

STATE OF ALABAMA
SHELBY COUNTY

SATISFACTION OF DEED OF TRUST
DEED TO SECURE DEBT
MORTGAGE AND SECURITY AGREEMENT
AND
SATISFACTION OF COLLATERAL
ASSIGNMENT OF LESSEE'S INTEREST
IN LEASES AND
CONDITIONAL LEASEHOLD MORTGAGE

Inst # 1996-01465

01/16/1996-01465
02:44 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 26.00

KNOW ALL MEN BY THESE PRESENTS:

That the debt secured by the Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement and by the Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage (collectively referred to as the "Debt Instruments") dated as of June 21, 1994, made and executed by SUNSHINE-JR. STORES, INC. whose address is 109 West 5th Street, Panama City, FL 32402 to NATIONSBANK OF FLORIDA, N.A., a national banking association, as Trustee for the Noteholders of the promissory Notes issued pursuant to the Trust Indenture dated June 21, 1994, by and between Sunshine-Jr. Stores and the Trustee, as identified in said Debt Instruments, and whose address is Corporate Trust Dept.--6th Floor, 400 North Ashley Drive, Tampa, FL 33602, original counterparts of which Debt Instruments were recorded in the offices of the various Clerks of the Probate Courts of the Counties, and in the Official Record Books and Pages particularly identified in EXHIBIT "A" attached hereto and incorporated herein by this reference, has been fully paid and discharged, and the undersigned does hereby release the same, and all of its right, title and interest in and to the premises therein described, and the Clerks of said Courts are hereby authorized to enter this satisfaction of record.

IN WITNESS WHEREOF, the Trustee has caused this Satisfaction to be executed by its authorized officer this _____ day of _____, 1995.

[SIGNATURE PAGE FOLLOWS]

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SHELBY COUNTY JUDGE OF PROBATE
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DOCUMENT SERVICES

Signed, sealed and delivered
in the presence of:

Doug Bartz
(please sign your name above and print it below)
Doug Bartz
C. C. Smithson
(please sign your name above and print it below)
C. C. Smithson

NATIONSBANK OF FLORIDA, N.A.,
a national banking association,
as Trustee for the Noteholders
of the promissory Notes issued
pursuant to the Trust Indenture
by and between Sunshine-Jr.
Stores, Inc. and Trustee, dated
June 21, 1994

By: Robert E. Sisley
ROBERT E. SISLEY
Its: Vice President

(AFFIX CORPORATE SEAL)

Address: Corporate Trust Department
6th Floor
400 North Ashley Drive
Tampa, FL 33602

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, the undersigned, a Notary Public in and for said State and
County, hereby certify that this 28 day of September, 1995,
ROBERT E. SISLEY, as Vice President for NATIONSBANK OF FLORIDA,
N.A., a national banking association, in its capacity as Trustee
for the Noteholders of the promissory Notes issued pursuant to the
Trust Indenture dated June 21, 1994, by and between Sunshine-Jr.
Stores, Inc. and NationsBank of Florida, N.A., as Trustee,
personally appeared before me within my jurisdiction and
acknowledged, that, being informed of the contents of said
instrument, in his capacity as such officer and with full authority
from the corporation, did execute the foregoing instrument on
behalf of said corporation in its capacity as Trustee, and as its
act and deed. The said ROBERT E. SISLEY is personally known to me.

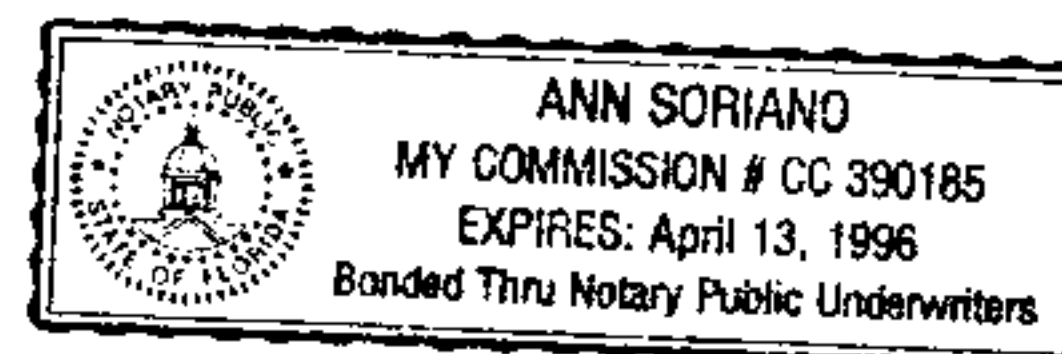
Ann Soriano
(please sign your name above and print it below)

(NOTARY SEAL)

I AM A NOTARY PUBLIC IN AND FOR
THE STATE OF FLORIDA

My commission expires:

My commission number:



PREPARED BY AND RETURN TO:
Homer Duvall, III
RYDBERG & GOLDSTEIN, P. A.
500 East Kennedy Boulevard--Suite 200
Tampa, Florida 33602

EXHIBIT "A"
DEEDS OF TRUST, DEEDS TO SECURE
DEBT, MORTGAGE AND SECURITY AGREEMENT

1. Baldwin County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Real Property Book 581 at page 82-129 in the Office the Judge of Probate of Baldwin County, Alabama.

