

Reserved for Clerk

County, Alabama

Inst # 1993-40790

After Recording Return to:

Carol Monies
First Union National Bank of Florida
Trust Custody Department
c/o Walter Industries, Inc.
1500 North Dale Mabry Highway
Tampa, Florida 33607

ASSIGNOR: Southeast Bank,
National Association,
Trustee, By and
Through its Receiver
Federal Deposit
Insurance Corporation

ASSIGNEE: First Union National
Bank of Florida,
Trustee

Prepared By:

Thomas E. Portsmouth, Esquire
1500 North Dale Mabry Highway
Tampa, Florida 33607

ASSIGNMENT OF LIEN INTEREST IN MORTGAGES

THIS ASSIGNMENT OF LIEN INTEREST IN MORTGAGES (this "Assignment") is made as of this 26th day of May, 1993, by FEDERAL DEPOSIT INSURANCE CORPORATION, a corporation created under the laws of the United States of America, AS RECEIVER OF SOUTHEAST BANK, NATIONAL ASSOCIATION, (the "Assignor") as TRUSTEE under the Indenture (the "Indenture"), dated as of April 1, 1988 executed by Mid-State Trust II, a Delaware common law business trust (the "Issuer"), and Southeast Bank, National Association, Trustee, to FIRST UNION NATIONAL BANK OF FLORIDA, as Trustee under the Indenture with corporate trust offices at 1500 North Dale Mabry Highway, Tampa, Florida (the "Assignee").

WHEREAS, the Issuer assigned certain mortgages, together with the debts thereby secured, the notes therein described, and all of the interests of the Issuer in and to the lands and property conveyed by said mortgages (such mortgages, debts, notes and interests together with the descriptions of the lands and property described in such mortgages, which such descriptions are incorporated herein by reference, being hereinafter referred to as the "Collateral"), as collateral security to Southeast Bank, National Association, Trustee under the Indenture, pursuant to various assignments of mortgages, (said assignments of mortgages

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being collectively referred to herein as the "Southeast Assignments"); and

WHEREAS, Southeast Bank, National Association ("Southeast") has been declared insolvent and Federal Deposit Insurance Corporation, a corporation created under the laws of the United States of America (the "FDIC"), has been appointed as the receiver of Southeast pursuant to that certain Order, dated September 19, 1991, issued by the Office of the Comptroller of the Currency of the United States of America, a copy of which is attached hereto as Exhibit A and by reference herein made a part of this Assignment; and

WHEREAS, pursuant to the Indenture and that certain Assistance Agreement, dated as of September 19, 1991 ("Assistance Agreement"), among the FDIC, the Assignor, and First Union National Bank of Florida ("First Union"), First Union succeeded Southeast as the Trustee under the Indenture; and

WHEREAS, the parties hereto desire to give record notice of the transfer of the Assignor's interest in the Collateral to the Assignee and the succession of the Assignee to the trusteeship under the Indenture pursuant to the Indenture and the Assistance Agreement;

WITNESSETH:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor as Trustee under the Indenture, does hereby grant, bargain, sell, convey, deliver, assign, transfer, and set over unto Assignee, its successors and assigns, all of the right, title and interest of Assignor as Trustee under the Indenture, in and to the Collateral, including, without limitation, the mortgages described on Exhibit B attached hereto and incorporated herein by reference (which exhibit sets forth the names of the mortgagors and the official record book and page numbers of the mortgages that have not been satisfied or otherwise cancelled of record and that were assigned by the Southeast Assignments), together with the debts thereby secured, the notes described therein, and all interests in and to the lands

and property conveyed by said mortgages, to be held by Assignee as the successor Trustee under the Indenture and in accordance with the same terms and conditions set forth in the Southeast Assignments.

TO HAVE AND TO HOLD the aforesaid property and all privileges and appurtenances thereto belonging to the Assignee in accordance with the terms of the Indenture.

