SUBSTITUTE TRUSTEE'S DEED

WHEREAS, by Deed of Trust dated September 24, 1996 and recorded in the Register's Office of Davidson County, Tennessee, at Book 10220, Page 172, Russell H. Mason and Linda Faye Mason conveyed to Wesley D. Turner, as Trustee, the hereinafter described property for the purpose of securing payment of the indebtedness and performance of the obligations therein mentioned and set forth; and

WHEREAS, **Clifton E. Darnell** was appointed Substitute Trustee by Book 11289, Page 227 of record in the Register's Office of Davidson County, Tennessee; and

WHEREAS, default has been made in the payment of said indebtedness and the performance of said obligations thereby secured to be paid and performed, and the holder of said Deed of Trust requested the undersigned to advertise and sell said property under the terms and provisions of said Deed of Trust; and

WHEREAS, the property was advertised for sale in conformity with the laws of Tennessee and the terms and provisions of said Deed of Trust on December 10, 17 and 24, 1998, in THE NASHVILLE RECORD, by which advertisement the sale was held on January 7, 1999, at the Main South Entrance of the Courthouse of Davidson County, Tennessee in bar of the equities of redemption, dower, and homestead; 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 sale Ameriquest Mortgage Company, being the highest, best and last bidder, became the purchaser of said property at and for the sum of $85,000.00; and

WHEREAS, the said purchaser being the owner of the debt for which said property was sold, has complied with the terms of sale by paying into the hands of the undersigned Substitute Trustee the expenses of the sale, the balance of the purchase price being credited on the indebtedness secured by said Deed of Trust;

NOW, THEREFORE, in consideration of the premises and of the payment by Ameriquest Mortgage Company, as aforesaid, of the said sum of money, receipt of which payment is hereby acknowledged, the undersigned **Clifton E. Darnell**, as Substitute Trustee, does hereby grant, bargain, sell and convey unto **Ameriquest Mortgage Company**, the following described real property situated in the County of Davidson, State of Tennessee:

A parcel of land in the 14th Civil District of Davidson County, Tennessee, more particularly described according to a survey made by Stephan A. Draper, Surveyor, on May 10,1960, as follows: Beginning in the easterly margin of the Springfield Highway at Baxter's line; thence running with Baxter's line South 88 degrees east 746 feet; thence south 11 degrees East 150 feet; thence north 88 degrees 30 minutes west 692 feet to the east margin of said Highway; thence northerly with said margin 175 feet to the beginning, containing 2.4 more or less acres. The last recorded conveyance deed was recorded at Book 10220, Page 170 in the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the property described above, together with the privileges, appurtenances, and hereditaments thereunto belonging or in any way appertaining unto the said **Ameriquest Mortgage Company**, its successors and assigns forever, to whom the said, **Clifton E. Darnell**, as Substitute Trustee, warrants the title to the aforesaid property against the lawful claims and demands of all persons claiming by, through or under him, but not further nor otherwise.

0543537
IDENTIF. & REFERENCE

99FEB-2 AM 8:27
[illegible] REGISTER
DAVIDSON COUNTY, TN.

MAIL ENV

IN TESTIMONY WHEREOF, **Clifton E. Darnell**, Substitute Trustee, has hereunto set his hand, on January 7, 1999.

Clifton E. Darnell, Substitute Trustee

STATE OF TENNESSEE
COUNTY OF SHELBY

On January 7, 1999, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared **Clifton E. Darnell**, Substitute Trustee, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

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

Janet K McGregor
Notary Public

My Commission Expires: _____

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STATE OF TENNESSEE
COUNTY OF SHELBY

I hereby swear or affirm that to the best of my knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $85,000.00, 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 7th day of January, 1999.

Janet K. McGregor
Notary Public

My Commission Expires: _____

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MS&P#: Mason 333.977484TN
Loan#: 2652253

Property Address: 8146 Whites Creek Pike, Jelton, TN 37080
Tax Parcel ID No. 4-00-0; 50.00

THIS INSTRUMENT PREPARED BY & RETURN TO:
Clifton E. Darnell, Attorney
Morris, Schneider & Prior, L.L.C.
707 Adams Avenue
Memphis, Tennessee 38105

Mail Tax Notices To and Property Owner:
Ameriquest Mortgage Company
505 S. Main St. #6000
Orange, CA 92868-4509

0001 02/02 0101 03CHECK 325.50

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11320 PAGE 782

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	CFEE	- COMPUTER FEE	PRFEE	- PROBATE FEE

0543537
IDENTIF. & REFERENCE

99FEB-2 AM 8:27

ALL PURPOSE REGISTER
DAVIDSON COUNTY, TN.

CAMT	85000.00
CON TX	314.50
PRFEE	1.00
WDEED	8.00
CFEE	2.00
TOTAL	325.50
CHECK	325.50

02/02/99 01 08:25 0001 0001

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1419360