THIS INSTRUMENT PREPARED BY:
CHERNAU, CHAFFIN AND BURNSED, PLLC
SunTrust Center, Suite 1750
424 Church Street
Nashville, Tennessee 37219

BOOK 11752 PAGE 252

ADDRESS NEW OWNER:
SouthTrust Bank,
National Association
230 Fourth Ave. North
Nashville, TN 37201

SEND TAX BILLS TO: Same

MAP/PARCEL: 149/28 (Part)

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, there has occurred one or more acts of default in the notes evidencing the indebtedness owed to SouthTrust Bank, National Association ("Lender");

WHEREAS, Lender is the beneficiary of the Deed of Trust and Security Agreement of record at Book 10712, Page 420, Register's Office for Davidson County, Tennessee, which Deed of Trust secures to the Lender the payment in full of the note evidencing the subject indebtedness in the original principal sum of $450,000.00 and which was modified, which Modification of Deed of Trust Promissory Note and Deed of Trust and Security Agreement is of record in Book 11285, page 602 to which reference is hereby made (collectively the "Acquisition and Development Deed of Trust");

WHEREAS, the Acquisition and Development Deed of Trust secures the real estate described in the legal description hereinbelow;

WHEREAS, Lender is the beneficiary of the Deed of Trust and Security Agreement of record at Book 11105, Page 75, Register's Office for Davidson County, Tennessee, which Deed of Trust secures to the Lender the payment in full of the note evidencing the subject indebtedness in the original principal sum of $441,600.00 to which reference is hereby made (the "Four Lot Deed of Trust");

WHEREAS, the Four Lot Deed of Trust secures real estate described in the legal description hereinbelow. [For informational purposes: the four lots are also included in the property description for the Acquisition and Development Deed of Trust and secured thereby];

WHEREAS, by and through the above described Acquisition and Development Deed of Trust, the grantor, George W. Pope, Jr., d/b/a Achieva Homes, a sole proprietorship conveyed the real property described therein to George R. Archer, Jr., Trustee, for the benefit of the Lender, with the power of sale;

WHEREAS, by and through the above described Four Lot Deed of Trust, the grantor, George W. Pope, Jr. and wife Debra K. Pope (who also may do business as Achieva Homes, a sole proprietorship), conveyed the real property described therein to George R. Archer, for the benefit of the Lender, with the power of sale;

WHEREAS, the Lender pursuant to the terms and conditions of the above Acquisition and Development Deed of Trust, did appoint R. Garry Chaffin as Substitute Trustee, to serve in the stead of the Trustee with all powers granted unto the Trustee, such appointment appearing of record at Book 11691, Page 53, Register's Office for Davidson County, Tennessee;

WHEREAS, the Lender pursuant to the terms and conditions of the above Four Lot Deed of Trust, did appoint R. Garry Chaffin as Substitute Trustee, to serve in the stead of the Trustee with all powers granted unto the Trustee, such appointment appearing of record at Book 11691, Page 54, Register's Office for Davidson County, Tennessee;

WHEREAS, Lender notified the Substitute Trustee of the default by the Borrowers in the payments called for in the notes secured by the above deeds of trust and demanded that the Substitute Trustee advertise the subject property(ies) for sale pursuant to the terms and conditions of the said Deeds of Trust;

WHEREAS, the Substitute Trustee did advertise the property(ies) for sale in the "Nashville Record" on October 21, 28 and November 4, 1999, in accordance with and in fulfillment of the requirements of the above Deeds of Trust;

WHEREAS, the Substitute Trustee, in accordance with the requirements of the above deeds of trust and the published advertisements for sale of the subject properties, did on the 12th day of November, 1999, appear and conduct the sale of the herein described property;

WHEREAS, in order to obtain the most advantageous sale, the Substitute Trustee, conditionally sold the property in the following two ways, with the highest price becoming the successful, accepted and final sale price:

1. Sales Price Number 1: The four lots, lot numbers 3, 4, 6, and 15 of Pebble Trail Villas ("Four Lots"), which were secured by the Four Lots Deed of Trust, were first conditionally sold individually. The remaining undeveloped lots and common areas, which were secured by the Acquisition and Development Deed of Trust, were then sold as a whole. The four lots conditionally sold for a total sum of $382,000.00. The remaining undeveloped lots and common areas conditionally sold for a total $300,000.00. The total bids received did thus equal $682,000.00, all bids being placed by SouthTrust Bank, National Association;

