

STATE OF ALABAMA

COUNTY

ASSIGNMENT OF MORTGAGE

126-000-00038

KNOW ALL MEN BY THESE PRESENTS, that United Companies Life Insurance Company, a corporation (the "Assignor"), for value received to it in hand paid by Security Pacific National Bank as Trustee (the Assignee) under that certain Pooling and Servicing Agreement, dated as of March 1, 1990, among Assignor, Assignee and United Companies Financial Corporation, a corporation, does hereby transfer and assign without recourse unto the Assignee all of the Assignor's right, title and interest in and to that certain mortgage executed by Ernest C. Lee and Candace S. Lee, dated July 10, 1986, and recorded in Book 080, at Page 232, in the Probate Office of Shelby County, Alabama, together with the debt secured thereby and all of the Assignor's right, title and interest in and to the property therein described, without recourse against the Assignor.

ASSIGNOR is the holder of the security instrument herein described pursuant to the ASSIGNMENT OF MORTGAGE from United Companies Financial Corporation to United Companies Life Insurance Company dated _____, Book _____, Page _____, in the office of _____ County, Alabama.

This Assignment of Mortgage shall be effective as of March 1, 1990.

IN WITNESS WHEREOF, the Assignor has caused this instrument to be executed in its name and on its officer thereunto duly authorized as of this 1st day of March, 1990.

United Companies Life Insurance Company
(Assignor)

W. Roger Clark

By: W. ROGER CLARK
Its: VICE PRESIDENT

Security Pacific National Bank as
Trustee as aforesaid
(Assignee)

Chris A. Weatherby

By: Chris A. Weatherby
Its: Operations Chief, Asst. Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, The undersigned, a Notary Public in and for said Parish in said State, hereby certify that W. Roger Clark, whose name as Vice President of the United Companies Life Insurance Co. 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 the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation.

BOOK 305 PAGE 223

Given under my hand and official seal this the 16th day of March, 1990.

Phyllis Callahan
NOTARY PUBLIC

(SEAL)

My Commission Expires: At Death

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

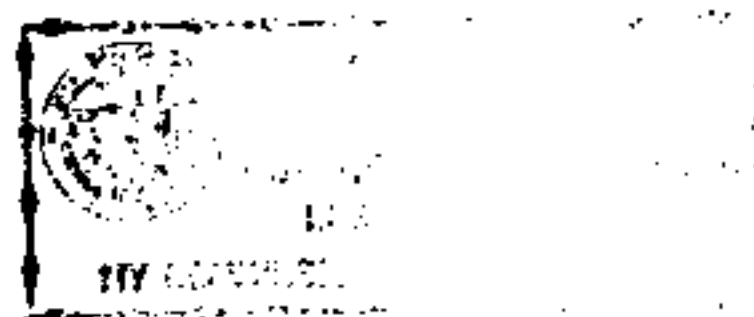
I, Mike Markov, a Notary Public in and for said Parish in said State, hereby certify that CHRIS A. WETZEL, whose name as OPERATIONS OFFICER of the Security Pacific National Bank, a corporation is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation.

Given under my hand and official seal this the day of March, 1990.

Mike Markov
NOTARY PUBLIC

(SEAL)

My Commission Expires: NOV. 22. 1991



BOOK 305 PAGE 224

ASSIGNMENT OF ASSIGNMENT OF LEASES

Reference is made to that certain assignment of Leases dated July 10, 1986 by, Ernest C. Lee and Candace S. Lee, in favor of United Companies Financial Corporation of record in the offices of Shelby County, Alabama, as follows: Book 080, at Page 236, which has subsequently been assigned and conveyed to United Companies Life Insurance Company (the "Assignor") of record in the offices of Shelby County, Alabama (the "Assignment of Leases"). Assignor does hereby assign and convey, without recourse, all of its right, title and interest in and to the Assignment of Leases to Security Pacific National Bank as Trustee (the "Assignee"), under that certain Pooling and Servicing Agreement, dated as of March 1, 1990, among Assignor, Assignee and United Companies Financial Corporation, such Assignment to be effective as of March 1, 1990. The Assignee appears herein in order to accept this assignment.

United Companies Life Insurance Company (Assignor)

W. Roger Clark

By: W. ROGER CLARK
Its: Vice President

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, The undersigned, a Notary Public in and for said Parish in said State, hereby certify that W. Roger Clark, whose name as Vice President of the United Companies Life Insurance Company, corporation 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 the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of the corporation.

Given my hand and official seal this the 16th day of March 1990.

Phyllis Callahan
NOTARY PUBLIC

(SEAL)

My Commission Expires: At Death

Security Pacific National Bank as Trustee as aforesaid (Assignee)

Chris A. Weiherby
By: Chris A. Weiherby
Its: Operations Officer, Asst. Secretary

1. Doc Fee	
2. Notary Fee	7.50
3. Adm. Fee	3.00
4. Other	
5. Total	10.50

BOOK 305 PAGE 225

STATE OF ALA. SHELBY CO.
I CERTIFY THIS INSTRUMENT WAS FILED

90 AUG 14 AM 10:47

STATE OF ALABAMA
COUNTY OF W. ALBANY

I, Mike Madison, a Notary Public in and for said County in said State hereby certify that Chris A. Weiherby, whose name as Operations Officer of the Security Pacific National Bank, a corporation, as 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 the instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of the corporation, acting in its capacity as the trustee as aforesaid.

Given under my hand and official seal this the 16th day of March, 1990.

Mike Madison
NOTARY PUBLIC

(SEAL)

My Commission Expires: 12-22-1991