ADDRESS OF NEW OWNER	SEND TAX BILLS TO	PREPARED BY:
Allied Credit Corp.	Same	Ingram & Lowe Atty.
2122 N. Gallatin Pk.		405 A Two Mile Pike
Madison, TN 37115		Goodlettsville, TN

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, by Deed of Trust dated September 29, 1994, of record in Record Book 9480, Page 331, Register's Office for Davidson County, Tennessee, Michael L. Pence, conveyed certain real property therein described to Willys Gerald, Trustee, to secure the indebtedness described in said Deed of Trust; and

WHEREAS, by instrument dated May 1, 1995, Ingram & Lowe Attorneys, P.C. was appointed Substitute Trustee to serve in the place and stead of Willys Gerald, pursuant to the aforementioned Deed of Trust, said Appointment of Substitute Trustee being recorded in Book 9658, Page 831, Register's Office for Davidson County, Tennessee; and

WHEREAS, the indebtedness described in said Deed of Trust was not paid in accordance with its terms, and default in the payment thereof was declared; and

WHEREAS, at the request of the lawful owner and holder of the indebtedness secured by said Deed of Trust, the Substitute Trustee gave notice of the time and place of sale, all in accordance with said Deed of Trust, by publishing an advertisement for three consecutive weeks in the Nashville Record a newspaper published in Davidson county, Tennessee, said notice being first published on May 4, 1995, and thereafter on May 11, 1995, and May 18, 1995, which notice of sale advertised the sale of the property hereinafter described for May 25, 1995 at 1:00 P.M.; and

WHEREAS, on May 25, 1995 at 1:00 P.M., at the front door of the Davidson County Courthouse in Nashville, Davidson County, Tennessee, being the time and place fixed in said notice, the hereinafter described property was offered for sale at public outcry, cash in hand and in bar of all equities of redemption and all other rights and exemptions of every kind of the Grantors of said Deed of Trust, as provided therein, subject only to liens, encumbrances and other matters which are prior in right to the lien of the aforesaid Deed of Trust and the Substitute Trustee having received a bid of Seventy One Thousand Two Hundred Thirteen and 47/100 Dollars ($71,213.47), from an agent of the lawful owner and holder of the indebtedness described in the said Deed of Trust having been received, the receipt of all of which is hereby acknowledged;

NOW, THEREFORE, in consideration of the premises and the sum bid and paid as herein provided, Ingram & Lowe Attorneys, P.C., Substitute Trustee, does hereby bargain, sell, transfer and convey unto Allied Credit Corporation of Tennessee, it successors and assigns, all of that certain real property in Davidson County, Tennessee, described as follows:

Land in Davidson County, Tennessee being Lot No. 49 on the map showing the Subdivision of Lots Nos. 8, 3 and 10 and part of Lot No. 7 in Block "A", and Lots 13 and 14, of Block "B: and all of Block "C" on the map of the Subdivision of Weakley Place, as set of record in Book 647, page 12, Register's Office for said County.

Said Lot No. 49 fronts on the northerly side of Benjamin Street and runs back between lines 190 feet 8 inches on the easterly line and 194 feet on the westerly line to a dead line, on which it measures 90 feet.

This being the same property conveyed from Fleet Finance, Inc., conveyed to Michael Pence, by Deed dated 4/20/94 and recorded 4/27/94 in Book 9324, Page 936 of the Davidson County, Register's

Office.

TO HAVE AND TO HOLD said real estate, together with all hereditaments, easements, appurtenances, and improvements thereunto belonging, in fee simple, forever, free from all rights or exemptions of the Grantor of said Deed of Trust, subject only to liens, easements, encumbrances and other matters which are prior in right to the lien of the aforesaid Deed of Trust.

Ingram & Lowe Attorneys, P.C., as Trustee, do hereby transfer, assign and set over unto said Allied Credit Corporation of Tennessee, its successors and assigns, all of the covenants and warranties contained in said Deed of Trust, subject only to the matters herein expressly reserved, and I do hereby warrant the title as fully as I am able to do as Trustee, but no further or otherwise.

WITNESS my hand as Substitute Trustee on this 31st day of May, 1995.

INGRAM & LOWE ATTORNEYS, P.C.
Substitute Trustee

Jimmie D. Hawkins
Jimmie D. Hawkins

STATE OF TENNESSEE
COUNTY OF DAVIDSON

On this 31st day of May, 1995, before me personally appeared Jimmie D. Hawkins, to me known, who, being by my duly sworn did say that he is a licensed shareholder of Ingram & Lowe Attorneys, P.C. and that said instrument was signed in behalf of said corporation by authority of its Board of Directors and said Jimmie D. Hawkins acknowledged said instrument to be the free act and of said corporation.

Cynthia A. Bray
Notary Public

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 11-22-97

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration for this transfer of value of the property (whichever is greater) is $71,213.47. This is equal to or greater than the property would bring at a fair and voluntary sale.

Jimmie D. Hawkins
Affiant

Sworn and subscribed before me this 31st day of May, 1995.

Cynthia A. Bray
Notary Public

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

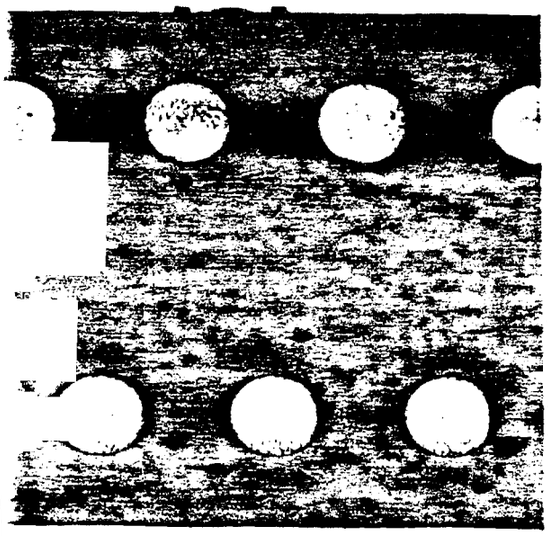
My Commission Expires: 11-22-97

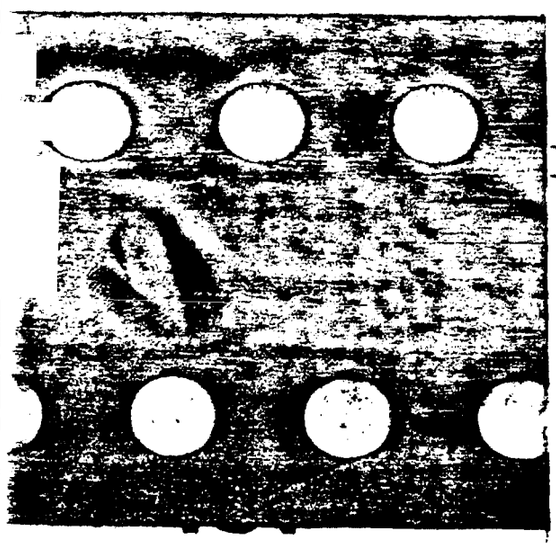
0066292
IDENTIF. ↑ REFERENCE

95 JUN -2 PM 1:25
FELIX Z. WILSON III REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

7063 06/02 0101 03CHECK 272.44





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

RECEIVED OF _____

FOR _____

BOOK 9689 PG 314

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	71216.47
			CON TX	263.44
			PRFEE	1.00
			WDEED	8.00
			TOTAL	272.44
			CHECK	272.44
06/02/95	01		13:26 0001	7063

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0066292
IDENTIF. ↑ REFERENCE

95 JUN -2 PM 1:25
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 916366