SUBSTITUTE TRUSTEE'S DEED

WHEREAS, on March 30, 1995, Frank Jeffrey Kelly, an unmarried person, executed to Leader Enterprises, Inc., 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 9643, Page 297 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WHEREAS, the above named trustee has been replaced by E. Franklin Childress, Jr., Clifford D. Pierce, Jr.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 11058, Page 302 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 daily newspaper published in Nashville, Tennessee, the first insertion appearing on August 27, 1998, and subsequent insertions appearing on September 3, 1998, and September 10, 1998, giving the time, terms, place of sale, and description of the real estate; and

WHEREAS, twelve o'clock noon on Friday, September 18, 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 $48,787.09, 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;

0796.00 0101 03CHECK 14.00

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:

> Land in Davidson County, Tennessee, being Lot No. 21, on the Revised Plan of I. D. Luton's Addition, as shown on plat of record in Plat Book 547, Page 19, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

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

IN WITNESS WHEREOF, Clifford D. Pierce, Jr., as Substitute Trustee has hereunto set his hand this the 18th day of September, 1998.

CLIFFORD D. PIERCE, JR.
SUBSTITUTE TRUSTEE

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 18th day of September, 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

06228288

CROSS REFERENCE

99 AUG 25 AM 10:40

REGISTER
DAVIDSON COUNTY, TN

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 $48,787.09, 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 18th day of September, 1998.

NOTARY PUBLIC

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

My Commission Expires:

9-25-01

My Commission Expires Sept 25, 2001

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

PROPERTY ADDRESS: 1902 Meridian Street
Nashville, TN 37207

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 071-7-178.00