[redacted] 1524 [redacted] [redacted]

(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.

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.

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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 as of this 18 day of December, 1987.

MID-STATE HOMES, INC.

BY: [signature]
Vice President

(Corporate Seal)

ATTEST:

BY: [signature]
Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public in and for said State 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.

JUDGE OF PROBATE

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

[signature]
Notary Public

My Commission Expires: Notary Public State of Florida at Large My Commission Expires Nov. 4, 1990.

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

[signature]

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
285701	WHITE CHARLOTTE		12,528.00	334	150/151
320529	ROSS GLADYS D		19,350.00	381	526
363214	BAILEY JIMMY W	BAILEY JUDY	17,566.00	375	891
365249	BOOTHE FLOYD EDW	BOOTHE REBECCA	22,579.20	392	674-675-670-671
365566	SEALE CLARENCE JR	SEALE MARY B.	27,648.00	402	147
381798	COCHRAN JERRY	COCHRAN MARY	43,308.00	354	843
390143	SEAY LELIA M		38,383.20	401	225_26
391300	WILLIAMS ROBERT L	WILLIAMS DEBRA J	26,568.00	366	762_63
395829	BLAKE DAVID	BLAKE IRENE	49,122.00	374	476
400244	KIRKSEY FRANKLIN L	KIRSEY ERMA J	32,292.00	368	894
400540	DOAKS LEON	DOAKS SARAH MAE	48,664.80	372	380
400734	BRASHER RICKY J	BRASHER ANN	32,637.60	378	340
401061	HARRIS JOHNNY H JR	HARRIS SARAH E	64,458.00	380	583
401162	NORWOOD JOHNNY M	NORWOOD HELEN ANN	34,380.00	382	127
401388	WALLACE FELTON	WALLACE ANNIE	28,836.00	382	991
401781	PICKETT ROY WAYNE	PICKETT JOAN	26,298.00	383	803
421000	GENRY PHILLIP B	GENRY SUSAN	34,182.00	384	767
421917	LITTLEFIELD JAMES M	LITTLEFIELD DALE	49,752.00	387	765
421919	WEIDEMANN MARK A	WEIDEMANN LOLA K	32,364.00	387	422
422445	KNAPP KENNETH D	KNAPP DORIS	39,366.00	387	591
422573	WELDON BILLY RAY	WELDON SHIRLEY A	26,874.00	389	513
422574	FLETCHER JIMMY	FLETCHER GINGER	31,014.00	389	58
423202	COHILL L J	COHILL HENRITTA	34,398.00	390	206
423799	HILYER SHERIL	HILYER JEAN	55,332.00	389	515-516
423957	BROCK ROBERT JOE	BROCK ROBIN	36,990.00	390	798

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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	LUCAS CAROLYN SUE	34,794.00	393	793
426099	THOMPSON STEPHEN A	THOMPSON JEANETTE	30,546.00	394	601
426220	VINING KENNETH E	VINING PAULA S	23,760.00	395	592_593
426624	WOLFE WILLIAM A	WOLFE DEBORAH	35,496.00	396	70
426829	JONES PAT		30,780.00	396	168
427014	BELL WALES WALLACE	BELL SARA	30,492.00	396	159
427212	HARDY WILLIAM A	HARDY MYRA N	30,024.00	397	103
427329	GREEN FREDDIE JR	GREEN NANCY	40,536.00	396	712
427898	HARDY FRANCES C		28,098.00	398	378
428669	CARR TERRELL	CARR JUDY S	45,450.00	399	319-320
430296	BILLINGS WILLIAM	BILLINGS SANDRA	41,148.00	401	943
430526	MARLER KAREN M	MARLER RICHARD	33,552.00	402	889
430528	MARTIN BILLY J	MARTIN SARAH	25,884.00	398	646
430888	LAWLEY JAMES A	LAWLEY HELEN F	47,844.00	403	832-833
431275	MITCHELL CHARLES E	MITCHELL GEORGIA L	50,040.00	401	515-516
431434	MADISON JERRY L	MADISON SOLOINE	33,552.00	402	312
431623	LOWERY RICHARD K	LOWERY SARAH L	33,552.00	403	34
434202	HOWARD LAWRENCE	HOWARD JOHNEE KATHALEEN	24,374.40	411	360.61
440000	ALEXANDER MARLON T	ALEXANDER SHEILA	25,902.00	403	638
440116	PRESLEY RONALD K	PRESLEY BRENDA	26,064.00	404	609
440593	RUSSELL BERT	RUSSELL DIANE K	50,850.00	410	466-467
441502	BASS ROGER DALE SR	BASS KATHERINE	52,452.00	408	964
447797	HOLSOMBACK JOEY W	HOLSOMBACK MELAN L	51,354.00	011	688
448365	BROWN BRADFORD P	BROWN FLORA RUTH	63,414.00	056	913