2. Clarke County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Book 989 at page 176-223 and File No. 27279 in the Office the Judge of Probate of Clarke County, Alabama.

3. Dale County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Book 246 at page 622-669 in the Office the Judge of Probate of Dale County, Alabama.

4. Elmore County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Roll 150 at frame 2689-2736 in the Office the Judge of Probate of Elmore County, Alabama.

5. Houston County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Book 1129 at page 268-315 in the Office the Judge of Probate of Houston County, Alabama.

6. Mobile County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Real Property Book 4174 at page 1546-1593 and File No. 94043082 in the Office the Judge of Probate of Mobile County, Alabama.

7. Monroe County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Book 461 at page 227-274 in the Office the Judge of Probate of Monroe County, Alabama.

8. Montgomery County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Real Property Book 1485 at page 610-657 in the Office the Judge of Probate of Montgomery County, Alabama.

9. Perry County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at Book 543 at Page 395-442 in the Office of the Judge of Probate of Perry County, Alabama.

10. Shelby County:

Deed of Trust, Deed to Secure Debt, Mortgage and Security Agreement recorded at File No. 1994-20161 in the Office the Judge of Probate of Shelby County, Alabama.

THERE IS NOTHING FURTHER ON THIS PAGE

**EXHIBIT "A", CONTINUED
COLLATERAL ASSIGNMENTS OF LEASES**

1. Autauga County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Real Property Book 318 at page 53-104 in the Office of the Judge of Probate of Autauga County, Alabama.

2. Baldwin County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Real Property Book 581 at page 130-181 in the Office of the Judge of Probate of Baldwin County, Alabama.

3. Barbour County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book E-160 at Page 559-610 in the Office of the Judge of Probate of Barbour County, Alabama.

4. Bibb County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Mortgage Book 180 at page 130-181 in the Office of the Judge of Probate of Bibb County, Alabama.

5. Chambers County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Volume 554 at page 70-121 in the Office of the Judge of Probate of Chambers County, Alabama.

6. Choctaw County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book 283 at page 1000-1053 in the Office of the Judge of Probate of Choctaw County, Alabama.

7. Clarke County:

No Collateral Assignment of Lessee's Interest recorded.

8. Coffee County, Elba Division:

Collateral Assignment of Lessee's Interest in Leases and

Conditional Leasehold Mortgage recorded at Miscellaneous Book 43 at page 51-102 and File No. 1045 in the Office of the Judge of Probate of Coffee County, Elba Section, Alabama.

9. Coffee County, Enterprise Division:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Miscellaneous Book 67 at page 139-190 and File No. 3335 in the Office of the Judge of Probate of Coffee County, Enterprise Section, Alabama.

10. Conecuh County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book 462 at page 11-62 in the Office of the Judge of Probate of Conecuh County, Alabama.

11. Dale County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book 135 at page 271-322 in the Office of the Judge of Probate of Dale County, Alabama.

12. Dallas County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Volume 1203 at page 440-491 in the Office of the Judge of Probate of Dallas County, Alabama.

13. Elmore County:

No Collateral Assignment of Lessee's Interest in Leases recorded.

14. Escambia County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book 71 at page 500-551 in the Office of the Judge of Probate of Escambia County, Alabama.

15. Hale County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Deed Book A113 at page 314-365 in the Office of the Judge of Probate of Hale County, Alabama.

16. Henry County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Mortgage Record. No. 394 at page 379-434 and File No. 021211 in the Office of the Judge of

Probate of Henry County, Alabama.

17. Houston County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book 158 at page 169-220 in the Office of the Judge of Probate of Houston County, Alabama.

18. Lamar County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book No. 332 at page 200-251 in the Office of the Judge of Probate of Lamar County, Alabama.

19. Mobile County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Real Property Book 4174 at page 1594-1645 and file no. 94043083 in the Office of the Judge of Probate of Mobile County, Alabama.

20. Monroe County:

No Collateral Assignment of Lessee's Interest in Leases recorded.

21. Montgomery County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Real Property Book 1485 at page 658-709 in the Office of the Judge of Probate of Montgomery County, Alabama.

22. Perry County:

No Collateral Assignment of Lessee's Interest in Leases recorded.

23. Pickens County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book 67 at page 700-751 in the Office of the Judge of Probate of Pickens County, Alabama.

24. Shelby County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at File No. 1994-20162 in the Office of the Judge of Probate of Shelby County, Alabama.

25. Tuscaloosa County:

Collateral Assignment of Lessee's Interest in Leases and Conditional

Leasehold Mortgage recorded at Deed Book 1182 at page 517 in the Office of the Judge of Probate of Tuscaloosa County, Alabama.

26. Washington County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Book 189 at page 279-330 in the Office of the Judge of Probate of Washington County, Alabama.

27. Wilcox County:

Collateral Assignment of Lessee's Interest in Leases and Conditional Leasehold Mortgage recorded at Mortgage Book 139 at page 231-282 in the Office of the Judge of Probate of Wilcox County, Alabama.

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