

1524

(2) Mid-State Homes, Inc. to Southeast Bank, N.A.,
as Trustee

AND FURTHER, FOR VALUE RECEIVED, the undersigned Mid-State Homes, Inc. (assignee of those certain mortgages described on Exhibit A attached hereto) does grant, bargain, sell, assign, transfer, set over, mortgage and grant a security interest to Southeast Bank, N.A., a national banking association with corporate trust offices at 200 South Biscayne Boulevard, Miami, Florida 33131, its successors and assigns, in those certain mortgages, together with the debts thereby secured, the notes therein described, and all of the interest of the undersigned in and to the lands and property conveyed by said mortgages without recourse, that appear of record in the office of the Judge of Probate of SHELBY County, Alabama, and are more fully described in the document marked Exhibit A, attached hereto, incorporated herein and made a part hereof.

BOOK 164 PAGE 659

THIS ASSIGNMENT IS IN TRUST to said Southeast Bank, N.A., as Trustee, for the benefit of the Banks that are party to the Credit Agreement dated as of September 10, 1987 between Hillsborough Holdings Corporation, ("Holdings"), various direct and indirect subsidiaries of Holdings, such Banks and Manufacturers Hanover Trust Company and Bankers Trust Company as Agents (as amended from time to time), copies of which will be available at the corporate trust offices of Southeast Bank, N.A.

IN WITNESS WHEREOF, the undersigned Mid-State Homes, Inc. has caused these presents to be executed by causing its corporate name to be signed and its corporate seal affixed hereto by Arnold F. Saraw as its Vice President and by causing B.L. Mook as its Secretary to attest the seal, both of said officers being thereunto duly authorized, all of this 18 day of December, 1987.

MID-STATE HOMES, INC.

(Corporate Seal)

BY: Arnold F. Saraw
Vice President

ATTEST:
BY: B.L. Mook
Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public ^{in and for said State} ~~in and for said State~~ ~~JUDGE OF PROBATE~~ at Large, hereby certify that Arnold F. Saraw and B.L. Mook, whose names as Vice President and Secretary, respectively of Mid-State Homes, Inc., a corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of this instrument, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this the 18 day of December 1987.

Bonnie Osyne
Notary Public

My Commission Expires: Nov. 4, 1988
Notary Public State of Florida at Large

This instrument prepared by:
Thomas E. Portsmouth
Attorney at Law
1500 North Dale Mabry Highway
Tampa, Florida 33607

Jim Walter

JIM WALTER HOMES, INC., IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.

STATE OF : ALABAMA
COUNTY OF : SHELBY

| ACCT NO. | OBLIGOR(S) | ORIG BAL. | DEED BOOK | PAGE |
|----------|---------------------|-----------|-----------|-----------------|
| 285701 | WHITE CHARLOTTE | 12,528.00 | 334 | 150/151 |
| 320529 | ROSS GLADYS D | 19,350.00 | 381 | 526 |
| 363214 | BAILEY JIMMY M | 17,568.00 | 375 | 891 |
| 365249 | BOOTHE FLOYD EDW | 22,579.20 | 392 | 674-675-676-671 |
| 365566 | SEALE CLARENCE JR | 27,648.00 | 402 | 147 |
| 381798 | COCHRAN JERRY | 43,308.00 | 354 | 843 |
| 390143 | SEAY LELIA M | 38,383.20 | 401 | 225-26 |
| 391300 | WILLIAMS ROBERT L | 26,568.00 | 366 | 762-63 |
| 395829 | BLAKE DAVID | 49,122.00 | 374 | 476 |
| 400244 | KIRKSEY FRANKLIN L | 32,292.00 | 368 | 894 |
| 400540 | DOAKS LEON | 48,664.80 | 372 | 380 |
| 400734 | BRASHER RICKY J | 32,637.60 | 378 | 340 |
| 401061 | HARRIS JOHNNY H JR | 64,458.00 | 380 | 583 |
| 401162 | NORWOOD JUHNNY M | 34,380.00 | 382 | 127 |
| 401388 | WALLACE FELTON | 28,836.00 | 382 | 991 |
| 401781 | PICKETT ROY WAYNE | 26,298.00 | 383 | 803 |
| 421000 | GENRY PHILLIP B | 34,182.00 | 384 | 767 |
| 421917 | LITTLEFIELD JAMES M | 49,752.00 | 387 | 765 |
| 421919 | WEIDEMANN MARK A | 32,364.00 | 387 | 422 |
| 422445 | KNAPP KENNETH D | 39,366.00 | 397 | 591 |
| 422573 | WELDON BILLY SAY | 26,874.00 | 399 | 513 |
| 422574 | FLETCHER JIMMY | 31,014.00 | 399 | 58 |
| 423202 | CDHILL L J | 34,398.00 | 390 | 206 |
| 423799 | HILYER SHERIL | 55,332.00 | 389 | 515-516 |
| 423957 | BRACK ROBERT JOE | 36,990.00 | 390 | 798 |
| | BAILEY JUDY | | | |
| | BOOTHE REBECCA | | | |
| | SEALE MARY B. | | | |
| | COCHRAN MARY | | | |
| | WILLIAMS DEBRA J | | | |
| | BLAKE IRENE | | | |
| | KIRSEY ERMA J | | | |
| | DOAKS SARAH MAE | | | |
| | BRASHER ANN | | | |
| | HARRIS SARAH E | | | |
| | NORWOOD HELEN ANN | | | |
| | WALLACE ANNIE | | | |
| | PICKETT JOAN | | | |
| | GENRY SUSAN | | | |
| | LITTLEFIELD DALE | | | |
| | WEIDEMANN LOLA K | | | |
| | KNAPP DORIS | | | |
| | WELDON SHIRLEY A | | | |
| | FLETCHER GINGER | | | |
| | CDHILL HENRITTA | | | |
| | HILYER JEAN | | | |
| | BRACK ROBIN | | | |

