

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

BOOK 187 PAGE 875

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.

Alaine 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:

By B. L. Mook

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BOOK 187 PAGE 876

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.

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.

Elisavinda Reina
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

BOOK 187 PAGE 877

04/14/38

EXHIBIT A

PAGE 056

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

STATE OF ALABAMA
COUNTY OF SHELBY

CALLIGOR(S)

ORIG BAL. DEED BOOK

PAGE

DEED NO.	NAME	ORIG BAL.	DEED BOOK	PAGE
2231	ALEXANDER BENJAMIN	32,918.40	153	599-90
2235	ISSELL DAVID	57,438.00	146	204-06
2227	SAAYER ALBERTA SAAYER DWIGHT	84,024.00	154	675
2150	MCDADE JAMES H	61,104.00	160	03-04
2504	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 HEREAFTER.

STATE OF ALABAMA
COUNTY OF SHELBY

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

235701	WHITE CHARLOTTE		12,528.00	334	150
220529	ROSS GLADYS D		19,350.00	381	526
203214	BAILEY JIMMY H	BAILEY JUDY	17,566.00	375	891
205249	BOUTHE FLOYD EDW	BOUTHE REBECCA	22,579.20	392	674-675-670-671
205566	SEALE CLARENCE JR	SEALE MARY B.	27,648.00	402	747
201798	COCHRAN JERRY	COCHRAN MARY	43,308.00	354	843
200143	SEAY LELIA M		33,383.20	401	225_26
207100	WILLIAMS ROBERT L	WILLIAMS DEBRA J	26,568.00	366	762_63
205829	BLAKE DAVID	BLAKE IRENE	49,122.00	374	476
200044	KIRKSEY FRANKLIN L	KIRSEY ERMA J	32,292.00	368	894
200040	DOAKS LEON	DOAKS SARAH MAE	42,664.80	372	380
200754	GRASHER RICKY J	GRASHER ANN	32,637.60	378	340
201162	NORWOOD JOHNNY M	NORWOOD HELEN ANN	34,380.00	382	727
201388	WALLACE FELTON	WALLACE ANNIE	28,836.00	382	991
201781	PICKETT ROY WAYNE	PICKETT JOAN	20,298.00	383	803
201000	GENRY PHILLIP B	GENRY SUSAN	34,182.00	384	767
201917	LITTLEFIELD JAMES M	LITTLEFIELD DALE	49,752.00	387	765
201919	WEIDEMANN MARK A	WEIDEMANN LOLA K	32,364.00	387	422
202245	KNAPP KENNETH D	KNAPP DORIS	39,366.00	387	591
202273	WELDON BILLY RAY	WELDON SHIRLEY A	26,874.00	389	513
202334	FLETCHER JIMMY	FLETCHER GINGER	31,014.00	389	58
202302	COHILL L J	COHILL HENRITTA	34,398.00	390	206
202379	HILYER SHERIL	HILYER JEAN	55,332.00	389	515-516
202357	BROCK ROBERT JOE	BROCK ROBIN	36,990.00	390	798
202414	MENTZER DIANA H		32,850.00	392	246

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

STATE OF ALABAMA
COUNTY OF SHELBY

NO. ORIGINATOR(S) DEED BOOK PAGE

48795	JORDAN C CLIFFORD	JORDAN DOMINA	32,904.00	100	605-606
48690	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 SAUEL L	LYKES DOROTHY RUTH	54,014.80	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	BEARDEN PAUL	BEARDEN JANICE J	35,726.40	404	742
55437	SMITH ROLAND H SR		51,451.20	404	739-740
57224	MARTIN PAUL L	MARTIN DENISE	39,852.00	409	392/393
57222	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	42,789.80	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
65515	LACEY GEORGE JR	LACEY JOYCE	32,896.80	434	491-492
66690	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 RENEA	38,772.00	142	485 86
80849	WALKER WILLIE	WALKER JULIA A	62,352.00	411	841-42
81222	BRASHER RONALD D	BRASHER DONNA L	80,928.00	412	438
81555	MASON JAMES D	MASON SARAH	82,544.00	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

J.P. WALTER HOMES, INC. OR MID-STATE HOMES INC. IS ORIGINAL MORTGAGEE ON ALL MORTGAGES LISTED HEREAFTER.

