SUBSTITUTE TRUSTEE'S DEED

WHEREAS, on May 31, 1994, Laura Mills and husband, Douglas E. Mills, 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 recorded in Book 9369, Page 113, and rerecorded in Book 9399, page 200 in the Register's Office of Davidson County, Tennessee (the "Deed of Trust"); and

WHEREAS, the above named trustee has been replaced by E. Franklin Childress, Jr., Clifford D. Pierce, Jr. and J. Allen Roberts, as substitute trustees, as recorded in Book 11152, Page 992 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, Tennessee Housing Development Agency, as the owner by assignment 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 October 29, 1998, and subsequent insertions appearing on November 5, 1998, and November 12, 1998, giving the time, terms, place of sale, and description of the real estate; and

WHEREAS, at twelve o'clock noon on Thursday, November 19, 1998, being the time and at the south door of the Court House, 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 Tennessee Housing Development Agency, at and for the sum of $55,780.35, which is the highest and best bid in connection therewith;

WHEREAS, Tennessee Housing Development Agency, 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 Nashville, County of Davidson, State of Tennessee, to-wit:

> Being the northerly 2.5 feet of Lot No. 4, all of Lot No. 5 and the southerly 7.5 feet of Lot No. 6, Block "D" on the Plan of Rainbow Terrace, which is of record in Book 1130, Page 85, Register's Office for Davidson County, Tennessee, and described as follows:
>
> Said part of Lot No. 4, all of Lot No. 5, and part of Lot No. 6 front together 60.00 feet on the southeasterly margin of Lanier Drive, and run back between parallel lines 150 feet to a line on the rear which measures 60.00 feet thereon.

The conveyance of the aforesaid property is subject to unpaid property taxes, assessments, subdivision restrictions, building lines, and easements of record in said Register's Office.

IN WITNESS WHEREOF, Clifford D. Pierce, Jr., as Substitute Trustee has hereunto set his hand this the 19th day of November, 1998.

CLIFFORD D. PIERCE, JR.
SUBSTITUTE TRUSTEE

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 19th day of November, 1998, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Clifford d. Pierce, Jr., 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

ROSE A. BYBEE
NOTARY PUBLIC AT LARGE
SHELBY COUNTY, TENNESSEE

My Commission Expires:

9-25-01

My Commission Expires Sept 25, 2001

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 $55,780.35, 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 19th day of November, 1998.

NOTARY PUBLIC

ROSE A. BYBEE
NOTARY PUBLIC AT LARGE
SHELBY COUNTY, TENNESSEE

My Commission Expires Sept 25, 2001

My Commission Expires:

9.25.01

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

PROPERTY ADDRESS: 407 Lanier Drive
Madison, TN 37115

MAIL TAX NOTICE TO: Department of Housing and Urban Development
251 Cumberland Bend Drive, Suite 200
Nashville, TN 37228-1803

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

Tax parcel ID: 052-02-0-053.00

99 APR -9 AM 10:36

0572331

14.00

0480 04/09/99 0101 03CHECK

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