

SUBSTITUTED TRUSTEE'S DEED

WHEREAS, on October 15, 1996, John E. Goodwin, as President of Wincor, Inc., and John E. Goodman as a Member of Central Storage, L.L.C. executed a Land Deed of Trust to Thomas L. Maschmeyer, Jr., Trustee, for the use and benefit of C.I.O.S., a Tennessee Charitable Trust, which Land Deed of Trust is on file and of record in the office of the Chancery Clerk of DeSoto County, Mississippi, in Book 863 at Page 395 and modified by Deed of Trust, Note and Equity Participation Modification Agreement at Book 962, Page 198 in said Chancery Court Clerk's Office; and

WHEREAS, the legal holder has heretofore substituted Ivan D. Harris, Jr. as Trustee therein, as authorized by the terms thereof, by Substitution of Trustee recorded at Book 1086, Page 559 in the office of the Chancery Clerk of DeSoto County and re-recorded as Corrected Substitution of Trustee in the office of the aforesaid Chancery Clerk in Book 1090, Page 260 thereof, and re-recorded as Re-Recorded Corrected Substitution of Trustee in the office of said Chancery Clerk in Book 1092, Page 562; and

WHEREAS, default having been made in the terms and conditions of said Land Deed of Trust and the entire debt secured thereby having been declared to be due and payable in accordance with the terms of said Land Deed of Trust, C.I.O.S., the legal holder of said indebtedness, having requested the undersigned Substituted Trustee to execute the trust and sell said land and property in accordance with the terms of said Land Deed of Trust and for the purpose of raising the sums due thereunder, together with attorney's fees, trustee's fees and expense of sale; and

WHEREAS, the undersigned Substituted Trustee in accordance with the terms of the Land Deed of Trust and the laws of the State of Mississippi did advertise said sale in The DeSoto Time, a newspaper published in the City of Hernando, State of Mississippi, on the following dates, to-wit: March 25, 1999, April 1, 1999 and April 8, 1999, which is more fully shown by the original Proof of Publication, which is attached hereto as Exhibit "A" and is made a part hereof as if copied in full herein, and by posting on the 23rd day of March, 1999, a copy of said Notice on the Bulletin Board of the Courthouse of DeSoto County, State of Mississippi, at Holly Springs; and

WHEREAS, on the 15th day of April, 1999 at the south door of the County Courthouse of DeSoto County, State of Mississippi, at 12:00 P.M., between the hours of 11:00 A.M. and 4:00 P.M., I, the undersigned Substituted Trustee, did offer for sale at public outcry and did sell to the highest bidder for cash the following described land and property situated in DeSoto County, State of Mississippi, to wit:

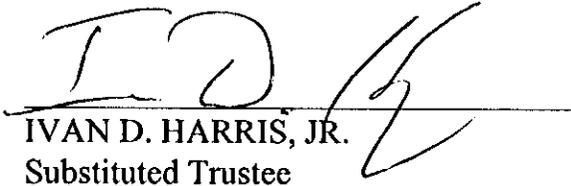
Lot 4, Second Revision, DeSoto Park Place Subdivision, in Section 13, Township 1 South, Range 8 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 30, Page 21, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

The undersigned Substituted Trustee offered the aforesaid property for sale at public outcry as set forth above, and there appeared at said sale, C.I.O.S., a Tennessee Charitable Trust, bidding the sum of \$1,450,000.00 for all of the above described property, and said property was struck off to C.I.O.S., a

Tennessee Charitable Trust, for said amount, and said bidder was declared the purchaser thereof.

NOW, THEREFORE, in consideration of the premises and the sum of \$1,450,000.00 cash in hand paid, the receipt of which is hereby acknowledged, I do hereby sell and convey to C.I.O.S., a Tennessee Charitable Trust, all of the above described property, conveying only such title as is vested in me as Substituted Trustee.

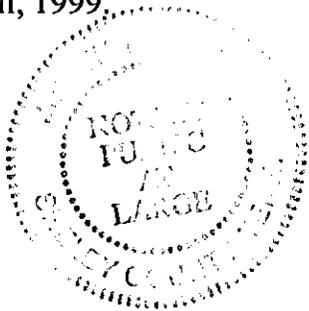
WITNESS MY SIGNATURE, this the 15th day of April, 1999.


 IVAN D. HARRIS, JR.
 Substituted Trustee

STATE OF TENNESSEE
 COUNTY OF SHELBY

Personally came and appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named IVAN D. HARRIS, JR., Substituted Trustee in the above and foregoing instrument of writing, who acknowledged that she, as Substituted Trustee, signed and delivered the above and foregoing instrument of writing on the day and for the purposes therein mentioned.

