

**ALABAMA
ASSIGNMENT OF MORTGAGE**

THIS ASSIGNMENT OF MORTGAGE, dated December 18, 1997, from William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust V, a business trust created under the laws of Delaware pursuant to a trust agreement dated as of February 27, 1995, and having an address of William J. Wade, c/o Richards, Layton & Finger, One Rodney Square, Wilmington, Delaware, 19890 (the "Trust" and "Assignor"), to First Union National Bank, formerly known as First Union National Bank of North Carolina, as Trustee, having an office at 200 South Biscayne Boulevard, Miami, Florida 33131 ("Assignee").

WITNESSETH:

FOR VALUE RECEIVED, Assignor does hereby sell, assign, transfer and set over unto Assignee, its successors and assigns, as Trustee under a Variable Funding Loan Agreement dated as of March 3, 1995, (the "Loan Agreement") that certain mortgage, together with the debts thereby secured, the notes therein described, and all interest and lien of the Assignor in and to the lands and property conveyed by said mortgage without recourse; said mortgage appears of record at Book 1997, Page 28393 in the Public Records of Shelby County, Alabama.

Mortgagors: Keith Allen Nicholas and Arjanette Foster Nicholas

THIS ASSIGNMENT IS IN TRUST to said First Union National Bank, formerly known as First Union National Bank of North Carolina, as Trustee, under the Loan Agreement. Copies of the Loan Agreement are available at the corporate trust offices of First Union National Bank.

IN TESTIMONY WHEREOF, Assignor has hereunto set his hand the year and day above written. See Power of Attorney recorded at Book 1995, Page 18735, Shelby County, Alabama.

WILLIAM J. WADE, not in his individual capacity but solely as trustee of Mid-State Trust V

By: Mid-State Homes, Inc., Attorney-in-Fact

By: Bonnie Doyne

Name: Bonnie Doyne
Title: Vice President

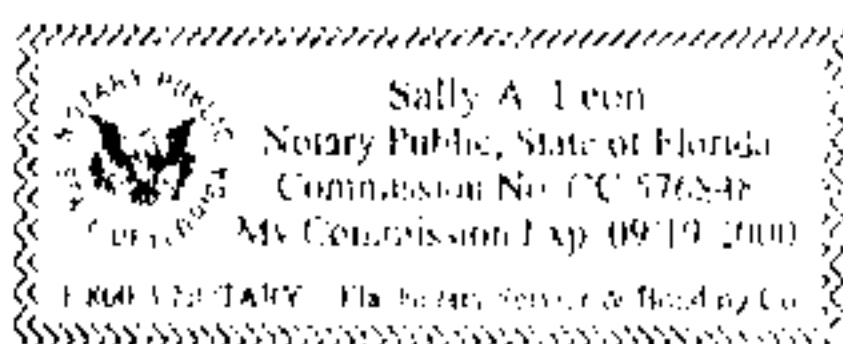
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

01/28/1998-02955
01:23 PM CERTIFIED

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Bonnie Doyne whose name as Vice-President of Mid-State Homes, Inc., a corporation, as Attorney-in-Fact for William J. Wade, not in his individual capacity but solely as Trustee of Mid-State Trust V, 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 and with full authority, executed the same voluntarily for and as an act of said corporation, acting in its capacity as aforesaid.

Given under my hand and official seal this 18 day of December, 1997



Sally A. Leen
NOTARY PUBLIC

Print Name:

My Commission Expires:

THIS INSTRUMENT PREPARED BY:
Thomas E. Portsmouth
Attorney at Law
P. O. Box 31601
Tampa, FL 33631-3601
TEP-B-42.V (Rev. 9/97)

AFTER RECORDING RETURN TO:
Mid-State Homes, Inc.
P. O. Box 31601
Tampa, FL 33631-3601
Attn: Bonnie Doyne