

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 in 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.

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 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:

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

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

Jim Walter

book 164 page 659

4M974

12/17/87

EXHIBIT A

PAGE 242

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 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 RAY	26,874.00	399	513
422574	FLETCHER JIMMY	31,014.00	399	58
423202	COHILL 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

BOOK 164 PAGE 660

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	396	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	932-933
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 W	51,354.00	011	688
448365	BRJAN BRADFORD P	63,414.00	056	913
	HOLSOMBACK MELAN L			
	BROWN FLORA RUTH			
	BASS KATHERINE			
	HOWARD JOHNEE KATHALEEN			
	ALEXANDER SHEILA			
	PRESLEY BRENDA			
	RUSSELL DIANE K			
	LOWERY SARAH L			
	MADISON SOLOINE			
	MITCHELL GEORGIA L			
	LAWLEY HELEN F			
	MARTIN SARAH			
	MARLER RICHARD			
	BILLINGS SANDRA			
	CARR JUDY S			
	GREEN NANCY			
	HARDY MYRA N			
	BELL SARA			
	WOLFE DEBORAH			
	VINING PAULA S			
	THOMPSON JEANETTE			
	LUCAS CAROLYN SUE			

14974 12/17/87

EXHIBIT A

PAGE 244

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
443393	CULBERSON CLIFF B	72,234.00	061	726
448795	JORDAN C CLIFFORD	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 BUDDY 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			

BOOK 164 PAGE 662

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
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
	PATTERSON EDDIE MAE			
	WEBSTER SUSAN T			
	SCOGGINS PATRICIA ANN			
	FLOYCE BOYD			
	THOMAS CHARLOTTE D			
	MCGRAW, JANICE			
	DURRETT SHEALA D			

Book 164 Page 663

44974 12/17/97

EXHIBIT A

PAGE 246

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	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	73,348.00	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

164 PAGE 664

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 OR	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	LORINO 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 TAMMY L	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	BROWN 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
	GEORGE BETTY			
	CLARK ESTER DIANE			
	MCCAY CATHY D			
	ROBERTSON JOYCE O			

EXHIBIT A

HM974 12/17/87

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	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 COMILLIDUS	97,272.00	078	345
863485	ROBINSON SCOTT W	69,480.00	029	789 90

BOOK 164 PAGE 666

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

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