

RETURN TO:
ORION FINANCIAL GROUP, INC.
2855 Exchange Blvd. Suite 105
Southlake, TX 76092

Assignment of Mortgage

Send Any Notices To Assignee.

For Good and Valuable Consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned,

FLEET FINANCE, INC., a Delaware corporation
whose address is C/O General Counsel, 6 Executive Park Drive, Atlanta, GA 30329 (Assignor)

by these presents does convey, grant, bargain, sell, assign, transfer and set over, without recourse, except as set forth in that certain Asset Purchase Agreement dated as of July 1, 1996, by and among Fleet Financial Corporation and certain of its affiliates, Fleet Financial Group, Inc., Associates Financial Services Company, Inc. and Associates Corporation of North America, Inc., the described mortgage, together with the certain note(s) described therein with all interest, all liens, and any rights due or to become due thereon to:

ASSOCIATES FINANCIAL SERVICES COMPANY OF MARYLAND, INC.,
250 East Carpenter Freeway, Irving, TX 75062 (Assignee)

Said mortgage is recorded in the State of AL, County of Shelby
on 02/21/90 as Book/volume/liber 279 on page 761
Original Mortgagor--: GEORGE DAVID BYERLY, PATRICIA A. BYERLY
Original Mortgagee--: CLEWIS & ASSOCIATES D/B/A NATIONAL FUNDING, LTD.

DATED: 02/14/90 AMOUNT: \$23000.00

Inst # 1997-07690

03/12/1997-07690
09:34 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 SNA 8.50

IN WITNESS WHEREOF, the undersigned corporation has caused this instrument to be executed as a sealed instrument by its proper officer who was duly authorized by a resolution of its board of directors.

Dated: September 30, 1996
FLEET FINANCE, INC.

By: Debbie Golisano
Debbie Golisano
Vice President

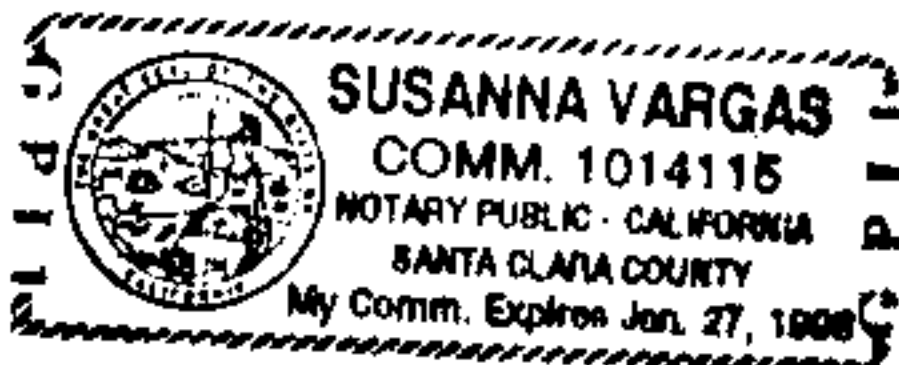
State of California
County of Santa Clara

I, Susanna Vargas, a Notary Public in and for said County in said State, hereby certify that Debbie Golisano, whose name as Vice President of FLEET FINANCE, INC., a corporation, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 01/24/97.

Susanna Vargas

Notary: Susanna Vargas
My Commission Expires January 27, 1998



Prepared by: R. S. Stone
Peelle Management Corp., P.O. Box 1710, Campbell, CA
1st LN#: 0024018704
FINAL SA.track fleet466 90466 5 012497 inv: 43 FFIDEL 252 01-117 AL Shelby

7501