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JIM WALTER HOMES, INC., IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREAFTER.

STATE OF : ALABAMA
COUNTY OF : SHELBY

| ACCT NO. | OBLIGOR(S) | ORIG BAL. | DEED BOOK | PAGE |
|----------|--------------------|-----------|-----------|---------|
| 424145 | MENTZER DIANA H | 32,850.00 | 392 | 246 |
| 425726 | LUCAS BOBBY JOE | 34,794.00 | 393 | 793 |
| 426099 | THOMPSON STEPHEN A | 30,546.00 | 394 | 601 |
| 426220 | VINING KENNETH E | 23,760.00 | 395 | 592-593 |
| 426624 | WOLFE WILLIAM A | 35,496.00 | 396 | 70 |
| 426829 | JONES PAT | 30,780.00 | 376 | 168 |
| 427014 | BELL WALES WALLACE | 30,492.00 | 396 | 159 |
| 427212 | HARDY WILLIAM A | 30,024.00 | 397 | 103 |
| 427329 | GREEN FREDDIE JR | 40,536.00 | 396 | 712 |
| 427898 | HARDY FRANCES C | 28,098.00 | 398 | 378 |
| 428669 | CARR TERRELL | 45,450.00 | 399 | 319-320 |
| 430296 | BILLINGS WILLIAM | 41,148.00 | 401 | 943 |
| 430526 | MARLER KAREN M | 33,552.00 | 402 | 889 |
| 430528 | MARTIN BILLY J | 25,884.00 | 398 | 646 |
| 430888 | LAWLEY JAMES A | 47,844.00 | 403 | 832-833 |
| 431275 | MITCHELL CHARLES E | 50,040.00 | 401 | 515-516 |
| 431434 | MADISON JERRY L | 33,552.00 | 402 | 312 |
| 431623 | LOWERY RICHARD K | 33,552.00 | 403 | 34 |
| 434202 | HOWARD LAWRENCE | 24,374.40 | 411 | 360.61 |
| 440000 | ALEXANDER MARLON T | 25,902.00 | 403 | 638 |
| 440116 | PRESLEY RONALD K | 26,064.00 | 404 | 609 |
| 440593 | RUSSELL BERT | 50,850.00 | 410 | 466-467 |
| 441502 | BASS ROGER DALE SR | 52,452.00 | 408 | 964 |
| 447797 | HOLSOMBACK JOEY H | 51,354.00 | 011 | 688 |
| 448365 | BRJAN BRADFORD P | 63,414.00 | 056 | 913 |

EXHIBIT A

11974 12/17/87

JIM WALTER HJMES, INC., IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREAFTER.

