

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. OF GA, a Georgia corporation
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 CO. OF FLORIDA, INC., (Assignee)

Said mortgage is recorded in the State of AL, County of Shelby
on 08/08/89 as Book/volume/liber 250 on page 186
Original Mortgagor--: B.C. STUDDARD, ELIZABETH A. STUDDARD
Original Mortgagee--: JEFFERSON FEDERAL SAVINGS AND LOAN ASSOCIATION OF BIRMINGHAM

DATED: 08/04/89 AMOUNT: \$40000.00

Inst # 1997-14557

 5/09/1997-14557
11:57 AM CERTIFIED
24288
FF SHELBY COUNTY JUDGE OF PROBATE
001 MEL 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. OF GA

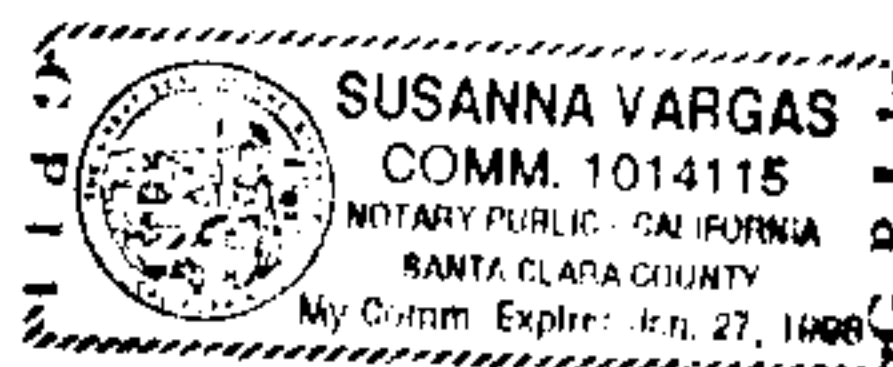
By: Debbie Golisano
Debbie Golisano
Vice President

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. OF GA, 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 03/14/97.


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#: 0029816891
FINAL SA.track fleet466 90466 5 031497 inv: 7 FFIGA DOC 9 01-117 AL Shelby

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