SUBSTITUTE TRUSTEE'S DEED

WHEREAS, on November 21, 1997, Clint Shields and wife, Brenda Shields, Tenants by the Entirety, executed to Wesley D. Turner, Trustee, a certain deed of trust conveying to him as Trustee, certain property hereinafter fully set forth and described, which deed of trust is of record in Book 10700, Page 94, in the Register's Office of Davidson County, Tennessee (the "Deed of Trust"); and

WHEREAS, by instrument of record under Instrument No. 20000914-0091326 in said Register's Office the Original Trustee was replaced by E. Franklin Childress, Jr., Clifford D. Pierce, Jr. and S. Jonathan Garrett, as Substitute Trustees; and

WHEREAS, by instrument of record under Instrument No. 20041004-0118985 in said Register's Office the Substitute Trustees were replaced by E. Franklin Childress, Jr., Blair B. Evans, and Mary K. Alissandratos, as Substitute Trustees, 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, Citifinancial Mortgage Company, Inc., f/k/a Associates Home Equity Loan Corporation, the owner 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 newspaper published in the City of Nashville, Davidson County, Tennessee, the first insertion appearing on September 30, 2004 and subsequent insertions appearing on October 7, 2004, and October 14, 2004, giving the time, terms, place of sale, and description of the real estate; and

WHEREAS, at ten-thirty o' clock (10:30 a.m.), on **Friday, October 22, 2004**, being the time and at the main door of the Register of Deeds, located in the Gaylord Entertainment Center, 501 Broadway, Suite 501, 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 Citifinancial Mortgage Company, Inc., at and for the sum of $98,500.00, which is the highest and best bid in connection therewith;

Davidson County DEEDTRS
Recvd: 10/28/04 09:08 3pgs
Fees:18.00 Taxes:364.45
20041028-0129534

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 Citifinancial Mortgage Company, Inc., the following real estate situated and located in Davidson County, Tennessee, to-wit:

> Land in Davidson County, Tennessee being Lot No. 499 on the Plan of Edge O Lake Estates, Section 6, of record in Book 3700, Page 15, Register's Office for said County, to which reference is made for a more particular description.
>
> Being the same property conveyed to Clint Shields and wife, Brenda Shields, by Warranty Deed of record in Book 9996, Page 217 in the Register's Office of Davidson County, Tennessee.

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

IN WITNESS WHEREOF, Mary K. Alissandratos, as Substitute Trustee has hereunto set her hand this the 22nd day of October, 2004.

Mary K. Alissandratos

MARY K. ALISSANDRATOS
SUBSTITUTE TRUSTEE

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 22nd day of October, 2004, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Mary K. Alissandratos to me known to be the person(s) described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed as Substitute Trustee.

WITNESS my hand and Official Notarial Seal at office the day and year above written.

Sandra S. Lee

NOTARY PUBLIC

My Commission Expires:

_____

SANDRA S. LEE
STATE OF TENNESSEE NOTARY PUBLIC
SHELBY COUNTY
MY COMM. EXP. OCT. 19, 2006

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 $98,500.00 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Mary K. Alessandrodis
AFFIANT

Subscribed and sworn to before me on this 22nd day of October, 2004.

Sandra S. Lee
NOTARY PUBLIC

My Commission Expires:

_____

SANDRA S. LEE STATE OF TENNESSEE NOTARY PUBLIC SHELBY COUNTY MY COMM. EXP. OCT. 10, 2006

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PROPERTY ADDRESS:	2615 Edge O Lake Drive Nashville, TN 37217
OWNER AND MAIL TAX NOTICE TO:	REO Citifinancial Mortgage Co., Inc. 1111 Northpoint Drive Bldg. 4, Suite 100 Coppell, TX 75019
PREPARED BY AND RETURN TO:	Baker, Donelson, Bearman, Caldwell & Berkowitz, PC 165 Madison Avenue, Suite 2000 Memphis, TN 38103
Tax Parcel ID:	149-04-0-113.00