STATE OF : ALABAMA
 COUNTY OF : SHELBY

| ACCT. NO. | OBLIGOR(S) | ORIG BAL. | DEED BOOK | PAGE |
|-----------|-------------------|-----------|-----------|---------|
| 443393 | CULBERSON CLIFF B | 72,234.00 | 061 | 726 |
| 448795 | JORDAN DONNA | 32,904.00 | 100 | 605-606 |
| 448896 | PDE NORMAN N JR | 54,558.00 | 134 | 188190 |
| 450791 | JORDAN LOUIE | 54,777.60 | 391 | 477-78 |
| 452057 | LYKES SAMUEL L | 54,604.80 | 394 | 603 |
| 453065 | SMITHERMAN V E | 66,290.40 | 400 | 148 |
| 453315 | GRIFFITH ALTON C | 91,281.60 | 402 | 424 |
| 455103 | BEARDEN PAUL | 35,726.40 | 404 | 742 |
| 455437 | SMITH ROLAND H SR | 51,451.20 | 404 | 739-740 |
| 457004 | MARTIN PAUL L | 39,852.00 | 409 | 392/393 |
| 457872 | MARTIN RONNIE | 39,441.60 | 410 | 948 |
| 457975 | ROPER ANITA | 77,760.00 | 410 | 946 |
| 459734 | MILLER MARK J JR | 42,789.60 | 414 | 643_644 |
| 460146 | SIMS DONALD A | 59,076.00 | 415 | 939 |
| 460763 | WILLIAMS JOHNNY D | 91,627.20 | 416 | 565 |
| 465515 | LACEY GEORGE JR | 32,896.80 | 434 | 491_492 |
| 466660 | SMITH LAVERN | 29,505.60 | 006 | 743 |
| 466931 | ADAWAY BJDDY G | 33,782.40 | 023 | 353 |
| 466993 | PEARSON PHILLIP | 37,324.80 | 025 | 237 |
| 463137 | EDWARDS CECIL D | 38,772.00 | 142 | 485 86 |
| 460949 | WALKER WILLIE | 62,352.00 | 411 | 841-42 |
| 481032 | BRASHER RONALD D | 80,928.00 | 412 | 438 |
| 481033 | MASON JAMES D | 82,344.00 | 412 | 468 |
| 482049 | HALL JIMMY | 59,976.00 | 415 | 685-686 |
| 482045 | ABRAM EVERETT B | 84,744.00 | 417 | 796 |
| | ABRAM VIRGINIA A | | | |

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JIM WALTER HOMES, INC., IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.

STATE OF : ALABAMA
COUNTY OF : SHELBY

| ACCT NO. | OBLIGOR(S) | ORIG BAL. | DEED BOOK | PAGE |
|----------|-----------------------|------------|-----------|---------|
| 493092 | LACEY HARRY D | 70,344.00 | 418 | 581-82 |
| 483837 | JOHNSON WILL | 73,632.00 | 419 | 93 |
| 484556 | MCNABB TOMMY | 90,048.00 | 419 | 916 |
| 484720 | LEE ROBERT JR | 55,680.00 | 419 | 888 |
| 484930 | FREEMAN NICKIE C | 87,072.00 | 420 | 763/64 |
| 485383 | SHELTON JACK L | 59,904.00 | 421 | 353 |
| 485913 | TODD TRAVIS R SR | 54,528.00 | 423 | 305 |
| 485914 | TODD TRAVIS RAY JR | 57,744.00 | 423 | 9 |
| 486147 | PARSONS JAMES W | 48,864.00 | 421 | 41 |
| 486177 | STAFFORD BRUCE N | 106,056.00 | 423 | 12 |
| 486600 | BOOTH GERALD W | 51,936.00 | 422 | 827 |
| 486665 | PHILLIPS PAUL | 93,928.00 | 422 | 718 |
| 486942 | DAVIS SHANNON | 58,752.00 | 423 | 819 |
| 488861 | HOLCOMBE DAVID L | 57,240.00 | 430 | 826 |
| 490532 | FOX CHARLES A | 59,760.00 | 430 | 820 |
| 491305 | WILLIAMS HERMAN J | 61,968.00 | 434 | 920 |
| 491736 | BROWER DALE LEROY | 67,176.00 | 437 | 201 |
| 491816 | MORRIS GRACE T | 86,616.00 | 436 | 423 |
| 491956 | PATTERSON JOHN WILLIE | 48,816.00 | 436 | 833-834 |
| 492175 | WEBSTER RUSSELL C | 79,944.00 | 438 | 860 |
| 492509 | SCOGGINS JOHNNY WAYNE | 102,120.00 | 438 | 30 |
| 493905 | BOYD CHARLES | 59,304.00 | 443 | 297 |
| 494275 | THOMAS BJSTER RAY | 63,216.00 | 446 | 527 |
| 494832 | MCGRAW JOHN L | 88,200.00 | 446 | 586 |
| 495020 | DURRETT RANDALL E | 61,728.00 | 451 | 587 |
| | LACY DIANNE | | | |
| | JOHNSON HELEN R. | | | |
| | MCNABB SHARON | | | |
| | LEE SHARA | | | |
| | FREEMAN LINDA GAIL | | | |
| | SHELTON KATHLEEN | | | |
| | TODD JERUSHA SHELBY | | | |
| | TODD SUSAN M | | | |
| | STAFFORD DONNA H | | | |
| | PHILLIPS PAMELA J | | | |
| | HOLCOMBE MARY K | | | |
| | FOX BARBARA K | | | |
| | MOORE LOTTIE D | | | |
| | BROWER SANDRA B | | | |
| | PATTERSON EDDIE MAE | | | |
| | WEBSTER SUSAN T | | | |
| | SCOGGINS PATRICIA ANN | | | |
| | FLOYCE BOYD | | | |
| | THOMAS CHARLOTTE D | | | |
| | MCGRAW, JANICE | | | |
| | DURRETT SHEALA D | | | |