WITNESS MY signature and official seal of office, this the 15th day of April, 1999.




 NOTARY PUBLIC

My Commission Expires: Sept. 18, 2002



STATE MS. - DESOTO CO. CLERK

APR 27 4 20 PM '99

BK 351 PG 321 W.E. DAVIS CH. CLK.

PROOF OF PUBLICATION

THE STATE OF MISSISSIPPI
COUNTY OF DESOTO

RUTH DOBBS personally appeared before me the undersigned in and for said County and State and states on oath that she is the **CLERK** of the DeSoto Times Today, a newspaper published in the town of Hernando, State and County aforesaid, and having a general circulation in said county, and that the publication of the notice, a copy of which is hereto attached, has been made in said paper 3 consecutive times, as follows, to-wit:

SUBSTITUTED TRUSTEE'S NOTICE OF SALE

WHEREAS, on October 15, 1996, John E. Goodwin as President of Wincoor, Inc., and John E. Goodman as a Member of Central Storage, L.L.C. executed a Land Deed of Trust to Thomas L. Maschmeyer, Jr., Trustee for the use and benefit of C.I.O.S., a Tennessee Charitable Trust, which Land Deed of Trust is on file and of record in the office of the Chancery Clerk of DeSoto County, Mississippi, in Book 863 at Page 395 and modified by Deed of Trust, Note and Equity Participation Modification Agreement at Book 862, Page 198 in said Chancery Court Clerk's Office; and

WHEREAS, the legal holder of the said Land Deed of Trust and the note secured thereby, substituted Ivan D. Harris, Jr., as Trustee therein, as authorized by the terms thereof, by Substitution of Trustee recorded at Book 1006, Page 559 in the office of the Chancery Clerk of DeSoto County and re-recorded as Corrected Substitution of Trustee in the office of the aforesaid Chancery Clerk in Book 1090, Page 260 thereof, and re-recorded as Re-Recorded Corrected Substitution of Trustee in the office of said Chancery Clerk in Book 1092, Page 562; and

WHEREAS, default having been made in the performance of the conditions and stipulations as set forth by said Land Deed of Trust, and having been requested by the legal holder of the indebtedness secured and described by said Land Deed of Trust so to do, notice is hereby given that I, Ivan D. Harris, Jr., Substituted Trustee, by virtue of the authority conferred upon me in said Land Deed of Trust, will offer for sale and will sell at public sale and outcry to the highest and best bidder for cash, during the legal hours (between the hours of 11 o'clock A.M. and 4:00 o'clock P.M.), at the south door of the County Courthouse of DeSoto County, Mississippi, on the 15th day of April, 1999, the following described land and property being the same land and property described in said Land Deed of Trust, situated in DeSoto County, State of Mississippi, to-wit: Lot 4, Second Revision, DeSoto Park Place Subdivision, in Section 13, Township 1 South, Range 8 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 30, Page 21, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

Should the undersigned become the last and highest bidder at the foreclosure sale, the Substituted Trustee is hereby authorized to transfer and assign said bid and 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, an Officer of the United States of America, or whomever the undersigned shall authorize. The statement in the Substituted Trustee's Deed that the undersigned has requested transfer of its bid to granteo(s) in the Substituted Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereto and that the Substituted Trustee is duly authorized and empowered to execute same.

Title to the above described property is believed to be good, but I will convey only such title as is vested in me as Substituted Trustee.

WITNESS my signature, on this the 23rd day of March, 1999.

IVAN D. HARRIS, JR.

Substituted Trustee

IVAN D. HARRIS, JR.

Attorney at Law

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Collierville, Tennessee 38017

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MS Bar No. 2022

Mar. 25, Apr. 1, 8, 1999

Volume No. 104 on the 25 day of March, 1999

Volume No. 104 on the 1 day of April, 1999

Volume No. 104 on the 8 day of April, 1999

Volume No. _____ on the _____ day of _____, 19____

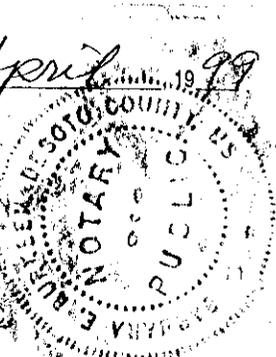
Volume No. _____ on the _____ day of _____, 19____

Ruth Dobbs
(TITLE)

Sworn to and subscribed before me, this 8 day of April, 1999

Barbara & Bunker
BY Notary Public

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: OCT. 31, 2002
BONDED THRU HEIDEN, BROOKS & GARLAND, INC.



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