2. Sales Price Number 2: The properties were then offered for sale in bulk, as to all lots and common areas included in the Acquisition and Development Deed of Trust and the Four Lot Deed of Trust. A total sum of $683,000.00 was bid by SouthTrust Bank, National Association;

WHEREAS, SouthTrust Bank, National Association did place the highest bid for the subject property(ies), under each method of bidding, and separately under each deed of trust, the total highest bid being $683,000.00;

NOW THEREFORE, for and in consideration of the sum of $683,000.00, the Substitute Trustee, R. Garry Chaffin, has bargained and sold, and by these presents does transfer and convey unto the said SouthTrust Bank, National Association, the Grantee herein, its heirs and assigns, all properties described hereinbelow;

The Substitute Trustee makes no personal warranties or representations concerning the subject property. This conveyance is subject to any prior matters of record including, but not limited to unpaid property taxes.

To have and to hold the said tract or parcel of land, including all appurtenances, estate, title and interest thereto belonging, unto the said Grantees, their heirs and assigns, forever.

Whenever used, the singular number or pronoun shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS, my hand this 18th day of November, 1999.

R. Garry Chaffin
Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, in and for said County and State, the within named R. Garry Chaffin, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged himself to be the Substitute Trustee under the above referenced Deed of Trust, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this the 18th day of November, 1999.

Notary Public

My Commission Expires: 3/24/2001

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property (whichever is greater) is $683,000.00. This is equal to or greater than the property would bring at a fair and voluntary sale.

R. Garry Chaffin, Substitute Trustee

Sworn to and subscribed before me this 18th day of November, 1999.

Notary Public

My Commission Expires: 3/24/2001

LEGAL DESCRIPTION OF PROPERTIES CONVEYED

TRACT 1:

Being a 10.92, more or less, acre tract of land lying in the 2nd Civil District of Davidson County, Tennessee; said tract further described as being a portion of the property conveyed to George W. Pope, Jr. by Deed from Margie L. Ferreira of record in Book 10712, page 415, Register's Office of Davidson County, Tennessee.

Beginning at the northeast corner of Lot 150 on the plan of Pebble Trails, Section Two, as of record in Book 6050, page 413, Register's Office of Davidson County, Tennessee; thence leaving the said corner of Lot 150 and running with the southerly margin of Rader Ridge Road in a northeasterly direction around a curve, having a radius of 420.42 feet, to the left a distance of 186.59 feet to a point lying on the northerly line of Lot 136 on the plan of Pebble Trails, Section Three, as of record in Book 7900, page 149, Register's Office of Davidson County, Tennessee; thence running with the westerly line of said Lot 136 as follows: in a southwesterly direction around a curve, having a radius of 25.00 feet, to the left a distance of 96.46 feet to a point; thence in a southeasterly direction around a curve, having a radius of 232.00 feet to the left a distance of 165.49 feet to a point; thence running with the southeasterly line of said Lot 136 North 44° 03' 03" East a distance of 136.29 feet to the common rear corner of said Lot 136 and Lot 135; thence leaving the said common corner of

Lots 136 and 135 and running with the southerly line of said Lot 135 as follows: South 66° 57′ 20" East a distance of 79.79 feet to a point; thence North 40° 16′ 44" East a distance of 75.00 feet to a point lying at the common rear corner of Lots 135 and 113 on the said plan of Pebble Trails, Section Three; thence leaving the said common rear corner of Lots 135 and 113 South 65° 45′ 50" East a distance of 643.06 feet to a point lying on the westerly line of the Double M Partners property as of record in Book 10332, page 25, Register's Office of Davidson County, Tennessee; thence running with the said westerly line of the Double M Partners property South 2° 54′ 13" West a distance of 430.15 feet to a point lying on the northerly line of the Butler Development Company property as of record in Book 9899, page 336, Register's Office of Davidson County, Tennessee; thence leaving the Double M Partners property and running with the said northerly line of the Butler Development Company North 71° 19′ 34" West a distance of 952.80 feet to the northeast corner of the Nelson Prince property as of record in Book 9646, page 83, Register's Office of Davidson County, Tennessee property; thence leaving the said Butler Development Company property and running with the northerly line of the said Prince property North 69° 28′ 37" West a distance of 217.69 feet to a point, thence leaving the said Prince property North 13° 54′ 13" East a distance of 376.02 feet to the point of beginning.

