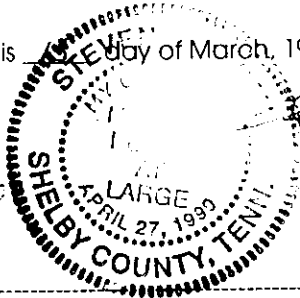


STATE OF TENNESSEE

COUNTY OF SHELBY

Before me personally appeared Catherine Marie Chandler, to me personally known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument and who acknowledged that she executed the same as her free act and deed and for the purposes therein contained.

Witness my hand, at office, this _____ day of March, 1999.



Steven R. Lee
NOTARY PUBLIC

MY COMMISSION EXPIRES: 4/27/99

Property Address:
1440 Hwy. 196
Collierville, TN 38017

Mail Tax Bills To:
First Trust Mortgage Company
P. O. Box 17257
Memphis, TN 38187-0257

Tax ID No: Part of Map 184
Dist. 10
Parcel 30.01

Property Owner and Address:
Wayne O. Warren
1440 Highway 196
Collierville, TN 38017

T.G. No. LTIC 409416

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 of value of the property transferred, whichever is greater, is \$144,900.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Mary Speed
AFFIANT

Subscribed and sworn to before me this
March 15, 1999
Wm C. Howell
NOTARY PUBLIC

My Commission Expires: