

ALABAMA

ASSIGNMENTS OF MORTGAGES

- (1) Jim Walter Homes, Inc. to Mid-State Homes, Inc.
- (2) Mid-State Homes, Inc. to William J. Wade, as trustee of Mid-State Trust II, a business trust.
- (3) William J. Wade, as trustee of Mid-State Trust II, a business trust, to Southeast Bank, N.A.

- (1) Jim Walter Homes, Inc. to Mid-State Homes, Inc.

FOR VALUE RECEIVED, the undersigned, Jim Walter Homes, Inc. ("Assignor"), a Florida corporation, does grant, bargain, sell, assign, transfer and set over unto Mid-State Homes, Inc. ("Assignee"), a Florida corporation with an address of 1500 North Dale Mabry Highway, Tampa, Florida 33607, its successors and assigns, without recourse, those certain mortgages, together with the debts thereby secured, the notes therein described and all 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.

TO HAVE AND TO HOLD unto the said Assignee, its successors and assigns, FOREVER.

IN WITNESS WHEREOF, the undersigned Assignor has caused these presents to be executed by causing its corporate name to be signed and its corporate seal affixed hereto by D. Wayne Hornsby as its Vice-President and by causing S. L. Russell as its Secretary to attest the seal, both of said officers being thereunto duly authorized, all as of this 19th day of April, 1988.

JIM WALTER HOMES, INC.

(Corporate Seal)

By D. Wayne Hornsby

ATTEST:

By S. L. Russell

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that D. Wayne Hornsby and S. L. Russell, whose names as Vice-President and Secretary, respectively, of Jim Walter 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 19th day of April, 1988.

Allaine Davis
Notary Public

My Commission Expires:

Notary Public State of Florida at Large
My Commission Expires Jun. 16, 1991

- (2) Mid-State Homes, Inc. to William J. Wade, as trustee of Mid-State Trust II, a business trust.

FOR VALUE RECEIVED, the undersigned, Mid-State Homes, Inc. ("Assignor"), does grant, bargain, sell, assign, transfer and set over unto William J. Wade, not in his individual capacity but solely as trustee of

Mid-State Trust II (in such capacity, "Assignee"), a common law business trust created under the laws of Delaware pursuant to a trust agreement dated as of March 28, 1988, his successors and assigns, without recourse, those certain mortgages, together with the debts thereby secured, the notes therein described and all interest of the undersigned in and to the lands and property conveyed by said mortgages, 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 B, attached hereto, incorporated herein and made a part hereof.

TO HAVE AND TO HOLD unto the said Assignee, its successors and assigns, FOREVER.

IN WITNESS WHEREOF, the undersigned Assignor has caused these presents to be executed by causing its corporate name to be signed and its corporate seal affixed hereto by A. 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 19th day of April, 1988.

MID-STATE HOMES, INC.

By A. F. Saraw

(Corporate Seal)

ATTEST: B. L. Mook

By

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that A. F. Saraw and B. L. Mook, whose names as Vice-President and Secretary, respectively, of Mid-State Homes, Inc. a Florida 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 19th day of April, 1988.

Colaine Davis
Notary Public

My Commission Expires:
Notary Public State of Florida at Large
My Commission Expires June 16, 1991

(3) William J. Wade, as trustee of Mid-State Trust II, a business trust, to Southeast Bank, N.A., as Trustee.

FOR VALUE RECEIVED, the undersigned, William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust II, a common law business trust created under the laws of Delaware pursuant to a trust agreement dated as of March 28, 1988, does grant, bargain, sell, assign, transfer, set over, mortgage and grant a security interest in, 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, as Trustee under an Indenture dated as of April 1, 1988 (the "Indenture"), 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, 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 B, attached hereto, incorporated herein and made a part hereof.

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THIS ASSIGNMENT IS IN TRUST to said Southeast Bank, N.A., as Trustee under the Indenture for the benefit of the holders of mortgage-backed notes issued by Mid-State Trust II and of Financial Security Assurance Inc., a New York stock insurance company. Copies of the Indenture will be available at the corporate trust offices of Southeast Bank, N.A.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed as of this 19th day of April, 1988.

Wade
William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust II, a business trust

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that William J. Wade, whose name as trustee of Mid-State Trust II, a business trust, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he, as such trustee and with full authority, executed the same voluntarily for and as the act of said trust.

Given under my hand and official seal this 19th day of April, 1988.

Elly La Rina
Notary Public

My Commission Expires:

Notary Public State of Florida at Large
My Commission Expires Sept. 30, 1990

This instrument prepared by:

Kutak Rock & Campbell
The Omaha Building
1650 Farnam Street
Omaha, NE 68102

After recording return to:
Southeast Bank, N.A.
c/o Jim Walter Corporation
Two East
1500 North Dale Mabry Hwy.
Tampa, FL 33607
Attn: B. J. Shrauger

04/14/38

EXHIBIT A

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

STATE OF ALABAMA
COUNTY OF SHELBY

1 NO.

CALIGOR(S)

CRIG BAL. DEED BOOK

PAGE

2231	ALEXANDER BENJAMIN	32,918.40	153	539-90
2235	ISSELL DAVID	57,438.00	146	204-06
2237	SAAYER ALBERTA SAAYER DWIGHT	84,024.00	154	675
2150	MCDONALD JAMES H	61,104.00	160	03-04
21504	TURNER CURTIS J	85,008.00	163	548-50
2156	MCCOOL KENNETH	30,096.00	169	03-04

JIM VALTER HOMES, INC. OR MID-STATE HOMES INC. IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.
STATE OF ALABAMA
COUNTY OF SHELBY

CC NO. COLLIGOR(S) ORIG BAL. DEED BOOK PAGE

35701	WHITE CHARLOTTE	12,528.00	334	150
20529	ROSS GLADYS D	19,350.00	331	526
303214	BAILEY JIMMY H	17,566.00	375	891
305249	BOOTH FLOYD EDW	22,579.20	392	674-675-670-671
305566	SEALE CLARENCE JR	27,648.00	402	747
301798	COCHRAN JERRY	43,308.00	354	843
390143	SEAY LELIA M	33,383.20	401	225-26
371300	WILLIAMS ROBERT L	26,568.00	366	762-63
395829	BLAKE DAVID	49,122.00	374	476
400444	KIRKSEY FRANKLIN L	32,292.00	368	894
400440	DOAKS LEON	48,664.30	372	380
400734	GRASHER RICKY J	32,637.60	378	340
401162	NORWOOD JOHNNY M	34,380.00	382	727
401388	WALLACE FELTON	28,836.00	382	991
401731	PICKETT ROY WAYNE	20,298.00	383	803
421000	GENTRY 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	387	591
422573	WELDON BILLY RAY	26,874.00	389	513
423334	FLETCHER JIMMY	31,014.00	389	58
423332	COHILL L J	34,398.00	390	206
423399	HILYER SHERIL	55,332.00	389	515-516
423957	BROCK ROBERT JOE	36,990.00	390	798
424145	MENTZER DIANA H	32,850.00	392	246

04/14/86

EXHIBIT

B

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JIN WALTER HOMES, INC. OR MID-STATE HOMES INC. IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.
 STATE OF ALABAMA
 COUNTY OF SHELBY

CT NO.

OBLIGOR(S)

ORIG BAL. DEED BOOK

PAGE

25726	LUCAS BOBBY JOE	LUCAS CAROLYN SUE	34,794.00	393	793
26099	THOMPSON STEPHEN A	THOMPSON JEANETTE	30,546.00	394	601
26220	VINING KENNETH E	VINING PAULA S	23,760.00	395	592-593
26624	WOLFE WILLIAM A	WOLFE DEBORAH	35,496.00	396	70
26829	JONES PAT		30,780.00	396	163
27014	BELL WALES WALLACE	BELL SARA	30,492.00	396	159
27212	HARDY WILLIAM A	HARDY MYRA H	30,024.00	397	103
27329	GREEN FREDDIE JK	GREEN NANCY	40,536.00	396	712
27698	HARDY FRANCES C		28,092.00	398	378
28669	CARR TERRELL	CARR JUDY S	45,450.00	399	319-320
30296	BILLINGS WILLIAM	BILLINGS SANDRA	41,148.00	401	943
30526	MARLER KAREN M	MARLER RICHARD	33,552.00	402	839
30528	MARTIN EILLY J	MARTIN SARAH	25,884.00	398	646
30888	LAWLEY JAMES A	LAWLEY HELEN F	47,344.00	403	832-833
31275	MITCHELL CHARLES E	MITCHELL GEORGIA L	50,040.00	401	515-516
31434	MADISON JERRY L	MADISON SOLOINE	33,552.00	403	312
31623	LOWERY RICHARD K	LOWERY SARAH L	33,552.00	403	34
34202	HOWARD LAWRENCE	HOWARD JOHNEE KATHALEEN	24,374.40	411	360.61
35231	ALEXANDER BENJAMIN		32,918.40	153	589-90
40000	ALEXANDER HARLON T	ALEXANDER SHEILA	25,902.00	403	638
40116	PRESLEY RONALD K	PRESLEY GRENDA	26,064.00	404	609
41502	BASS ROGER DALE SR	BASS KATHERINE	52,452.00	408	964
47797	HOLDSOMACK JOEY M	HOLDSOMACK MELAN L	51,354.00	011	688
48365	BROWN GRAOFORD P	BROWN FLORA RUTH	63,414.00	056	913
48393	CULBERSON CLIFF B	CULBERSON LINDA C	72,234.00	061	726

0880 PAGE 181 BOOK

JIN WALTER HOMES, INC. OR MID-STATE HOMES INC. IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.

STATE OF : ALABAMA
COUNTY OF : SHELBY

CEILING(S)

ORIG BAL. DEED BOOK

PAGE

48795	JORDAN C CLIFFORD	JORDAN DONNA	32,904.00	100	605-606
48890	FCE NORMAN N JR	POE JACQUELINE J	54,558.00	134	188190
49033	ISBELL DAVID	ISBELL ALESTIA	57,438.00	146	204-06
50791	JORDAN LOUIE	JORDAN DEBRA	54,777.60	391	477-78
52057	LYKES SAMUEL L	LYKES DOROTHY RUTH	54,004.80	394	603
53065	SMITHERMAN V E	SMITHERMAN DELORES	66,290.40	400	148
53315	GRIFFITH ALTON C	GRIFFITH IRENE S	91,281.60	402	424
55106	GEARDEN PAUL	GEARDEN JANICE J	35,726.40	404	742
55437	SMITH ROLAND H SR		51,451.20	404	739-740
57204	MARTIN PAUL L	MARTIN DENISE	39,852.00	409	392/393
57202	MARTIN RONNIE	MARTIN FRANKIE	39,441.60	410	948
57975	ROPER ANITA	ROPER ANITA	77,760.00	410	946
59734	MILLER MARK J JR	MILLER JOYCE M	42,789.60	414	643-644
60146	SIMS DONALD A	SIMS TERESA A	59,076.00	415	939
60703	WILLIAMS JOHNNY D	WILLIAMS CYNTHIA	91,627.20	416	565
65315	LACEY GEORGE JR	LACEY JOYCE	32,896.80	434	491-492
66630	SMITH LAVERN	SMITH JOAN L	29,505.60	006	743
66531	ADAWAY GUDDY G	ADAWAY JOYCE CHRISTINE	33,782.40	023	353
66598	PEARSON PHILLIP	PEARSON PATRICIA	37,324.80	025	237
68137	EDWARDS CECIL D	EDWARDS KENEA	38,772.00	142	485 86
80849	WALKER WILLIE	WALKER JULIA A	62,352.00	411	841-42
81002	BRASHER RONALD D	BRASHER DONNA L	80,928.00	412	438
81055	MASON JAMES D	MASON SARAH	82,344.00	412	468
82049	HALL JIMMY		59,976.00	415	685-686
82645	ABRAM EVERETT B	ABRAM VIRGINIA A	84,744.00	417	796

04/14/88

EXHIBIT B

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WALTER HOMES, INC. OR MID-STATE HOMES INC. IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.
 STATE OF ALABAMA
 COUNTY OF SHELBY

CT NO.

