

INDEXING INSTRUCTIONS:
Lot 112, Section "A", Fox Creek Subdivision,
Section 30, T1S, R5W, DeSoto County, MS

Countrywide/Waldrop

SUBSTITUTION OF TRUSTEE

WHEREAS, on **August 22, 2005, Timothy A. Waldrop and Melinda Waldrop**, executed a Deed of Trust to **Dean Hackemer**, Trustee for the use and benefit of **Mortgage Electronic Registration Systems, Inc.**, 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 **2298** at Page **415** thereof; and

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 lender 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

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 whomsoever 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 of the assignee or other parties thereby, and that the Substitute Trustee is duly authorized and empowered to execute same.

NOW THEREFORE, the undersigned does hereby appoint and substitute LEM ADAMS, III, as Trustee in said Deed of Trust, the said Lem Adams, III, to have all the rights, powers and privileges of the Trustee named in said Deed of Trust.

ADAMS
III

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IN WITNESS WHEREOF, the undersigned has caused these presents to be signed on this the _____ day of OCT 13 2008, 2008.

Countrywide Home Loans, Inc.

BY: *[Signature]*
ITS RENEE HERTZLER - VICE PRESIDENT

STATE OF TEXAS
COUNTY OF COLLIN

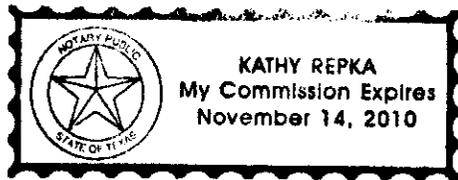
PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid, RENEE HERTZLER, who acknowledged to me that he is VICE PRESIDENT of Countrywide Home Loans, Inc., and acknowledged to me that he signed and delivered the above and foregoing Substitution of Trustee on behalf of Countrywide Home Loans, Inc. after being first duly authorized so to do.

GIVEN UNDER my hand and official seal, this the _____ day of OCT 13 2008, 2008.

[Signature]
NOTARY PUBLIC

My Commission Expires:

NOV 14 2010



PREPARED BY AND RETURN TO:

ADAMS & EDENS
Foreclosure Department
A Professional Association
POST OFFICE BOX 400
BRANDON, MISSISSIPPI 39043
(601) 825-9508
A&E File #20439