SUBSTITUTE TRUSTEE'S DEED

WHEREAS, under date of the February 21, 1997, John L. Jones and wife, Annie L. Jones, executed a certain Deed of Trust to John W. Pritchard, Jr., Trustee, for the purpose of securing the debt and obligations therein described, which Deed of Trust in recorded in Book 10363, page 741 Register's Office for Davidson County, Tennessee; and

WHEREAS The Bank of New York , as Trustee under the Pooling and Servicing Agreement dated as of February 28, 1997, Series 1997-A-1, by Assignment from TMS Mortgage Inc., d/b/a The Money Store was the holder/owner and/or authorized agent of the 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 10912, page 97, has instructed to be named and appointed the undersigned as Substitute Trustee in the place and stead of the said John W. Pritchard, Jr., 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 June 4, 1998, June 11, 1998 and June 18, 1998 of said newspapers, said sale having been advertised for Thursday, April 9, 1998 at 10:30 A.M., at the front door of the Courthouse, Nashville, Davidson County, Tennessee, at which time the sale was postponed until June 30, 1998 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 Bank of New York as Trustee Under the Pooling and Servicing Agreement dated as of February 28, 1997, Series 1997 A-1 : a bid for Forty Eight Thousand Seven Hundred Seventy Six and 00/100 Dollars ($48,776.00) 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 Bank of New York as Trustee Under the Pooling and Servicing Agreement Dated as of February 28, 1997, Series 1997-A-1, 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:

A certain tract or parcel of land in Davidson County, State of Tennessee, described as follows: to-wit:

Land in Davidson County, Tennessee, being Lot No. 70 on the Plan of Haynes Park Subdivision as of record in Book 4460, page 185, Register's Office for Davidson County, Tennessee.

Said Lot No. 70 fronts 41 feet on the westerly side of Charles Court and runs back between lines 116.96 feet on the southerly side and 126.63 feet on the northerly side, to a broken line at the rear on which it measures 173 feet thereon.

Being the same property conveyed to John L. Jones and wife, Annie L. Jones by deed from Bettye M. Bond, et vir Johnnie Bond, dated December 2, 1980, recorded December 15, 1980 in Book 5690, page 597, Register's Office for Davidson County, Tennessee.

This improved property is known as 109 Charles Court, Nashville, Tennessee 37218.

TO HAVE AND TO HOLD, unto The Bank of New York as Trustee, under the Pooling and Servicing Agreement dated as of February 28, 1997, Series 1997-A-1, 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 and a Uniform Commercial Code loan of record in Book 10443, page 76, Register's Office for Davidson County, Tennessee, upon the property as of the date of the Substitute Trustee's sale described herein.

Substitute Trustee

STATE OF TENNESSEE
COUNTY OF DAVIDSON

On this 1st day of July, 1998, 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 1st day of July, 1998 at Nashville, Tennessee.

3/23/2002
My commission expires:

Notary Public

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 $48,776., 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.

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 1st day of July, 1998.

3/23/2002
My Commission Expires:

Notary Public

04631123

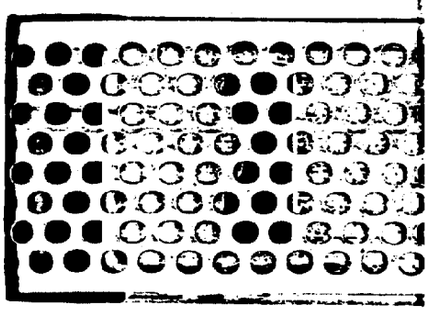
IDENTIFICATION REFERENCE

98 JUL 16 AM 10:50

Address of New Owner	Property Address	Map/Parcel
4111 South Darlington, #300	109 Charles Court	44-9-185
Tulsa, OK 74135	Nashville, TN 37218	

This instrument was prepared by : Mark A. Ellmore, Attorney, 388 Harding Place, Suite C Nashville, TN 37211

MAP 107/16 MOT 03CHECK 191-47



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

RECEIVED OF _____

FOR _____

BOOK 11022 PAGE 937

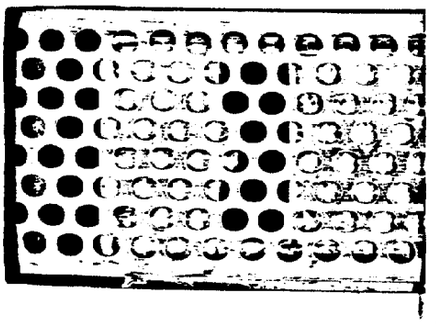
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT	48776.00
CON TX	180.47
PRFEE	1.00
MISC	8.00
CFEE	2.00
TOTAL	191.47
CHECK	191.47

07/16/98 01 10:52 0001 4284

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0463123
IDENTIF. # REFERENCE

98 JUL 16 AM 10:50
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No.1319975