SUBSTITUTE TRUSTEE'S DEED

WHEREAS, under date of 22 February 2002, JESSIE POTTER and ANITA LOUISE POTTER executed a certain Trust Deed to Michael Hoover, Trustee, for the purpose of securing the debt and obligations therein described, which Trust Deed is recorded as Instrument No. 20020226-0024212, in the Register's Office of Davidson County, Tennessee; and

WHEREAS, Beneficial Tennessee, Inc., the holder and owner of the debt and obligations secured by said Trust Deed, having for reasons satisfactory to itself, under the provision of said Trust Deed, by instrument recorded in said Register's Office as Instrument No. 20031215-0179193, named and appointed the undersigned as Trustee in the place and stead of Michael Hoover; and

WHEREAS, default was made in the payment of the debt and obligations secured by said Trust Deed and the undersigned, as Substitute Trustee, was requested to advertise and sell the property conveyed by said Trust Deed in compliance with the provisions thereof; and

WHEREAS, the undersigned, as Substitute Trustee, did, in compliance with the provisions of said Trust Deed, advertise for sale the property conveyed by same, the advertisement of sale having been published in The Nashville Record, a newspaper published in Davidson County, Tennessee in the issues of 8, 15, 22 January 2004 of said newspaper, said sale having been advertised for Thursday, 29 January 2004, commencing at 12:00 o'clock noon outside the door of the Register of Deed's Office, 501 Broadway, Suite 501, Nashville, Tennessee, at the Northwest entry of the Gaylord Entertainment Center at which time and place the property was offered for sale and sold; and

WHEREAS, the highest and best bid for said property was then and there made by Beneficial Tennessee, Inc., to-wit: a bid of Fifty-One Thousand Seven Hundred and No/100 Dollars ($51,700.00) for said property, which bid was then and there accepted by the undersigned as Substitute Trustee.

NOW, THEREFORE, for the consideration named, and for and in consideration of the compliance with the terms of said bid, the undersigned, Richard J. Myers, as Substitute Trustee, has bargained and sold, and does by these presents bargain, sell and convey to the said Beneficial Tennessee, Inc., the property advertised and sold as hereinabove recited, situated, lying and being in the County of Davidson, State of Tennessee, and more particularly described as follows:

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 13 ON THE PLAN OF ORCHARD HILL, AS OF RECORD IN BOOK 2663, PAGE 98, REGISTER'S OFFICE FOR SAID COUNTY.

SAID LOT NO. 13 FRONTS 40.5 FEET ON THE WESTERLY SIDE OF COURTNEY COURT AND RUNS BACK 211.8 FEET ON THE NORTHERLY LINE AND 173.4 FEET ON THE SOUTHERLY LINE, TO A DEED LINE IN THE REAR, WHICH IS A BROKEN LINE, ON WHICH IT MEASURES 252 FEET.

SUBJECT TO ANY AND ALL RESTRICTIONS, EASEMENTS, SETBACK LINES, CONDITIONS, PLAT OF RECORD, AND ENCUMBRANCES OF RECORD IN THE REGISTER'S OFFICE FOR THE AFORESAID COUNTY.

BEING THE SAME PROPERTY CONVEYED FROM ANNIE LOUISE POTTER TO JESSIE POTTER AND WIFE, ANITA LOUISE POTTER BY DEED RECORDED 06-12-00, IN BOOK 200006120058521, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE. TAX MAP OR PARCEL ID NO.: 69-1254.00

PREPARED BY AND RETURN TO:

Richard J. Myers, Esq
Apperson, Crump & Maxwell, PLC
6000 Poplar Avenue, Suite 400
Memphis, TN 38119

Davidson County DEEDTRS
Recvd: 02/09/04 15:13 3pgs
Fees:18.00 Taxes:191.29
20040209-0015595

TO HAVE AND TO HOLD, unto the said Beneficial Tennessee, Inc., its successors and assigns, in fee simple forever.

The undersigned Substitute Trustee believes the title hereby conveyed to be good, but warrants the same against the lawful claims of all persons claiming by, through, and under a conveyance from the undersigned as Substitute Trustee, under the provisions of the above-described Trust Deed, and not further or otherwise.

This sale is made subject to any and all outstanding unpaid real property taxes upon the property as of the date of the Substitute Trustee's sale described herein, and any and all other prior restrictions, encumbrances, or liens of any nature.

The proceeds of this sale, the receipt of which the undersigned Substitute Trustee hereby acknowledges, have been applied as follows:

TOTAL BID		$51,700.00
Expenses:		
Recording Substitution of Trustee and Releases	12.00	
Title Search	225.00	
Advertising	255.00	
Recording Substitute Trustee's Deed	209.29	
Attorney Fee and Costs	1,200.00	
TOTAL EXPENSES		1,901.29
BALANCE APPLIED TO THE MORTGAGE INDEBTEDNESS		$49,798.71

WITNESS, the signature of the undersigned, Richard J. Myers, Substitute Trustee, this 30th day of January, 2004.

Substitute Trustee

STATE OF TENNESSEE
COUNTY OF SHELBY

On this the 30th day of January, 2004, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Richard J. Myers, Substitute Trustee, to me known to be the person described, 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 at office the day and year above written.

Notary Public

My Commission Expires:
1-28-2007

TAMOLA BUTLER-PEARSON NOTARY PUBLIC AT LARGE SHELBY COUNTY, TENN. My Comm. Exp. 1-28-07

PROPERTY ADDRESS:

3309 Courtney Ct.
Nashville, TN 37218

Grantee: Beneficial Tennessee, Inc.
P.O. Box 8362
Elmhurst, TN 60126-1058

SEND TAX BILLS TO:

Beneficial Tennessee, Inc.
P.O. Box 8362
Elmhurst, IL 60126-1058

I, Richard J. Myers, 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 $51,700.00, 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 30th day of January, 2004.

Notary Public

My Commission Expires: 1-28-2007

TAMBELA BUTLER-PEARSON
NOTARY PUBLIC AT LARGE
SHELBY COUNTY, TENN.
My Comm. Exp. 1-28-07