

Loan # MMC 0036050624

SUBSTITUTION OF TRUSTEE

WHEREAS, on the 29 day of September, 19 89,
Jerry Wayne Shelton and wife, Debora Kay Shelton,
executed a certain deed of trust to R. Conner McAllister
Trustee for the benefit of Bailey Mortgage Company,
which deed of trust is of record in the office of the Chancery Clerk of
DeSoto County, State of Mississippi in Book
486 at Page 260 and being secured by real property being
more particularly described in Exhibit "A" attached hereto; and

WHEREAS, the undersigned is the present holder and beneficiary of the
deed of trust referenced above; and

WHEREAS, MidFirst Bank, pursuant to the provisions of the aforesaid
Deed of Trust and for reasons satisfactory to itself, has elected to
substitute J. Gary Massey as Trustee in and for the above described deed
of trust and the indebtedness secured thereby; and

NOW THEREFORE, MidFirst Bank, the present owner and holder of the
above described deed of trust, acting by and through its duly authorized
officers, does hereby substitute and appoint J. Gary Massey as Trustee and
does hereby confer upon the said J. Gary Massey full and complete power
to execute said trust as Trustee as provided by the terms of the aforesaid
deed of trust.

Should the undersigned become the last and highest bidder at the
foreclosure sale, the Substitute Trustee is hereby authorized to transfer
and assign said bid and to convey title to said foreclosed property to the
Secretary of Housing and Urban Development or the Secretary of Veterans
Affairs, or whomsoever the undersigned shall authorize. The statement in
the Substitute Trustee's deed that the undersigned has requested transfer
of its bid to grantee(s) in the Substitute Trustee's Deed shall be binding
on the undersigned and conclusive evidence in favor of the assignee or
other parties thereby, and that the Substitute Trustee is duly authorized
and empowered to execute same.

WITNESS THE EXECUTION HEREOF by the aforesaid corporation acting by
and through its duly authorized officers, this the 15 day of
November, 19 99.

MIDFIRST BANK

STATE MS.-DESOTO CO. FILED
Nov 18 10 29 AM '99

BY: Thad Burr
TITLE: Thad Burr, Vice President

BK 1166 PG 418
W.E. HAYES CH. CLK.

STATE OF Oklahoma
COUNTY OF Oklahoma

Personally appeared before me, the undersigned authority for the
jurisdiction aforesaid, on this the 15 day of November,
19 99, the within named Thad Burr who acknowledged that (s)he
is Vice president of MIDFIRST BANK, and that (s)he is acting for and on behalf of
the said corporation, and as its act and deed, (s)he executed the above
and foregoing instrument, after having been first duly authorized so to
do.

Katherine M. Hill
Notary Public
Katherine M. Hill

My Commission expires:
3/5/2000

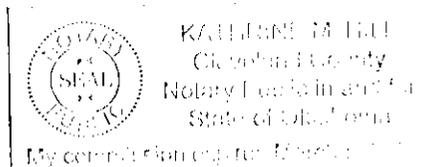


EXHIBIT "A"

INDEXING INSTRUCTIONS

LEGAL DESCRIPTION:

Lot 722, Section B, DeSoto village Subdivision, situated in Sections 33 and 34, Township 1, Range 8, as recorded in Plat Book 8, Pages 16-21, in the office of the Chancery Clerk of DeSoto County, Mississippi.

PREPARED BY:

J. GARY MASSEY
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