

THIS INSTRUMENT PREPARED BY:
Kathryn S. Carver, Esquire
Lange, Simpson, Robinson
& Somerville
1700 First Alabama Bank Building
Birmingham, Alabama 35203

ASSIGNMENT OF NOTES AND MORTGAGES

STATE OF ALABAMA)
COUNTY OF SHELBY)

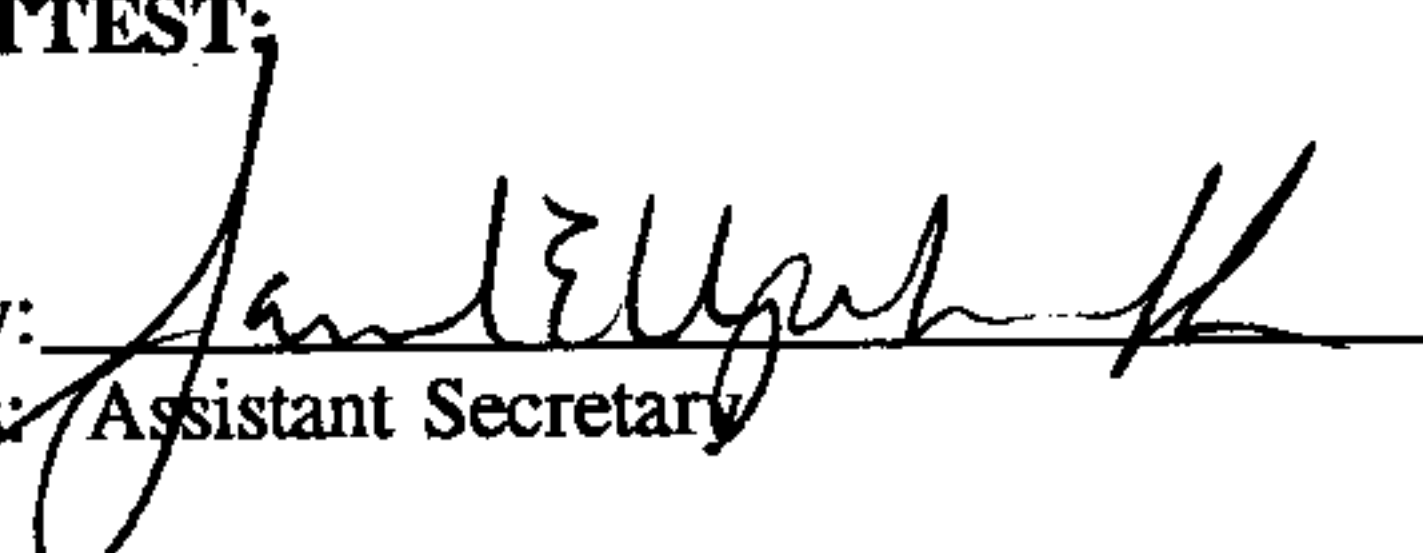
For valuable consideration in hand paid to the undersigned **REGIONS BANK OF LOUISIANA**, a Louisiana state chartered bank ("**REGIONS BANK**") (successor in interest to Secor Bank, a federal savings bank, which was successor in interest to Alabama Federal Savings and Loan Association), by **FIRST ALABAMA BANK**, an Alabama banking corporation, the receipt whereof is hereby acknowledged, **REGIONS BANK** does hereby grant, bargain, sell, convey and assign, with recourse, unto **FIRST ALABAMA BANK, Birmingham, Alabama**, those certain mortgages listed on Exhibit "A" attached hereto and incorporated herein by reference, together with (1) the property therein described, (2) the notes secured thereby, (3) and all security agreements, UCC-1 Financing Statements and other collateral documents securing such notes.

REGIONS BANK certifies by these presents that none of the loans represented by the instruments assigned hereby are low quality loans within the meaning of Section 23(a) of the Bank Affiliates Act of 1982, as amended.

REGIONS BANK shall, upon **FIRST ALABAMA BANK'S** request, execute and deliver to **FIRST ALABAMA BANK** any other document necessary to more effectively consummate or document the assignment and conveyance to **FIRST ALABAMA BANK** as herein set forth.

IN WITNESS WHEREOF, **REGIONS BANK** has caused this instrument to be executed by its duly authorized officers, on this the 21st day of December, 1995.

ATTEST:

By: 
Its: Assistant Secretary

**REGIONS BANK OF LOUISIANA, a
Louisiana state chartered bank**

By: 
Richard D. Horsley
Its: Vice-Chairman

01/18/1996-01732
08:10 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 23.50

Inst # 1996-01732

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, Nancy Seymore Morrow, a Notary Public in and for said county in said state, hereby certify that Richard D. Horsley, whose name as Vice-Chairman of **REGIONS BANK OF LOUISIANA**, a Louisiana state chartered bank, is signed to the foregoing Assignment and who is known to me, acknowledged before me on this day that, being informed of the contents of the Assignment, he, as such officer and with full authority, executed the same voluntarily for and as the act of said bank.

Given under my hand and official seal this 21st day of December, 1995.

Nancy Seymore Morrow
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE

~~MY COMMISSION EXPIRES: July 10, 1997~~

~~BONDED THROUGH NOTARY PUBLIC UNDERWRITER~~

EXHIBIT "A"

**REGIONS BANK OF LOUISIANA
OPEN-END SECOND MORTGAGE REAL ESTATE LOANS TO BE TRANSFERRED
TO FIRST ALABAMA BANK, BIRMINGHAM, ALABAMA**

Loan Number	Customer	Book	Page	Recorded In	
				County	State
8884000 5000196	HODULICH, Sam J. & Iris D.	Inst. 1992-09628		Shelby	AL
8884000 4101557	HONEYCUTT, Eloise G.	211	238	Shelby	AL
8884000 5002712	HOVEY, Ricahrd P. & Janice A.	Inst. 1993-26616		Shelby	AL
8884000 4301967	HOWELL, Walter Andrew & Linda S.	Inst. 1993-30517		Shelby	AL
8884000 4301719	JACKSON, Alan J. & Paula F.	Inst. 1993-00511		Shelby	AL
8884000 4301743	JOINER, Anthony & Janet E.	Inst. 1993-01604		Shelby	AL
8884000 4601010	JONES, Gary D. & Nancy H.	Inst. 1994-00079		Shelby	AL
8884000 5002704	KELLY, Gerald W. & Mary E.	Inst. 1993-26617		Shelby	AL
8884000 4109741	KEY, Douglas L. & Deborah L.	Inst. 1993-38264		Shelby	AL
8884000 5002655	KIRKEMIER, Stephen H. & Jan P.	Inst. 1993-12740		Shelby	AL

Inst # 1996-01732

01/18/1996-01732
08:10 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 23.50