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INDEXING INSTRUCTIONS:

LOT 1777, SEC I, GREENBROOK S/D, SITUATED IN SEC 30, T-1-S, R-7-W, DESOTO CO., MS

SUBSTITUTION OF TRUSTEE

STATE OF MISSISSIPPI
COUNTY OF DESOTO

WHEREAS, on the 4TH day of FEBRUARY, 1999, TERRELL DEWAYNE BLACK AND WIFE, PATRICIA BLACK, executed a Deed of Trust to FIRST AMERICAN TITLE INSURANCE COMPANY, Trustee for the use and benefit of PINNFUND, USA, A CALIFORNIA CORPORATION, Beneficiary, which Deed of Trust is on file and of record in the office of the Chancery Clerk of DESOTO County, Mississippi, in Deed of Trust Record Book 1083 at Page 371, thereof, describing the following property:

SEE EXHIBIT "A"

WHEREAS, the undersigned is the present holder and beneficiary of the Deed of Trust referred to above; and

WHEREAS, under the terms of said Deed of Trust, the beneficiary or any assignee is authorized to appoint a Trustee in the place and stead of the original Trustee or any successor Trustee in said Deed of Trust; and

NOW, THEREFORE, the undersigned holder of said Deed of Trust does hereby appoint and substitute John C. Morris, III as Trustee, the said John C. Morris, III to have all rights, powers and privileges granted the Trustee in said 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 to convey title to said Foreclosed property to the SECRETARY OF VETERANS AFFAIRS, an officer of the United States of America, or the SECRETARY OF HOUSING AND URBAN DEVELOPMENT, or whosoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested the transfer of its bid to Grantee (s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor or the assignee or other parties thereby, and that the Substitute Trustee is duly authorized and empowered to execute the same.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized officers on this 25 day of JANUARY, 20 02.

JP MORGAN CHASE BANK F/K/A, THE CHASE MANHATTAN BANK, S/B/M TO CHASE BANK OF TEXAS, NA F/K/A TEXAS COMMERCE BANK, NA; AS CUSTODIAN

BY: MIRANDA STEWART, OFFICER

STATE OF TEXAS
COUNTY OF HARRIS

PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction of the within named JP MORGAN CHASE BANK F/K/A, THE CHASE MANHATTAN BANK, S/B/M TO CHASE BANK OF TEXAS, NA F/K/A TEXAS COMMERCE BANK, NA; AS CUSTODIAN and that (s) he executed and delivered the within and foregoing instrument on the day and year therein mentioned for and on behalf of said corporation, and as its own act and deed for the purposes therein mentioned, having been first duly authorized so to do.

WITNESS my signature and official seal on this, the 25 day of JANUARY, 20 02.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
10/7/02

BLACK, TERRELL #11093498

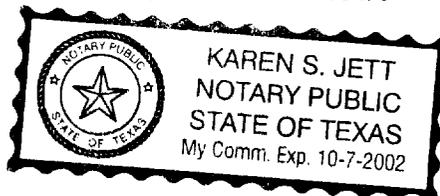


EXHIBIT "A"

Lot 1777, Section "I", GREENBROCK SUBDIVISION, situated in Section 30, Township 1 South, Range 7 West, DeSoto County, Mississippi as per plot recorded in PlatBook 11, Pages 23-24, Chancery Clerk's Office of DeSoto County, Mississippi.