RETURN TO: ORION FINANCIAL GROUP, INC. 2855 Exchange Blvd. Suite 105 Southlake, TX 76092

Send Any Notices To Assignee.

Assignment of Mortgage

For Good and Valuable Consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned,

FLEET FINANCE, INC., a Delaware corporation whose address is C/O General Coupsel & Eve

whose address is C/O General Counsel, 6 Executive Park Drive, Atlanta, GA 30329

(Assignor)

by these presents does convey, grant, bargain, sell, assign, transfer and set over, without recourse, except as set forth in that certain Asset Purchase Agreement dated as of July 1, 1996, by and among Fleet Financial Corporation and certain of its affiliates, Fleet Financial Group, Inc., Associates Financial Services Company, Inc. and Associates Corporation of North America, Inc., the described mortgage, together with the certain note(s) described therein with all interest, all liens, and any rights due or to become due thereon to:

ASSOCIATES FINANCIAL SERVICES COMPANY OF MARYLAND, INC., 250 East Carpenter Freeway, Irving, TX 75062

(Assignee)

Said mortgage is recorded in the State of AL, County of Shelby on 09/18/93 as Instrument/series/file: 1993-28702 Original Mortgagor--: WILLIAM T. ARNOLD, KAY ARNOLD Original Mortgagee--: FLEET FINANCE, INC.

DATED: 08/25/93 AMOUNT: \$55500,00

Inst # 1997-07694 03/12/1997-07694 09:35 AM CERTIFIED SHELBY COUNTY JUNCE OF PROMATE 00: SW 8.50

IN WITNESS WHEREOF, the undersigned corporation has caused this instrument to be executed as a sealed instrument by its proper officer who was duly authorized by a resolution of its board of directors.

Dated: September 30, 1996 FLEET FINANCE, INC.

Debbie Golisano Vice President

State of California County of Santa Clara

I, Susanna Vargas, a Notary Public in and for said County in said State, hereby certify that Debbie Golisano, whose name as Vice President of FLEET FINANCE, INC.,

a corporation, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 01/24/97.

Notary: Susanna Vargas

My Commission Expires January 27, 1998

Prepared by: R. S. Stone

Peelle Management Corp., P.O. Box 1710, Campbell, CA

1st LN#: 0074539146

FINAL SA.track fleet466 90466 5 012497 Inv: 43 FFIDEL 256 01-117 AL Shelby

SUSANNA VARGAS COMM. 1014115

MOTARY PUBLIC - CALIFORNIA D

EANTA CLARA COUNTY

My Comm. Expires Jun. 27, 1986

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