STATE OF ALABAMA
COUNTY OF SHELBY

ORIG BAL. DEED BOOK PAGE

CT NO.	OBLIigor(S)	ORIG BAL.	DEED BOOK	PAGE
03092	LACEY HARRY D	70,344.00	418	581-82
03237	JOHNSON WILL	73,632.00	419	93
04350	MCMAGEE TONY	90,046.00	419	916
04720	LEE ROBERT JR	55,630.00	419	888
04930	FREEMAN NICKIE C	87,072.00	420	763/64
05283	SHELTON JACK L	59,904.00	421	353
05513	TODD TRAVIS R SR	54,528.00	423	305
05514	TODD TOAVIS RAY JR	57,744.00	423	9
06147	FARSONS JAMES W	48,864.00	421	41
06177	STAFFORD BRUCE N	106,056.00	423	12
06600	BODIN GERALD W	51,936.00	422	827
06660	PHILLIPS PAUL	85,928.00	422	718
06942	DAVIS SHANNON	58,752.00	423	819
08261	HOLCOMBE DAVID L	57,240.00	430	826
08532	FOX CHARLES A	59,760.00	430	820
091305	WILLIAMS HERMAN J	61,968.00	434	820
09736	BROWER DALE LERCY	67,176.00	437	201
09816	MORRIS GRACE T	86,616.00	436	423
091556	PATERSON JOHN WILLIE	48,816.00	436	833-834
092175	WEBSTER RUSSELL C	79,944.00	438	860
092509	SCOGGINS JOHNNY WAYNE	102,120.00	438	30
093905	BOYD CHARLES	59,304.00	443	297
094275	THOMAS BUSTER RAY	65,216.00	446	527
094832	MCGRAW JOHN L	88,200.00	446	586
095020	DURRETT RANDALL E	61,728.00	451	587

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 HEREAFTER.

STATE OF ALABAMA
COUNTY OF SHELBY

ORIG BAL. DEED BOOK PAGE

ORIG BAL.	DEED BOOK	PAGE
64,243.00	443	346
73,032.00	452	946
61,512.00	451	758
82,272.00	452	202/203
101,880.00	452	488/489
73,848.00	452	948/949
53,728.00	437	199
53,904.00	004	695
64,248.00	001	77
52,104.00	015	524
80,352.00	009	292
75,264.00	015	504
83,192.00	018	270
79,704.00	023	932
50,564.00	020	102
51,048.00	025	232
73,672.00	039	44
91,776.00	046	615
91,248.00	045	287
38,592.00	063	491
57,936.00	59	998
59,880.00	67	809
69,456.00	678	539
66,192.00	088	552
67,932.00	115	113-114

04/14/88

EXHIBIT B

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

STATE OF ALABAMA
COUNTY OF SHELBY

LIST NO. OBLIGOR(S) ORIG BAL. DEED BOOK PAGE

11251	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		59,468.00	142	358
12808	HYDE EDDIE	HYDE ANGELA	67,344.00	150	18-20
12927	BLAKENSHIP H WAYNE	BLAKENSHIP TAMMY L	85,760.00	142	496
13231	SIMPSON THERON S	SIMPSON CYNTHIA	59,712.00	139	39-40
13641	POOLE VERNON N	POOLE GERALDINE	77,040.00	154	964-66
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
100723	COX BETTY JOE		21,362.00	442	527-28
121498	MCKEE JAMES CARL	MCKEE KATHY	19,422.00	442	339
103307	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

JIM 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	22,058.40	437	502
852619	MCCAY RICKY J	32,378.40	439	241
852353	ROBERTSON CARL E	46,764.00	450	768
852288	STANFORD WM C SR	39,938.40	031	299
853911	MARTIN JOE B	42,120.00	118	880
854230	SPENCE BERNICE J	28,058.40	145	94
860957	BRADLEY JOHN F	67,723.00	443	240
862674	MCORE COMILLIOUS	97,272.00	078	345

STATE OF ALA. SHELBY
 I CERTIFY THIS INSTRUMENT WAS FILED
 88 JUN -6 AM 8:15
F. Roman A. Spawling, Jr.
 JUDGE OF PROBATE

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