OBLIGOR(S)

ORIG BAL. DEED BOOK

PAGE

03092	LACEY HARRY D	LACY DIANNE	70,344.00	418	587-82
03237	JOHNSON WILL	JOHNSON HELEN R.	73,632.00	419	93
04350	MCMAGEB TONY	MCMAGEB SHARON	90,046.00	419	916
04720	LEE ROBERT JR	LEE SHARA	55,630.00	419	888
04930	FREEMAN NICKIE C	FREEMAN LINDA GAIL	87,072.00	420	763/64
05383	SHELTON JACK L	SHELTON KATHLEEN	59,904.00	421	353
05513	TODD TRAVIS R SR	TODD JEPUSHA SHELBY	54,528.00	423	305
05514	TODD TRAVIS RAY JR	TODD SUSAN M	57,744.00	423	9
06147	FARSONS JAMES W	STAFFORD DONNA H	48,864.00	421	41
06177	STAFFORD BRUCE M	STAFFORD DONNA H	106,056.00	423	12
06600	BECCH GERALD W	PHILLIPS PAMELA J	51,936.00	422	827
06660	PHILLIPS PAUL	PHILLIPS PAMELA J	85,928.00	422	718
06942	DAVIS SHANNON	PHILLIPS PAMELA J	58,752.00	423	819
08261	HOLCOMBE DAVID L	HOLCOMBE MARY K	57,240.00	430	826
08532	FOX CHARLES A	FOX BARBARA K	59,760.00	430	820
09305	WILLIAMS HERMAN J	MOORE LOTTIE D	61,968.00	434	820
09735	BROWER DALE LEROY	BROWER SANDRA B	67,176.00	437	201
09816	MORRIS GRACE T	BROWER SANDRA B	86,616.00	436	423
09956	PATERSON JOHN WILLIE	PATERSON EDDIE MAE	48,816.00	436	833-834
09975	WEBSTER RUSSELL C	WEBSTER SUSAN T	79,944.00	438	860
09909	SCOGGINS JOHNNY WAYNE	SCOGGINS PATRICIA ANN	102,120.00	438	30
09905	BOYD CHARLES	FLOYCE BOYD	59,304.00	443	297
09975	THOMAS BUSTER RAY	THOMAS CHARLOTTE D	65,216.00	446	527
09932	MCGRAW JOHN L	MCGRAW, JANICE	88,200.00	446	586
09920	DURRETT RYNDALL E	DURRETT SHEALA D	61,728.00	451	587

882

181

X008

04/14/83

EXHIBIT B

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JIM WALTER HOMES, INC. OR MID-STATE HOMES INC. IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.

STATE OF ALABAMA
COUNTY OF SHELBY

OBLIGOR(S)

ORIG BAL. DEED BOOK

PAGE

5302	GLASS EFFIE	GLASS LOUISE	64,243.00	443	346
5264	CHANNELL RANDY L	CHANNELL DONNA	73,032.00	452	946
5034	MOCKE COLEMAN JR	MOORE CURLIE	61,512.00	451	758
5649	BARFIELD DON WAYNE	BARFIELD SHARON E	82,272.00	452	202/203
5671	INGRAM BEN W	INGRAM DEBBIE B	101,880.00	452	488/489
5087	MCGINNIS TERRELL	MCGINNIS CLEMENTINE	73,848.00	452	948/949
5760	KIZZIAH DENNIS E		53,728.00	437	199
5795	PATTERSON JIMMIE LEE	PATTERSON FLORENCE LOLLAR	53,904.00	004	695
5807	MCGAUGHY DOUG		64,248.00	001	77
5804	DRIVER JAMES RUSSELL	DRIVER BETTY ANN	52,104.00	015	524
5905	FLURCELL PATRICK E	PURCELL JEANNE C	80,352.00	009	292
5952	STANTON REBECCA M		75,264.00	015	504
5953	BENTLEY JIMMIE D	BENTLEY LORENE T	63,192.00	018	270
5972	WILLIAMS DANIEL E	WILLIAMS SANDRA D	79,704.00	023	932
5974	CARTER JOHN W	CARTER GERALDINE	50,564.00	020	102
00836	ADAMS RICHARD	ADAMS PAULINE	51,048.00	025	232
03044	ROLAND BILLY C	ROLAND PAMELA J	78,672.00	039	44
03615	HARRIS TOMMY W	HARRIS CAMMIE	91,776.00	046	615
03921	HALE JACK H	HALE JOHNNIE W	91,248.00	045	287
44724	LEE JOSHUA		36,592.00	063	491
06622	VIOI LINDA S		57,936.00	59	998
06	LUCAS LARRY W	LUCAS EDDIE	59,880.00	67	809
07925	HUGHES ROBERT J		69,456.00	078	539
08142	BILLINGS BOBBY W	BILLINGS BOBBY	66,192.00	088	552
10240	AL-LAMI FADHIL DR		67,932.00	115	113-114

