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1000 ✓ Union Planters Bank
P.O. Box 1860
27-005 Memphis TN 38101-9837

SUBSTITUTION OF TRUSTEE AND FULL RECONVEYANCE

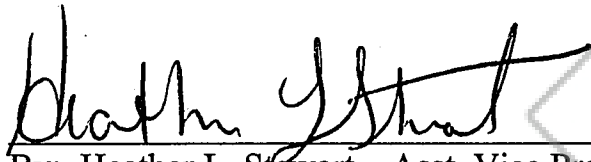
Union Planters Bank, N.A. as the owner and holder of the Note and Deed of Trust dated JULY 18, 1997 executed by ERNEST L. HOLMES AND BARBARA C. HOLMES, HUSBAND AND WIFE, Trustor, to FIRST AMERICAN TITLE CO. Trustee, for ALPINE INVESTMENT AND MORTGAGE Beneficiary, which Deed of Trust was recorded JULY 18, 1997 in BK 0797 PG 5191 of Official Records of DOUGLAS County, **NEVADA**, as FIRST AMERICAN TITLE CO. hereby substitutes Union Planters Bank N.A. F/K/A Leader Federal Bank For Savings F/K/A Leader Federal Savings & Loan Association as trustee in lieu of the Trustee therein.


Union Planters National Bank hereby accepts said appointment as Trustee under the above Deed of Trust, and as successor trustee, and pursuant to the request of said owner and holder and in accordance with the provisions of said Deed of Trust, hereby RECONVEY WITHOUT WARRANTY, TO THE PERSON OR PERSONS LEGALLY ENTITLED THERETO, all the estate now held by it under said Deed of Trust.

IN WITNESS WHEREOF, the owner and holder above named, and Union Planters Bank N.A. F/K/A Leader Federal Bank For Savings F/K/A Leader Federal Savings & Loan Association successor Trustee, have caused this instrument to be executed, each in its respective interest.

Dated: SEPTEMBER 14, 2000.
Union Planters Bank N.A. F/K/A Leader Federal
Bank For Savings F/K/A Leader Federal
Savings & Loan Association

Owner


By: Heather L. Stewart – Asst. Vice President


By: W. Frank Ross – Vice President

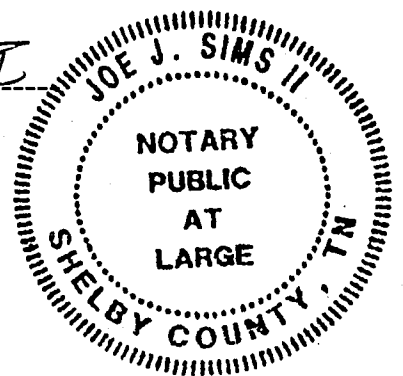
**STATE OF TENNESSEE
COUNTY OF SHELBY**

On this 14 day of SEPTEMBER, 2000 personally appeared before me, a Notary Public, in and for said County and State, Heather L. Stewart – Asst. Vice President and W. Frank Ross – Vice President known to me to be the persons described in and who executed the foregoing instrument, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

MY COMMISSION EXPIRES: 07/19/2003


Joe J. Sims II - NOTARY PUBLIC

Loan Number: 9170911
Property Address: 1244 HIDDEN WOOD, ZEPHYR COVE
Prepared by: Union Planters Bank, N.A.
7130 Goodlett Farms Parkway, AX2
Cordova, TN 38018
Tangela L. Robinson



REQUESTED BY
Union Planters mtg
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2000 SEP 29 PM 2:39

LINDA SLATER
RECORDER

\$10⁰⁰ PAID *R2* DEPUTY

0500462

BK0900PG5447