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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
448393	CULBERSON CLIFF B	CULBERSON LINDA C	72,234.00	061	726
448795	JORDAN C CLIFFORD	JORDAN DONNA	32,904.00	100	605-606
448896	POE NORMAN N JR	POE JACQUELINE J	54,558.00	134	188190
450791	JORDAN LOUIE	JORDAN DEBRA	54,777.60	391	477-78
452057	LYKES SAMUEL L	LYKES DOROTHY RUTH	54,604.80	394	603
453065	SMITHERMAN V E	SMITHERMAN DELORES	66,290.40	400	148
453315	GRIFFITH ALTON C	GRIFFITH IRENE S	91,281.60	402	424
455103	BEARDEN PAUL	BEARDEN JANICE J	35,726.40	404	742
455437	SMITH ROLAND H SR		51,451.20	404	739-740
457004	MARTIN PAUL L	MARTIN DENISE	39,852.00	409	392/393
457872	MARTIN RONNIE	MARTIN FRANKIE	39,441.60	410	948
457975	ROPER ANITA	ROPER ANITA	77,760.00	410	946
459734	MILLER MARK J JR	MILLER JOYCE M	42,789.60	414	643_644
460145	SIMS DONALD A	SIMS TERESA A	59,076.00	415	939
460763	WILLIAMS JOHNNY D	WILLIAMS CYNTHIA	91,627.20	416	565
465515	LACEY GEORGE JR	LACEY JOYCE	32,896.80	434	491_492
466660	SMITH LAVERN	SMITH JOAN L	29,505.60	006	743
466931	ADAWAY BUDDY G	ADAWAY JOYCE CHRISTINE	33,782.40	023	353
466993	PEARSON PHILLIP	PEARSON PATRICIA	37,324.80	025	237
468137	EDWARDS CECIL D	EDWARDS RENEA	38,772.00	142	485 86
480949	WALKER WILLIE	WALKER JULIA A	62,352.00	411	841-42
481032	BRASHER RONALD D	BRASHER DONNA L	80,928.00	412	438
481033	MASON JAMES D	MASON SARAH	82,344.00	412	468
482049	HALL JIMMY		59,976.00	415	685-686
482645	ABRAM EVERETT B	ABRAM VIRGINIA A	84,744.00	417	796

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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
483092	LACEY HARRY D	LACY DIANNE	70,344.00	418	581-82
483837	JOHNSON WILL	JOHNSON HELEN R.	73,632.00	419	93
484556	MCNABB TOMMY	MCNABB SHARON	90,048.00	419	916
484720	LEE ROBERT JR	LEE SHARA	55,680.00	419	888
484930	FREEMAN NICKIE C	FREEMAN LINDA GAIL	87,072.00	420	763/64
485383	SHELTON JACK L	SHELTON KATHLEEN	59,904.00	421	353
485913	TODD TRAVIS R SR	TODD JERUSHA SHELBY	54,528.00	423	305
485914	TODD TRAVIS RAY JR	TODD SUSAN M	57,744.00	423	9
486147	PARSONS JAMES W		48,864.00	421	41
486177	STAFFORD BRUCE N	STAFFORD DONNA H	106,056.00	423	12
486600	BOOTH GERALD W		51,936.00	422	827
486665	PHILLIPS PAUL	PHILLIPS PAMELA J	83,928.00	422	718
486942	DAVIS SHANNON		58,752.00	423	819
488861	HOLCOMBE DAVID L	HOLCOMBE MARY K	57,240.00	430	826
490532	FOX CHARLES A	FOX BARBARA K	59,760.00	430	820
491305	WILLIAMS HERMAN J	MOORE LOTTIE D	61,968.00	434	920
491736	BROWER DALE LEROY	BROWER SANDRA B	67,176.00	437	201
491816	MORRIS GRACE T		86,616.00	436	423
491956	PATTERSON JOHN WILLIE	PATTERSON EDDIE MAE	48,816.00	436	833-834
492175	WEBSTER RUSSELL C	WEBSTER SUSAN T	79,944.00	438	860
492509	SCOGGINS JOHNNY WAYNE	SCOGGINS PATRICIA ANN	102,120.00	438	30
493905	BOYD CHARLES	FLOYCE BOYD	59,304.00	443	297
494275	THOMAS BUSTER RAY	THOMAS CHARLOTTE D	63,216.00	446	527
494832	MCGRAW JOHN L	MCGRAW, JANICE	88,200.00	446	586
495020	DURRETT RANDALL E	DURRETT SHEALA D	61,728.00	451	587

