SUBSTITUTE TRUSTEE'S DEED

WHEREAS, on June 2, 1987, Alvin Read Pennington, a single person, executed to Stephen R. Josleyn, Trustee, a certain deed of trust conveying to it as Trustee, certain property hereinafter fully set forth and described, which deed of trust is of record in Book 7259, Page 446, in the Register's Office of Davidson County, Tennessee (the "Deed of Trust"); and

WHEREAS, the property was transferred by Warranty Deed to Brenda C. Roach by Instrument of record in Book 10002, Page 402 of said Register's Office; and

WHEREAS, the property was transferred by Warranty Deed to Janie Phelan McGee by Instrument of record in Book 10123, Page 200 of said Register's Office; and

WHEREAS, the above named trustee has been replaced by E. Franklin Childress, Jr., O. John Norris and J. Allen Roberts, as substitute trustees, by instrument of record In Book 10420, Page 516 of said Register's Office, any one of whom is empowered to serve with all the title, powers, and duties of the original Trustee named in said Deed of Trust described above; and

WHEREAS, default having been made in the payment of the debts and the performance of the obligations secured by said Deed of Trust, said Union Planters National Bank, a national banking association, f/k/a Leader Federal Bank For Savings, as the owner thereof, requested the undersigned to advertise and sell the security according to the terms thereof; and

WHEREAS, in accordance with said request, the said real estate described in said Deed of Trust was advertised for sale in THE NASHVILLE RECORD, a weekly newspaper published in Nashville, Tennessee, the first insertion appearing on May 8, 1997, and subsequent insertions appearing on May 15, 1997, and May 22, 1997, giving the time, terms, place of sale, and description of the real estate; and

WHEREAS, on Friday, May 30, 1997, being the time and at the south door of the Court House thereof, Nashville, Davidson County, Tennessee, being the place mentioned in said advertisement, the undersigned offered said real estate for sale in accordance with all the terms and requirements in said Deed of Trust and advertisement of sale made in connection therewith, at which time said real estate was offered for sale at public outcry to the highest and best bidder for cash and was struck off and sold to Union Planters National Bank f/k//a Leader Federal Bank For Savings, at and for the sum of $76,023.84, which is the highest and best bid in connection therewith;

WHEREAS, Union Planters National Bank f/k//a Leader Federal Bank For Savings, directed and instructed the undersigned to transfer, convey and assign the real estate described in the Deed of Trust to the Department of Housing and Urban Development and to deliver the deed of reconveyance to said Department;

NOW, THEREFORE, the undersigned in consideration of the premises and the payment of said bid, which amount has been applied toward the payment of said indebtedness, hereby bargains, sells, conveys, and confirms unto said Department of Housing and Urban Development, the following real estate situated and located in Madison, County of Davidson, State of Tennessee, to-wit:

> A certain condominium apartment located in Davidson County, Tennessee described as follows:
>
> Unit No. 215 in a Horizontal Property Regime, which is located on the Plan of Ellington Place Condominiums, a unit plat of which is shown as Exhibit "C", of the Master Deed of record in Book 6984, Page 84, Register's Office for said County, to which reference is here made for a more particular description, and being part of the land shown on subdivision plat of Ellington Place Condominiums of record in Book 6250, Page 829, Register's Office for Davidson County, Tennessee.

The conveyance of the aforesaid property is subject to unpaid property taxes, assessments, subdivision restrictions, building lines, and easements of record.

IN WITNESS WHEREOF, J. Allen Roberts. as Substitute Trustee has hereunto set his hand this the 30th day of May, 1997.

J. ALLEN ROBERTS
SUBSTITUTE TRUSTEE

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 30th day of May, 1997, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared J. Allen Roberts, to me known to be the person(s) described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed as Substitute Trustee.

WITNESS my hand and Official Notarial Seal at office the day and year above written.

NOTARY PUBLIC

My Commission Expires:
5/19/98

BOOK 10500 PG 114

STATE OF TENNESSEE
COUNTY OF SHELBY

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 $76,023.84, 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 on this 30th day of May, 1997.

PATRICIA CRAWFORD NOTARY PUBLIC AT LARGE SHELBY COUNTY TENN

NOTARY PUBLIC

My Commission Expires:

5/19/98

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Conveyance to a Government Entity- Exempt from Payment of Transfer Tax

PROPERTY ADDRESS: 215 Ellington Place
Madison, TN 37115-5154

MAIL TAX NOTICE TO: Department of Housing and Urban Development
251 Cumberland Bend Drive, Suite 200
Nashville, Tennessee 37228

PREPARED BY AND RETURN TO: WYATT, TARRANT & COMBS
6075 Poplar Avenue, Suite 650
Memphis, Tennessee 38119

Tax Parcel
051-10-0-B-078.00

03 I 8098
IDENTIF. ▲ REFERENCE

97 JUN 20 PM 1:26
FELIX Z. WILSON JJ REGISTER
DAVIDSON COUNTY, TN.

MAIL ENV.

5546 06/20 0101 03CHECK 12.00