STATE OF ALABAMA SHELBY COUNTY

FOR VALUABLE CONSIDERATION in hand paid to Jesse Brown, as Secretary of Veterans Affairs. an officer of the United States of America, by Bankers Trust Company of California, N.A., not in its individual capacity but solely as trustee, or its permitted successors and assigns, on behalf of Vendee Trust 1997-2, the receipt whereof is hereby acknowledged, Jesse Brown, as Secretary of Veterans Affairs, does hereby grant, bargain, sell, convey and assign unto Bankers Trust Company of California, N.A., not in its individual capacity but solely as trustee, or its permitted successors and assigns, on behalf of Vendee Mortgage Trust 1997-2, the following described mortgages, together with the debts thereby secured and the property therein described, without recourse, except as provided in a Loan Sale Agreement dated June 1, 1997, on the undersigned.

SAID MORTGAGES ARE RECORDED IN THE OFFICE OF THE PROBATE JUDGE OF SHELBY COUNTY ALABAMA IN THE VOLUME AND PAGE SHOWN BELOW.

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EXECUTED BY

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TO HAVE AND TO HOLD UNTO THE SAID Bankers Trust Company of California, N. A., not in its individual capacity but solely as trustee, or its permitted successors and assigns, on behalf of Vendee Mortgage Trust 1997-2, its successors and assigns threver.

IN WITNESS WHEREOF, the undersigned on the 25th day of June, 1997, has caused this instrument to be executed in the name of Jesse Brown, as Secretary of Veterans Affairs, an on his behalf by the undersigned Loan Guaranty Officer, being thereto duly appointed, qualified and acting pursuant to Sections 212 and 1820 of Title 38. United States Code, and Section 36:4342 of the Regulations pursuant thereto, as amended, and who is authorized to execute this instrument.

> JESSE BROWN Secretary of Veterans Affairs

CURTIS H. BRANTLEY, JR.

Loan Guaranty Officer, VA regional Office, Montgomery, Alabama (Pursuant to delegation of authority contained in 38 CFR 36.4342 and 36.4520.)

STATE OF ALABAMA MONTGOMERY COUNTY

I, a Notary Public in and for said State and County, hereby certify that Curtis H. Brantley, Jr., whose name as Loan Guaranty Officer of the Department of Veterans Affairs, a department of the United States government, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being duly informed of the contents of said instrument, he as such Loan Guaranty Officer, and with full authority executed the same voluntarily for, and in the name of and as the act of Jesse Brown, as Secretary of Veterans Affairs, acting in his capacity as such Secretary.

Given under my hand this the 25th day of June, 1997.

My commission Expires 3-25-2001

This instrument prepared by: Ray S. Langford Department of Veterans Affairs 345 Perry Hill Road Montgomery, Alabama 36109

VA Form 02-1 (322) Jan 1996

Inst # 1997-24290

08/01/1997-24290 03:00 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 91.15 OB! NCD