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441974 12/17/97

EXHIBIT A

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JIM WALTER HOMES, INC., IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREAFTER.

STATE OF : ALABAMA
COUNTY OF : SHELBY

ORIG BAL. DEED BOOK PAGE

OBLIGOR(S)

ACCT NO.

| ACCT NO. | OBLIGOR(S) | ORIG BAL. | DEED BOOK | PAGE |
|----------|---------------------------|------------|-----------|---------|
| 495302 | GLASS EFFIE | 64,248.00 | 443 | 346 |
| 495864 | CHANNELL RANDY L | 73,632.00 | 452 | 946 |
| 496034 | MOORE COLEMAN JR | 61,512.00 | 451 | 758 |
| 496214 | COTTINGHAM BROWNING | 63,552.00 | 452 | 583 |
| 496649 | BARFIELD DON WAYNE | 82,272.00 | 452 | 202/203 |
| 496671 | INGRAM BEN W | 101,880.00 | 452 | 488/489 |
| 496687 | MCGINNIS TERRELL | 73,948.00 | 452 | 948/949 |
| 497660 | KIZZIAH DENNIS E | 55,728.00 | 437 | 199 |
| 497795 | PATTERSON JIMMIE LEE | 53,904.00 | 004 | 695 |
| 498207 | MCGAUGHY DOUG | 64,248.00 | 001 | 77 |
| 498754 | DRIVER JAMES RUSSELL | 52,104.00 | 015 | 524 |
| 499439 | PURCELL PATRICK E | 80,352.00 | 009 | 292 |
| 499522 | STANTON REBECCA M | 75,264.00 | 015 | 504 |
| 499539 | BENTLEY JIMMIE D | 63,192.00 | 018 | 270 |
| 499726 | WILLIAMS DANIEL E | 79,704.00 | 023 | 932 |
| 499747 | CARTER JOHN W | 50,664.00 | 026 | 102 |
| 500836 | ADAMS RICHARD | 51,048.00 | 025 | 232 |
| 503044 | ROLAND BILLY C | 78,672.00 | 039 | 44 |
| 503815 | HARRIS TOMMY W | 91,776.00 | 046 | 615 |
| 503921 | HALE JACK H | 91,248.00 | 045 | 287 |
| 504724 | LEE JOSHUA | 38,592.00 | 063 | 491 |
| 506222 | VIOI LINDA G | 57,936.00 | 59 | 998 |
| 506434 | LUCAS LARRY W | 59,880.00 | 67 | 809 |
| 507925 | HODGENS ROBERT J | 69,456.00 | 078 | 539 |
| 508142 | BILLINGS BOBBY W | 66,192.00 | 088 | 552 |
| | GLASS LOUISE | | | |
| | CHANNELL DONNA | | | |
| | MOORE CURLIE | | | |
| | COTTINGHAM PEGGY | | | |
| | BARFIELD SHARON E | | | |
| | INGRAM DEBBIE B | | | |
| | MCGINNIS CLEMENTINE | | | |
| | PATTERSON FLORENCE LOLLAR | | | |
| | DRIVER BETTY ANN | | | |
| | PURCELL JEANNE C | | | |
| | BENTLEY LURENE T | | | |
| | WILLIAMS SANDRA D | | | |
| | CARTER GERALDINE | | | |
| | ADAMS PAULINE | | | |
| | ROLAND PAMELA J | | | |
| | NARRIS CAMMIE | | | |
| | HALE JOHNNIE W | | | |
| | LUCAS EDDIE | | | |
| | BILLINGS BOBBY | | | |

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JIM WALTER HOMES, INC., IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREAFTER.

