

Recording Requested By:  
Empire Funding Corp.

✓ When Recorded Return To:

Empire Funding Corp.  
9737 Great Hills Tr.  
Austin, TX 78759-

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

EMPIRE FUNDING CORP. #:4564028 "MARK D BAUGHN" Lender ID:154/ Douglas, Nevada

EMPIRE FUNDING CORPORATION DOING BUSINESS IN CALIFORNIA AS OKLAHOMA EMPIRE FUNDING CORPORATION is the Owner and Holder of the Note secured by the Deed of Trust dated 02/15/98, made by MARK D. BAUGHN AND DARLENE L. BAUGHN, WHO ACQUIRED TITLE AS MARK MAUGHN AND DARLENE L. BAUGHN HUSBAND AND WIFE AS JOINT TENANTS as Trustor, with WESTERN TITLE as Trustee, for the benefit of FIRST FINANCIAL FUNDING GROUP A CALIFORNIA CORPORATION 603-0207 as Beneficiary, which said Deed of Trust was recorded on 03/02/98 in the Office of the County Recorder of DOUGLAS State of Nevada, as Instrument No. 0433847 Book 0398, Page 0201, wherein said Owner and Holder hereby substitutes EMPIRE FUNDING CORP. as Trustee in lieu of the above-named Trustee under said Deed of Trust.

Assessor's/Tax ID No.: 21-170-49  
Property Address: 1490 Downs Drive, Minden, NV, 89423

IN WITNESS WHEREOF, EMPIRE FUNDING CORPORATION DOING BUSINESS IN CALIFORNIA AS OKLAHOMA EMPIRE FUNDING CORPORATION as owner and Substituted Trustee, have caused this instrument to be executed, each in its respective interest;

EMPIRE FUNDING CORPORATION DOING BUSINESS  
IN CALIFORNIA AS OKLAHOMA EMPIRE FUNDING  
CORPORATION

On May 11, 2000

By: [Signature]

G.L. BARNETT, ASST. VICE PRESIDENT



EMPIRE FUNDING CORP. hereby accepts said appointment as Trustee under said Deed of Trust and as Successor Trustee pursuant to the request of said Owner and Holder and in accordance with the provisions of said Deed of Trust does hereby reconvey without warranty to the person or persons legally entitled thereto all estate now held by it under said Deed of Trust.

By EMPIRE FUNDING CORP. as Trustee  
On May 11, 2000

By: [Signature]

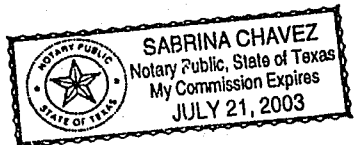
G.L. BARNETT, ASST. VICE PRESIDENT



STATE OF Texas  
COUNTY OF Travis

ON May 11, 2000, before me, SABRINA CHAVEZ, a Notary Public in and for the County of Travis County, State of Texas, personally appeared G.L. BARNETT, ASST. VICE PRESIDENT, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, and that by his/her/their signature on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

[Signature]  
SABRINA CHAVEZ  
Notary Expires: 07/21/2003

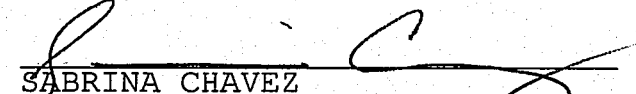


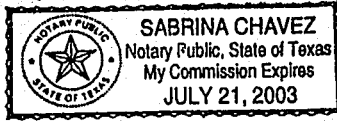
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STATE OF Texas  
COUNTY OF Travis

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SABRINA CHAVEZ  
Notary Expires: 07/21/2003



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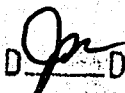
Empire Funding Corp., 9737 Great Hills Tr., Austin TX 78759, 800-206-9004  
AST-20000503-0041 NVDOUGL DOUGLAS NV BAT: 11155/4564028 KXNVSR1

COOPY

REQUESTED BY  
Empire Funding  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

2000 JUN 15 AM 11:46

LINDA SLATER  
RECORDER

\$11.00 PAID  DEPUTY

0494151  
BK 0600PG3289