

TRANSFER AND ASSIGNMENT OF MORTGAGE

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

WHEREAS on March 8, 1991, Resolution Trust Corporation ("RTC") was appointed as receiver for Jefferson Federal Savings and Loan Association of Birmingham (the "Bank") by the Office of Thrift Supervision ("OTS") by OTS Order No. 91-138 pursuant to Section 5(d)(2)(H)(ii) of the Home Owners' Loan Act of 1933 ("HOLA"), as recommended by Section 301 of the Financial Institutions Reform, Recovery and Enforcement Act of 1989;

WHEREAS on March 8, 1991, RTC as Receiver for the Bank entered into a Purchase and Assumption Agreement with Jefferson Federal Savings and Loan Association, F.A. (the "Association") which agreement transferred certain of the assets of the Bank to the Association;

WHEREAS on March 8, 1991, OTS, by Order No. 91-138, appointed RTC as conservator for the Association; and on March 13, 1992, by Order No: ATL-92-22, OTS appointed RTC as receiver for the Association; and

WHEREAS, RTC as Receiver for the Association is the holder of the mortgage described below and the note secured thereby.

FOR VALUE RECEIVED, the undersigned does hereby grant, bargain, sell, convey and assign, without recourse, unto Beal Savings Banc, A Savings Association, that certain mortgage executed by Robert M. Jones, Jr. and Sylvia J. Jones in favor of Jefferson Federal Savings and Loan Association of Birmingham, bearing date of the 28th day of April, 1988, and recorded in Book 182, Page 796 in the records in the Office of the Probate Judge of Shelby County, Alabama, together with the debt thereby secured and the property therein described.

TO HAVE AND TO HOLD unto the said Beal Savings Banc, A Savings Association, its successors and assigns forever.

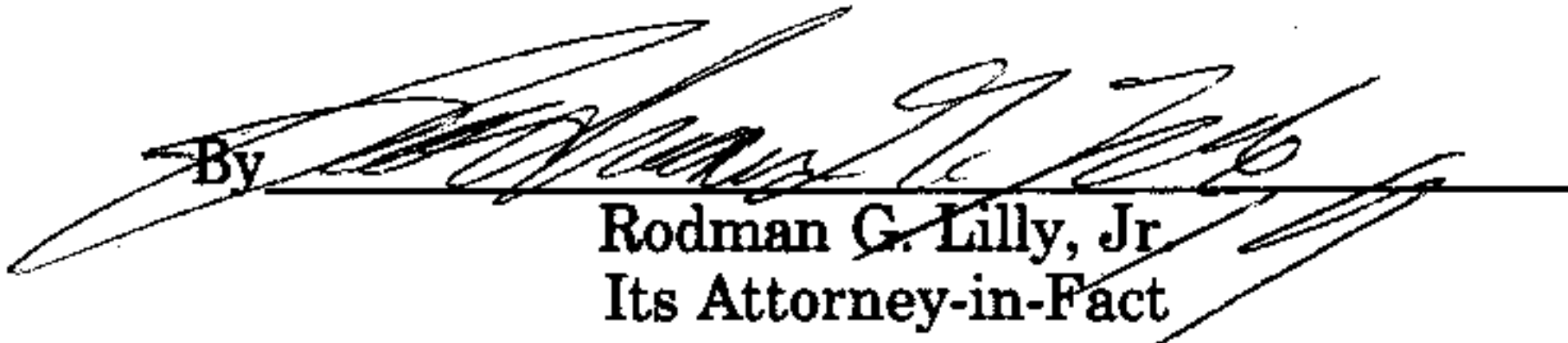
Loan Number: 01-42-005277

Inst # 1992-30210

12/16/1992-30210
10:36 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 NCD 14.00

IN WITNESS WHEREOF, RESOLUTION TRUST CORPORATION as Receiver for Jefferson Federal Savings and Loan Association, F.A. has caused this instrument to be executed by its Attorney-in-Fact who is thereunto duly authorized this 29th day of September, 1992.

RESOLUTION TRUST CORPORATION AS
RECEIVER FOR JEFFERSON FEDERAL
SAVINGS AND LOAN ASSOCIATION, F.A.