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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
495302	GLASS EFFIE	GLASS LOUISE	64,248.00	443	346
495864	CHANNELL RANDY L	CHANNELL DONNA	73,632.00	452	946
496034	MOORE COLEMAN JR	MOORE CURLIE	61,512.00	451	758
496214	COTTINGHAM BROWNING	COTTINGHAM PEGGY	63,552.00	452	593
496649	BAREFIELD DON WAYNE	BAREFIELD SHARON E	82,272.00	452	202/203
496671	INGRAM BEN W	INGRAM DEBBIE B	101,880.00	452	488/489
496687	MCGINNIS TERRELL	MCGINNIS CLEMENTINE	73,848.00	452	948/949
497660	KIZZIAH DENNIS E		55,728.00	437	199
497795	PATTERSON JIMMIE LEE	PATTERSON FLORENCE LOLLAR	53,904.00	004	695
498207	MCGAUGHY DOUG		64,248.00	001	77
498754	DRIVER JAMES RUSSELL	DRIVER BETTY ANN	52,104.00	015	524
499439	PURCELL PATRICK E	PURCELL JEANNE C	80,352.00	009	292
499522	STANTON REBECCA M		75,264.00	015	504
499539	BENTLEY JIMMIE D	BENTLEY LURENE T	63,192.00	018	270
499726	WILLIAMS DANIEL E	WILLIAMS SANDRA D	79,704.00	023	932
499747	CARTER JOHN W	CARTER GERALDINE	50,664.00	026	102
500836	ADAMS RICHARD	ADAMS PAULINE	51,048.00	025	232
503044	ROLAND BILLY C	ROLAND PAMELA J	78,672.00	039	44
503815	HARRIS TOMMY W	NARRIS CAMMIE	91,776.00	046	615
503921	HALE JACK H	HALE JOHNNIE W	91,248.00	045	287
504724	LEE JOSHUA		38,592.00	063	491
506222	VIOT LINDA G		57,936.00	59	998
506434	LUCAS LARRY W	LUCAS EDDIE	59,880.00	67	809
507925	HODGENS ROBERT J		69,456.00	078	539
508142	BILLINGS BOBBY W	BILLINGS BOBBY	66,192.00	088	552

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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
510240	AL-LAMI FADHIL DR		67,932.00	115	113_114
510851	RUSTON RICKY P	RUSTON MARGARET M	56,640.00	122	125
511759	WOODRUFF JAMES F	WOODRUFF FRANKIE W.	106,728.00	131	324/25
511979	ABBOTT WILLIAM G	ABBOTT PATRICIA	106,512.00	131	329_331
512197	BILLINGS ANNETTE		58,296.00	141	264_265
512406	HUDSON MILLIGAN R	HUDSON MARY NELL	74,376.00	094	265-66
512688	LORINO C PATRICK	LORINO DEBRA	113,352.00	131	356
512727	SULLIVAN THOMAS		59,448.00	142	358
512808	HYDE EDDIE	HYDE ANGELA	67,344.00	150	18-20
512927	BLAKENSHIP H WAYNE	BLAKENSHIP TAMMY L	83,760.00	142	496
513231	SIMPSON THERON S	SIMPSON CYNTHIA	59,712.00	139	39-40
513641	POOLE VERNON N	POOLE GERLDINE	77,040.00	154	964-66
800409	BROWN FANNIE MAE	BROWN FRANK	9,340.00	428	346
800834	CORY AMOS W JR		17,328.00	433	182
801033	BROWN JOHNNY L	BROWN ELIZABETH R	20,980.80	440	985
801860	HAYNES ROBERT E SR	HAYNES CARRIE M	20,448.00	118	877
820613	WHALEY JOHN D	WHALEY JOYCE	18,681.30	134	635
820723	COX BETTY JOE		21,362.00	442	527-28
821498	MCKEE JAMES CARL	MCKEE KATHY	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	GEORGE BETTY	54,194.40	432	785
851915	CLARK JESSIE WAYNE	CLARK ESTER DIANE	22,658.40	437	502
852019	MCCAY RICKY J	MCCAY CATHY D	32,378.40	439	241
852358	ROBERTSON CARL E	ROBERTSON JOYCE D	46,764.00	450	768

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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
852883	STANFORD WM C SR	STANFORD SHARON L	39,938.40	031	299
853911	MARTIN JOE B	MARTIN JANET	42,120.00	118	880
854236	SPENCE BERNICE J		28,058.40	145	94
860937	BRADLEY JOHN F	BRADLEY MARTHA ANNE	67,728.00	443	240
862674	MOORE COMILLIOUS	MOORE JANICE	97,272.00	078	345
863485	ROBINSON SCOTT W	ROBINSON MOLLY	69,480.00	029	789 90

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1. Deed Tax $ 1 1
2. Mtg. Tax 20 03
3. Recording Fee 1 56 00
4. Indexing Fee 1 00
TOTAL

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

JUDGE OF PROBATE