

ALABAMA

ASSIGNMENT OF MORTGAGES

- (1) Mid-State Homes, Inc. to Mid-State Trust III, a business trust
- (2) Mid-State Trust III, a business trust, to
First Union National Bank of Florida, as Trustee.

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

FOR VALUE RECEIVED, the undersigned, Mid-State Homes, Inc. ("Assignor"), a Florida corporation, 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 III ("Assignee"), a statutory business trust created under the laws of Delaware pursuant to a Trust Agreement dated as of June 1, 1992, and having an address of c/o Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890, Attention: Corporate Trust Department, 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 which appear of record in the office of the Judge of Probate of Shelby County, Alabama, and all of which 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 A.M. Pollock as its Vice President and by causing Sam P. Bullara, Jr. as its Assistant Secretary to attest the seal, both of said officers being thereunto duly authorized, all as of this 2nd day of July, 1992.

MID-STATE HOMES, INC.

By: A.M. Pollock
Name: A.M. Pollock
Title: Vice President

(Corporate Seal)

ATTEST:

By: Sam P. Bullara, Jr.
Name: Sam P. Bullara, Jr.
Title: Assistant Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that A.M. Pollock and Sam P. Bullara, Jr., whose names as Vice President and Assistant 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 2nd day of July, 1992.

Sally A. Leon
Notary Public


My Commission Expires NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT. 19, 1995
BONDED THRU AGENT'S NOTARY BROKERAGE

- (2) William J. Wade, as trustee of Mid-State Trust III, a
business trust, to First Union National Bank of Florida,
as Trustee

FOR VALUE RECEIVED, the undersigned, William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust III, a statutory business trust created under the laws of Delaware pursuant to a Trust Agreement dated as of June 1, 1992, does grant, bargain, sell, assign, transfer and set over unto First Union National Bank of Florida, with corporate trust offices at 200 South Biscayne Boulevard, Miami, Florida 33131, its successors and assigns, as Trustee under an Indenture dated as of June 1, 1992, (the "Indenture") and does mortgage and grant a security interest 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 which 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 First Union National Bank of Florida, as Trustee under the Indenture for the benefit of the holders of mortgage-backed notes issued by Mid-State Trust III 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 First Union National Bank of Florida.

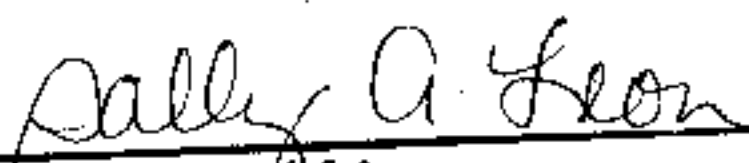
IN WITNESS WHEREOF, the undersigned has caused these presents to be executed as of this 21 day of July, 1992.


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

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, a Notary Public of the County and State aforesaid, certify that William J. Wade, whose name as trustee of Mid-State Trust III, 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.

Witness my hand and official "stamp or seal, this 21 day of July, 1992.


Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COM. SS. ON EXPIR 8 SEPT. 19, 1998
BONDED THRU ABERNETHY'S NOTARY BROKERAGE

THIS INSTRUMENT PREPARED BY:
Thomas E. Portsmouth, Esquire
1500 N. Dale Mabry Hwy.
Tampa, Florida 33607

AFTER RECORDING RETURN TO:
First Union National Bank of Florida
c/o Walter Industries, Inc.
1500 N. Dale Mabry Hwy.
Tampa, Florida 33607
Attn: Carol Monies

THE MORTGAGES OR DEEDS OF TRUST DESCRIBED IN THE
FOREGOING ASSIGNMENT ARE DESCRIBED MORE PARTICULARLY IN THE
FOLLOWING LIST WHICH SETS FORTH THE NAMES OF THE MORTGAGORS
UNDER SUCH MORTGAGES (THE LAST NAME OF EACH MORTGAGOR
APPEARING FIRST) THE ORIGINAL PRINCIPAL BALANCE OF THE
PROMISSORY NOTE SECURED THEREBY, AND THE O.R. BOOK AND PAGE
NUMBER OF THE PUBLIC RECORDS OF THE COUNTY AND STATE LISTED
BELOW, WHERE SUCH INSTRUMENTS ARE RECORDED.

STATE OF : ALABAMA
COUNTY OF : SHELBY

ACCT NO.		OBLIGOR(S)	ORIG BAL.	DEED BOOK	PAGE
449282	HYDE JIMMY	HYDE EARGARA	61,380.00	158	326 327
449502	HUCKABEE F D	HUCKABEE ANN	25,146.00	236	125
468574	WASHINGTON RANDY		39,506.40	210	810-811
515449	THOMAS DAVID E SR	THOMAS ALICE FAYE	86,232.00	170	219 <i>overlooking</i> 450 570
516107	LAWSON LLOYD JR	LAWSON RITA	69,288.00	181	975
517231	WALDRUP JUDSON D	WALDRUP DONNA S	77,064.00	201	655-656
517243	BILLINGS MARY K		79,752.00	158	722-723
517633	KIMBREL CHARLES F		110,520.00	197	242-243
518041	EALLARD JUDY		102,984.00	210	460-462
519370	JACKSON THOMAS J JR	JACKSON DURLYN	90,048.00	229	763-764
519446	BRECHIN DOROTHY		85,920.00	225	400-401
520069	BULLOCK ROBERT L	BULLOCK BEATRICE	50,664.00	266	0162-0163
520095	PATTERSON JAMES	PATTERSON SHIRLEY	54,312.00	235	142
520904	THOMPSON ROBERT JR	THOMPSON MARY L.	112,584.00	244	925-926
530695	WILLIAMS GREGORY C		105,330.00	240	660
531488	SAILES WILLIAM G	SAILES WANDA JEAN	104,670.00	274	407

Inst # 1992-16442

08/07/1992-16442

03:54 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

003 MCD 27.50