Box 5

STATE OF TENNESSEE
COUNTY OF MONTGOMERY

I hereby declare that the actual consideration for this transfer, or the true value of the property transferred, whichever is greater, is $31,000.00.

AFFIANT

Sworn to and subscribed before me this 10th day of October 2001.

NOTARY PUBLIC

My commission expires:

My Commission Expires NOV. 24, 2001

Map and Parcel No. 29-98.00

Address of New Owner:
Christopher Anderson & James E. Woodard
383 Gilley Road
Mt. Juliet, TN 37122

Send Tax Notices To:
Same

SPECIAL WARRANTY DEED

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby expressly acknowledged, the undersigned, THE BANK OF NEW YORK AS TRUSTEE UNDER THE POOLING AND SERVICING AGREEMENT DATED AS OF AUGUST 31, 1997, SERIES 1997-C, hereinafter referred to as Grantor, has bargained and sold, and by these presents does transfer and convey unto CHRISTOPHER ANDERSON and JAMES E. WOODARD, in equal shares, as tenants in common without right of survivorship, hereinafter referred to as Grantees, their heirs and assigns forever, all of its right, title and interest in the following described real estate, situated in Davidson County, State of Tennessee, to wit:

See legal description, Attachment "A" hereto, made a part hereof.

This is improved property, known as 5742 Clarksville Pike, Joelton, TN 37080.

THIS CONVEYANCE IS SUBJECT TO the 2001 Davidson County property taxes, which are being prorated.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to said GRANTEES, their heirs and assigns forever; and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and we do further fully warrant the title to said land, and will defend the same against the lawful claims of all persons whomsoever by, through and under the said GRANTOR, its heirs and assigns, but not otherwise. Said property is conveyed subject to such limitations, restrictions and encumbrances as may affect the premises. Wherever used herein, the singular form shall include the plural, the plural the singular, and the use of any gender-specific pronoun shall be applicable to all genders.

IN WITNESS WHEREOF, the said BANK OF NEW YORK AS TRUSTEE UNDER THE POOLING AND SERVICING AGREEMENT DATED AS OF AUGUST 31, 1997, SERIES 1997-C has hereunto set its signature, this 10th day of October, 2001.

Davidson County DEEDWARR
Recvd: 11/01/01 14:12 2pgs
Fees:13.00 Taxes:114.70
20011101-0119431

THE BANK OF NEW YORK, as Trustee under the Pooling and Servicing Agreement dated as of August 31, 1997, Series 1997-C

By:
Name:
Title: Deborah Kaufman
Vice President

STATE OF NORTH CAROLINA)
COUNTY OF WAKE)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, DEBORAH KAUFMAN, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged such person to be Vice President (or other such officer authorized to execute this instrument) of THE BANK OF NEW YORK AS TRUSTEE UNDER THE POOLING AND SERVICING AGREEMENT DATED AS OF AUGUST 31, 1997, SERIES 1997-C, the within-named bargainor, a corporation, and that such Deborah Kaufman, or other officer, as such Vice President, executed the foregoing Special Warranty Deed for the purposes and considerations therein contained, by personally signing the name of the corporation as Vice President.

WITNESS my hand and official seal of office, at Raleigh, NC, this 10th day of October, 2001.

My commission expires: 4-30-2005

NOTARY PUBLIC

9041240

Attachment "A": Legal Description.
The Bank of New York.

The following described real property situated in the County of Davidson, State of Tennessee:

Lot No. 2 according to a survey made by William Marlin Keel, dated August 1984, as follows: Beginning at an iron pin in the easterly margin of Clarksville Highway (U.S. Highway 41-A) said point being the southwest corner of Lot 1, being conveyed to Elizabeth Moore Frazier; thence along the dividing line between said Lots 1 & 2, N 67 deg. 02' 29" East 553.10 feet to an iron pin; thence South 35 deg. 52' 33" East 270.00 feet to an iron pin; thence South 33 degrees 57' 49" West 138.73 feet to an iron pin; thence South 73 deg. 24' 37" West 235.0 feet to a concrete monument in the Easterly margin of Clarksville Highway; thence with the Easterly margin of Clarksville Highway, along a curve to the left (R-1945.0 feet; L-9 degrees 16' 13") containing 1.86 acres, more or less.

Being the same property conveyed to The Bank of New York as Trustee under the Pooling and Servicing Agreement dated as of August 31, 1997, Series 1997-C, by Substitute Trustee's Deed from Clifton E. Darnell, as Substitute Trustee, dated April 12, 2001, recorded April 23, 2001, at Instrument No. 20010423-0039966, Register's Office for Davidson County, Tennessee.

_____
Initials

This Instrument Prepared By:
J. Wayne Thomas, Attorney at Law
RELS/Real Estate Loan Services of Tennessee, Inc.
1100 Kermit Drive, Suite 204
Nashville, TN 37217

When Recorded Return To:

RELS
1100 Kermit Drive, Suite 204
Nashville, TN 37217