By 
Rodman G. Lilly, Jr.
Its Attorney-in-Fact

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Rodman G. Lilly, Jr., whose name as Attorney-in-Fact of the Resolution Trust Corporation as Receiver for Jefferson Federal Savings and Loan Association, F.A., 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 said instrument, he, as such Attorney-in-Fact and with full authority, executed the same voluntarily for and as the act of said corporation in its capacity as said receiver and also acknowledged that his authority to execute this instrument is contained in that certain Power of Attorney recorded in Real Volume 4360, Page 251 in the Office of the Judge of Probate of Jefferson County, Alabama, and that this instrument was executed under and by virtue of the authority granted pursuant to said Power of Attorney.

GIVEN under my hand and official seal, this 29th day of September, 1992.

[NOTARIAL SEAL]


Notary Public

My Commission Expires: 8-26-95

ASSIGNMENT OF SECURITY INTEREST IN STOCK

This Assignment is made this 1st day of October, 1992, by Resolution Trust Corporation as Receiver for Jefferson Federal Savings and Loan Association, F.A. (the "Receiver") to Beal Savings Bank, A Savings Association ("Assignee").

1. For value received, the Receiver hereby assigns to the Assignee all of its interest in 200 shares of common stock, certificate number FBU49998 issued by Torchmark Corporation and 200 shares of common stock, certificate number SC618000 issued by The Southern Company and heretofore assigned to the Receiver as security for Loan Number 01-42-005277.

2. This Assignment is without recourse or warranty.

IN WITNESS WHEREOF, the Receiver has executed and delivered this Assignment to the Assignee on the day and year first above written.

Resolution Trust Corporation as Receiver
for Jefferson Federal Savings and Loan
Association, F.A.

By: Thelott L. Ammitz
Its Attorney-in-Fact

AFFIDAVIT OF LOST STOCK CERTIFICATE

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

Hylott L. Armstrong, Jr., Attorney-in-Fact for Resolution Trust Corporation as Receiver for Jefferson Federal Savings and Loan Association, F.A. ("RTC"), having been first duly sworn, does hereby depose and say as follows:

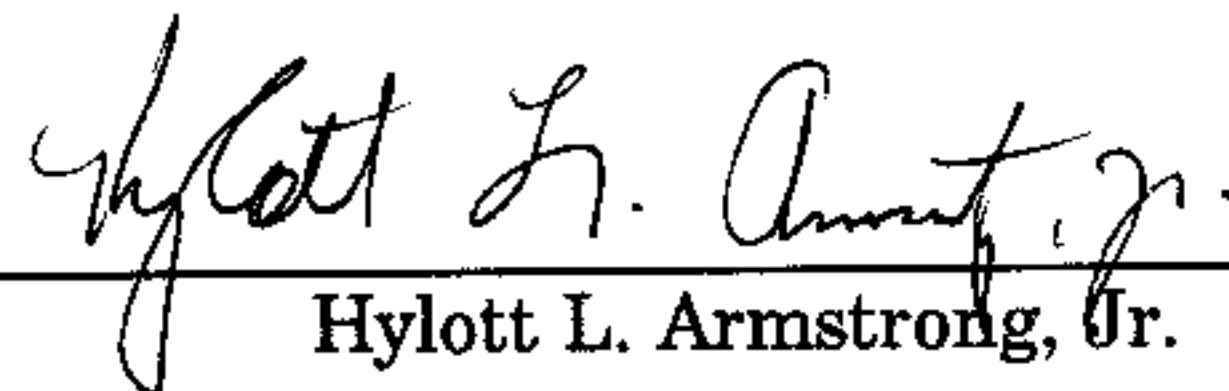
1. RTC has a security interest in the following certificates of Common Stock, which Affiant believes to have been lost, stolen or destroyed:

<u>Entity</u>	<u>Certificate No.</u>	<u>Number of Shares</u>
Torchmark Corporation	FBU49998	200
The Southern Company	SC618000	200

2. This Affiant has reason to believe that such certificates of Common Stock have been lost, stolen or destroyed because Affiant has caused a diligent search to be made of all financial records of RTC and such certificates are nowhere to be found.

3. Affiant states that the above statements are true to Affiant's knowledge, information and belief.

Further, this Affiant sayeth not.


Hylott L. Armstrong, Jr.

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

Subscribed to and sworn before the undersigned, a Notary Public in and for such county and state, this 15th day of October, 1992.

[NOTARIAL SEAL]

73591.1


Notary Public
Inst. # 1992-30210
My Commission Expires:
My Commission Expires February 5, 1994

- 1 -

12/16/1992-30210
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SHELBY COUNTY JUDGE OF PROBATE
004 HCD 14.00