STATE OF : ALABAMA
COUNTY OF : SHELBY

| ACCI NO. | OBLIGOR(S) | ORIG BAL. | DEED BOOK | PAGE |
|----------|---------------------|------------|-----------|---------|
| 510240 | AL-LAMI FADHIL DR | 67,932.00 | 115 | 113-114 |
| 510851 | RUSTON RICKY P | 56,640.00 | 122 | 125 |
| 511759 | WOODRUFF JAMES F | 106,728.00 | 131 | 324/25 |
| 511979 | ABBOTT WILLIAM G | 106,512.00 | 131 | 329-331 |
| 512197 | BILLINGS ANNETTE | 58,296.00 | 141 | 264 265 |
| 512406 | HUDSON MILLIGAN R | 74,376.00 | 094 | 265-66 |
| 512688 | LORIND C PATRICK | 113,352.00 | 131 | 356 |
| 512727 | SULLIVAN THOMAS | 59,448.00 | 142 | 358 |
| 512808 | HYDE EDDIE | 67,344.00 | 150 | 18-20 |
| 512927 | BLAKENSHIP H WAYNE | 83,760.00 | 142 | 496 |
| 513231 | SIMPSON THERON S | 59,712.00 | 139 | 39-40 |
| 513641 | POOLE VERNON N | 77,040.00 | 154 | 964-66 |
| 800409 | BRJWN FANNIE MAE | 9,340.00 | 428 | 346 |
| 800834 | CDRY AMOS W JR | 17,328.00 | 433 | 182 |
| 801033 | BROWN JOHNNY L | 20,980.80 | 440 | 985 |
| 801860 | HAYNES ROBERT E SR | 20,448.00 | 118 | 877 |
| 820613 | WHALEY JOHN D | 18,681.30 | 134 | 635 |
| 820723 | COX BETTY JOE | 21,362.00 | 442 | 527-28 |
| 821498 | MCKEE JAMES CARL | 19,422.00 | 4 | 339 |
| 850307 | STEVE PEGUES | 33,955.00 | 440 | 485 |
| 851396 | RUSS LOIS R | 48,751.20 | 424 | 438 |
| 851738 | GEORGE JOE | 54,194.40 | 432 | 785 |
| 851915 | CLARK JESSIE WAYNE | 22,658.40 | 437 | 502 |
| 852019 | MCCAY RICKY J | 32,378.40 | 439 | 241 |
| 852358 | ROBERTSON CARL E | 46,754.00 | 450 | 768 |
| | RUSTON MARGARET M | | | |
| | WOODRUFF FRANKIE W. | | | |
| | ABBOTT PATRICIA | | | |
| | HUDSON MARY NELL | | | |
| | LORIND DEBRA | | | |
| | HYDE ANGELA | | | |
| | BLAKENSHIP TAMMY L | | | |
| | SIMPSON CYNTHIA | | | |
| | POOLE GERLDINE | | | |
| | BROWN FRANK | | | |
| | BROWN ELIZABETH R | | | |
| | HAYNES CARRIE M | | | |
| | WHALEY JOYCE | | | |
| | MCKEE KATHY | | | |
| | GEORGE BETTY | | | |
| | CLARK ESTER DIANE | | | |
| | MCCAY CATHY D | | | |
| | ROBERTSON JOYCE O | | | |

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EXHIBIT A

HM974 12/17/87

JIM WALTER HOMES, INC., IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.

STATE OF : ALABAMA
COUNTY OF : SHELBY

ORIG BAL. DEED BOOK PAGE

OBLIGOR(S)

| ACCT NO. | OBLIGOR(S) | ORIG BAL. | DEED BOOK | PAGE |
|----------|------------------|-----------|-----------|--------|
| 652883 | STANFORD WM C SR | 39,938.40 | 021 | 299 |
| 853911 | MARTIN JOE B | 42,120.00 | 118 | 880 |
| 854236 | SPENCE BERNICE J | 28,058.40 | 145 | 94 |
| 860937 | BRADLEY JOHN F | 67,728.00 | 443 | 240 |
| 862674 | MOORE COMILLIUS | 97,272.00 | 078 | 345 |
| 863485 | ROBINSON SCOTT W | 69,480.00 | 029 | 789 90 |

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1. Deed Tax \$ 1
 2. Mig. Tax 1
 3. Recording Fee 20.00
 4. Indexing Fee 56.00
 TOTAL 176.00

James A. ...
 JUDGE OF PROBATE
 1987 DEC 22 PM 4: 08
 I CERTIFY THIS INSTRUMENT WAS FILED
 STATE OF ALA SHELBY CO.

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