04/14/88

EXHIBIT B

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JIT WALTER HOMES, INC. OR MID-STATE HOMES INC. IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREFTER.

STATE OF : ALABAMA
COUNTY OF : SHELBY

LT NO.

OBLIGOR(S)

ORIG BAL. DEED BOOK

PAGE

10251	RUSTON RICKY P	RUSTON MARGARET M	58,040.00	122	125
11759	WOODRUFF JAMES F	WOODRUFF FRANKIE W.	106,728.00	131	324/25
11979	ABBOTT WILLIAM G	ABBOTT PATRICIA	106,512.00	131	329-331
12197	BILLINGS ANNETTE		58,206.00	141	264 265
12406	HUDSON WILLIAM P	HUDSON MARY NELL	74,376.00	094	265-66
12686	LORINO C PATRICK	LORINO DEBRA	113,352.00	131	356
12727	SELLIVAN THOMAS		59,448.00	142	358
12808	HYDE EDDIE	HYDE ANGELA	67,344.00	150	18-20
12927	BLAKENSHIP H WAYNE	BLAKENSHIP TAMMY L	83,760.00	142	496
13231	SIMPSON THERON S	SIMPSON CYNTHIA	59,712.00	139	39-40
13641	POOLE VERNON N	POOLE GERALDINE	77,040.00	154	564-66
13827	SAWYER ALBERTA SAWYER DWIGHT	SAWYER WILLIE	84,024.00	154	675
14050	MCDADE JAMES H	MCDADE WANDA	61,104.00	160	03-C4
14504	TURNER CURTIS J	TURNER CARMEN	85,008.00	163	548-50
10409	BROWN FANNIE MAE	BROWN FRANK	9,340.00	428	346
10834	CORY AMOS W JR		17,328.00	433	182
11033	BROWN JOHNNY L	BROWN ELIZABETH R	20,980.80	440	985
11860	HAYNES ROBERT E SR	HAYNES CARRIE M	20,448.00	118	877
102156	MCCOOL KENNETH	MCCOOL SHAWN S	30,096.00	169	03-C4
10723	COX BETTY JOE		21,362.00	442	527-28
11498	MCKEE JAMES CARL	MCKEE KATHY	19,422.00	442	339
10307	STEVE PEGUES		33,855.00	440	485
11396	ROSS LOIS R		43,751.20	424	433
11733	GEORGE JOE	GEORGE BETTY	54,194.40	432	785

JIF WALTER HOMES, INC. OF MID-STATE 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
851915	CLARK JESSIE WAYNE	CLARK ESTER DIANE	22,058.40	437	502
852619	MCCAY RICKY J.	MCCAY CATHY D.	32,378.40	439	241
852353	ROBERTSON CARL E	ROBERTSON JOYCE O	46,764.00	450	768
852286	STANFORD WM C SR	STANFORD SHARON L	39,938.40	031	299
853911	MARTIN JOE E	MARTIN JANET	42,120.00	118	880
854236	SPENCE BERNICE J		28,058.40	145	94
860937	BRADLEY JOHN F	BRADLEY MARTHA ANNE	67,723.00	443	240
862674	MOORE COMILLIOUS	MOORE JANICE	97,272.00	078	345

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

88 JUN -6 AM 8:15

F. Roman A. Spaulding Jr.
JUDGE OF PROBATE

RECORDING FEES
Recording Fee \$27.50
Index Fee 163.00
TOTAL 190.50