

ALABAMA

ASSIGNMENT OF CORPORATE MORTGAGE

THIS ASSIGNMENT OF CORPORATE MORTGAGE, dated December 29,
19 88, from Southeast Bank, N.A., a national banking association, as
trustee under an Indenture dated as of April 1, 1988 ("Assignor"), to
William J. Wade, not in his individual capacity but solely as trustee
of Mid-State Trust II ("Assignee"), a common law business trust created
under the laws of Delaware pursuant to a trust agreement dated as of
March 28, 1988, with an address of c/o Wilmington Trust Company, Rodney
Square North, Wilmington, Delaware 19890.

W I T N E S S E T H :

FOR VALUE RECEIVED, Assignor does hereby sell, assign, transfer and
set over unto Assignee, its successors and assigns, that certain mort-
gage, together with the debts thereby secured, the notes therein de-
scribed, and all interest of the undersigned in and to the lands and
property conveyed by said mortgage without recourse; said mortgage
appears of record at Book 366, Page 762 in the Public Records
of Shelby County, Alabama.

TO HAVE AND HOLD unto the said Assignee, its successors and as-
signs, FOREVER.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be
executed on the day and year first above written.

SOUTHEAST BANK, N.A., Trustee
By: Mid-State Homes, Inc., its
Attorney-in-Fact

By: [Signature]
Name: A. F. Saraw
Title: Vice-President

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public in and for said
County, in said State, hereby certify that A. F. Saraw
whose name as Vice-President of Mid-State Homes, Inc., a corporation, as
Attorney-in-Fact for Southeast Bank, N.A., Trustee, 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 officer and with full authority, executed the same voluntarily for
and as an act of said corporation, acting in its capacity as aforesaid.

Given under my hand and official seal this 29th day of
December, 1988.

[Signature]
NOTARY PUBLIC-Sophia D. Metosh

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DEC. 04, 1992
BONDED THRU AGENT'S NOTARY BROKERAGE

THIS INSTRUMENT PREPARED BY:
Thomas E. Portsmouth, Attorney at Law
P. O. Box 31601
Tampa, FL 33631-3601

TEP-L-56

After recording return to:
Jim Walter Homes, Inc.
P. O. Box 31601
Tampa, FL 33631-3601
Attn: H. R. Clarkson

✓
R. A. NORRED, ATTORNEY
P. O. BOX 130249
BIRMINGHAM, ALABAMA 35213

Southeast Bank, N.A., as Trustee under that certain Indenture dated as of April 1, 1988, Between Mid-State Trust II and Southeast Bank, N.A., hereby irrevocably constitutes and appoints Mid-State Homes, Inc. (the "Servicer" under the said Indenture) and/or Jim Walter Homes, Inc. (the "Sub-Servicer" under the said Indenture) its true and lawful attorney in fact and agent, to execute, acknowledge, verify, swear to, deliver, record and file, in its or its assignee's which may from time to time be required in connection with the Servicing Agreement, dated as of April 1, 1988 among the Servicer, Mid-State Trust II ("Mid-State") and Southeast Bank, N.A., as Trustee (the "Servicing Agreement") or the Sub-Servicing Agreement between the Servicer and the Sub-Servicer, including, without limitation, to execute any documents required to be executed or recorded by Southeast Bank, N.A., as Trustee Pursuant to Section 2.01 of the Servicing Agreement or Section 3.14 of the Indenture. If required, Southeast Bank, N.A., as Trustee shall execute and deliver to the Servicer and/or Sub-Servicer upon request therefor, such further designation, powers of attorney or other instruments as the Servicer and/or Sub-Servicer shall reasonably deem necessary for their purposes hereof.

1988 MAY 24 PM 3:05

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SOUTHEAST BANK, N.A., as Trustee

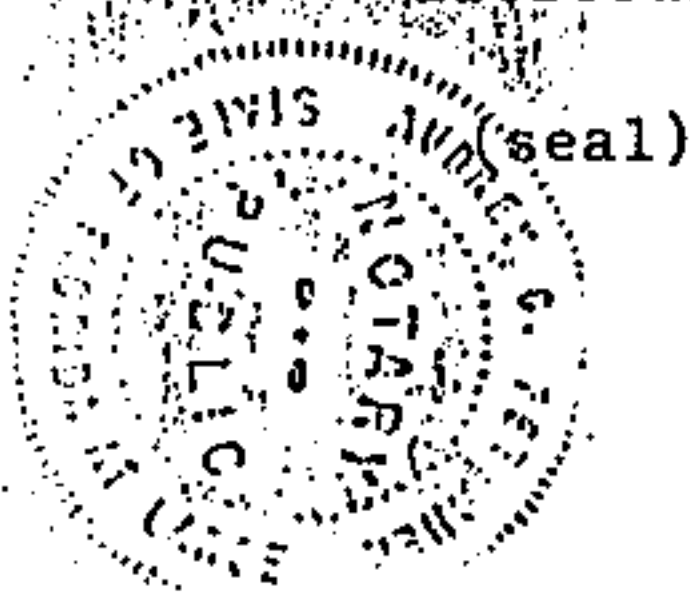
By: David D. Wells Vice President

STATE OF FLORIDA

COUNTY OF DADE

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

Be it remembered that on this 13 day of May, 1988, A.D. personally came before me, a Notary Public in and for the State duly commissioned and sworn, the undersigned, of Southeast Bank, N.A., as Trustee under an Indenture dated as of April 1, 1988, between Mid-State Trust II and Southeast Bank N.A., and under a Servicing Agreement dated as of April 1, 1988, among Mid-State Trust II and Mid-State Homes, Inc., and Southeast Bank, N.A., party to the within and foregoing instruments, known to me personally to be such and the person who executed instrument on behalf of such association, and acknowledged to me that such information was his own act and deed and the act and deed of such association, that the signature herein is his own proper handwriting, that his act of executing and delivering this instrument was duly authorized and that the facts stated herein are true. Given under my hand and seal of office the day and year aforesaid.



NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN 19, 1991
BONDED THRU GENERAL INS. UND.

Candrey C. Fetscher
Signature of Notary Public

My Commission Expires:

Return To:
Herb Clarkson

Jim Walter Homes, Inc.
P.O. BX 31606, Tampa, FL 33631-3601

STATE OF FLA. COUNTY OF DADE
I CERTIFY THIS INSTRUMENT WAS FILED
89 FEB 23 AM 10:08
JUDGE OF PROBATE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THIS IS TO CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF THE DOCUMENT ON FILE IN MY OFFICE. WITNESS MY HAND AND OFFICIAL SEAL THIS 24 DAY OF MAY, 1988.

RICHARD AKE, CLERK
BY: Matthew Martin D.C.



RECORDING FEES

Recording Fee \$ 5.00Index Fee 1.00TOTAL 1.00