledgements for the purposes therein contained.

WITNESS MY HAND and official seal this 2nd day of May, 1995.

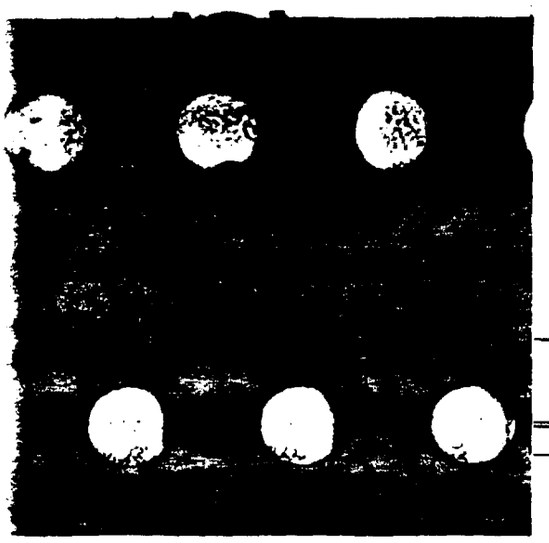
5/23/98
My Commission Expires:

Lynda Kaye Jones
Notary Public

This Instrument Prepared by:
Mark A. Ellmore, Jr., Attorney
388 Harding Place, Suite C
Nashville, TN 37211

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN
95 MAY -9 AM 11:10

59024
IDENTIF. & REFERENCE



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

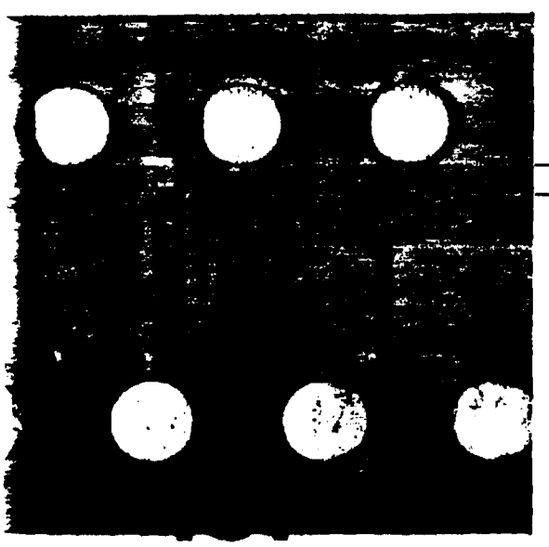
RECEIVED OF _____

FOR _____

BOOK 9667 PG 565

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	53000.00
CON TX	196.10
PRFEE	1.00
MDEED	8.00
TOTAL	205.10
CHECK	205.10

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

05/09/95 01 11:19 0001 9060

59024
IDENTIF. ↑ REFERENCE

95 MAY -9 AM 11:19
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 908463