THE COLLATERAL TRANSFERRED HEREUNDER IS DONE SO AS IS, WHERE IS, WITHOUT RECOURSE AND WITHOUT ANY WARRANTIES, EXPRESSED OR IMPLIED, WHATSOEVER.

IN WITNESS WHEREOF, Assignor, as Trustee under the Indenture, has caused this Assignment to be executed under seal in its name by a duly authorized officer of its attorney-in-fact thereunto duly authorized pursuant to a power of attorney, the original or a certified copy of which has been recorded in the public records of the county where this Assignment is recorded and said power of attorney is incorporated herein by reference.

ASSIGNOR:

FEDERAL DEPOSIT INSURANCE
CORPORATION AS RECEIVER OF
SOUTHEAST BANK, NATIONAL
ASSOCIATION, TRUSTEE,
WITHOUT WARRANTY AND WITHOUT
RECOURSE

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

BY: Gracie Monte

PRINT NAME: Gracie Monte

BY: Betty Hart

PRINT NAME: Betty Hart

BY: FIRST UNION NATIONAL BANK
OF FLORIDA

ITS: ATTORNEY-IN-FACT

BY: Karen Reed (SEAL)

ITS: Vice President

PRINT NAME: Karen Reed

[CORPORATE SEAL]

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that Karen Reed, whose name as Vice President of First Union National Bank of Florida, a national banking association (in its capacity as attorney-in-fact for the Federal Deposit Insurance Corporation, a corporation created under the laws of the United States, as Receiver of Southeast Bank, National Association, Trustee, pursuant to a power of attorney, an original or certified copy of which has been previously recorded in the public records of this county), 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, she as such officer, with full authority, executed the same voluntarily on the day and the same bears date for and as an act of said corporation in the capacity aforesaid.

Given under my hand and official seal this the 26th day of May, 1993.

Sally A. Leon
Notary Public, Sally A. Leon

My Commission Expires:

September 19, 1996

(Seal)



OFFICIAL SEAL
SALLY A. LEON
My Commission Expires
Sept. 19, 1996
Comm. No. CC 223308

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EXHIBIT A

OFF. 152384 204
REC.

**UNITED STATES OF AMERICA
OFFICE OF THE COMPTROLLER OF THE CURRENCY
WASHINGTON, D.C.**

Declaration of Insolvency and Appointment of Receiver

**Southeast Bank, National Association
Miami, Florida
(Charter Number 15638)**

WHEREAS, from information available to the Office of the Comptroller of the Currency, I have determined that the above captioned bank ("Bank") is insolvent and unable to meet the demands of its depositors and unable to pay its debts; and

WHEREAS, after due examination of the affairs of the Bank, I have determined that the Federal Deposit Insurance Corporation should be appointed receiver of the Bank;

NOW THEREFORE, pursuant to the provisions of 12 U.S.C. §§ 191 and 1821(c) and the power, duty, and authority vested in me by law, I do hereby appoint the Federal Deposit Insurance Corporation as Receiver of the Bank, with all powers, duties, and responsibilities given to or imposed upon a Receiver under the provisions of the laws of the United States which authorize and direct the appointment of such Receiver.



Stephen R. Stainbrink
Senior Deputy Comptroller
for Bank Supervision Operations

Dated: September 19, 1991



OFF. 152384 205
REC.

CERTIFICATE

**Southeast Bank, National Association
Miami, Florida
(Charter Number 15638)**

I hereby certify that in my official capacity I have custody of the records of the Office of the Comptroller of the Currency, including those pertaining to the above captioned bank ("Bank"), in receivership; and that annexed hereto is a true copy of the determination that the Bank is insolvent and the appointment of the Federal Deposit Insurance Corporation as receiver, all pursuant to 12 U.S.C. §§ 191 and 1821(c).



**Stephen R. Steinbrink
Senior Deputy Comptroller
for Bank Supervision Operations**

Dated: September 19, 1991