TRACT 2:

Being a 4.39, more or less, acre tract of land lying in the 2nd Civil District of Davidson County, Tennessee; said tract further described as being a portion of the property conveyed to George W. Pope, Jr. by Deed from Margie L. Ferreira of record in Book 10712, page 415, Register's Office of Davidson County, Tennessee.

Beginning at the southeast corner of Lot 150 on the plan of Pebble Trails, Section 2, as of record in Book 6050, page 413, Register's Office of Davidson County, Tennessee; thence leaving said Lot 150 South 13° 54′ 13" West a distance of 211.02 feet to a point lying on the northerly line of Nelson Prince as of record in Book 9646, page 83, Register's Office of Davidson County, Tennessee; thence running with the northerly lines of said Prince property and the Antioch Methodist Church property as follows: North 69° 28′ 37" West a distance of 352.49 feet to a point; thence North 67° 14′ 20" West a distance of 96.39 feet to a point; thence North 65° 07′ 23" West a distance of 328.44 feet to a point; thence North 61° 21′ 42" West a distance of 67.04 feet to a point; thence leaving said line of the Church property and running with the easterly of the Ginger Erskine property as of record in Book 10237, page 343, Register's Office of Davidson County, Tennessee; North 0° 42′ 33" West a distance of 302.81 feet to a point lying on the southerly line of Pebble Trace, Section 1, as of record in Book 6900, page 34, Register's Office of Davidson County, Tennessee; thence running with said line of Pebble Trace as follows: South 56° 14′ 10" East a distance of 418.13 feet to a point; thence South 63° 31′ 46; East a distance of 410.11 feet to a point lying at the southwest corner of said Lot 150; thence running with the southerly line of said Lot 150, South 83° 07′ 24" East a distance of 116.38 feet to the point of beginning.

TRACT 3:

Being a 1.48, more or less, acre tract of land lying in the 2nd Civil District of Davidson County, Tennessee; said tract further described as being a portion of the property conveyed to George W. Pope, Jr. by Deed from Margie L. Ferreira of record in Book 10712, page 415, Register's Office of Davidson County, Tennessee.

Beginning at the southeast corner of the Pebble Creek Subdivision, Section 5-B, as of record in Book 5210, page 310, Register's Office of Davidson County, Tennessee; thence leaving the said Pebble Creek

Subdivision and running with the westerly line of the Double M Partners property as of record in Book 10332, page 25, Register's Office of Davidson County, Tennessee, South 2° 54' 13" West a distance of 333.33 feet to a point; thence leaving the westerly line of the Double M Partners and running in a northwesterly direction as follows: North 65° 45' 50" West a distance of 275.79 feet to a point; thence North 24° 14' 10" East a distance of 279.34 feet to a point lying on the southerly line of the said Pebble Creek Subdivision, Section 5-B; thence running with the southerly line South 77° 09' 41" East a distance of 157.64 feet to the point of beginning.

Being the same property conveyed to George W. Pope, Jr. by Deed from Margie L. Ferreira of record in Book 10712, page 415, Register's Office for Davidson County, Tennessee.

Note: Included within the above description are Lots 3, 4, 6, and 15 of the Pebble Trail Villas of record in Plat Book 9700, page 721, Register's Office for Davidson County, Tennessee, for which plat reference is hereby made for a more particular description (as described in the deed of trust appearing of record in Book 11105, page 75, said Register's Office), also being a portion of the said property conveyed to George W. Pope, Jr. by Deed from Margie L. Ferreira of record in Book 10712, page 415, Register's Office for Davidson County, Tennessee.

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DAVIDSON COUNTY, TN.

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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

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0659946

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BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

CHNT	
	683000.00
CON TX	2527.10
PRFEE	1.00
MTGED	20.00
CFEE	2.00
TOTAL	2550.10
CHECK	2550.10

11/22/99 15:50 0001 4039

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1541681