

ALABAMA
ASSIGNMENT OF MORTGAGE INTEREST

THIS ASSIGNMENT OF MORTGAGE INTEREST, dated October 23, 19 97 from Mid-State Homes, Inc., ("Assignor"), a Florida corporation having its principal place of business at 1500 North Dale Mabry Highway, Tampa, Florida, 33607 to William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust V ("Assignee"), a business trust established under the laws of the State of Delaware pursuant to a Trust Agreement dated as of February 27, 1995, with an address of c/o Richards, Layton & Finger, One Rodney Square, Wilmington, Delaware, 19890, Attention: Corporate Trust Department.

Inst # 1998-26814

WITNESSETH:

FOR VALUE RECEIVED, Assignor does hereby sell, assign, transfer and set over unto Assignee, its successors and assigns, 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 32426 in the Public Records of Shelby County, Alabama. Mortgagors: Sandra Bearden and Curtis Bearden

IN TESTIMONY WHEREOF, Assignor has hereunto set his hand the year and day above written.

MID-STATE HOMES, INC.

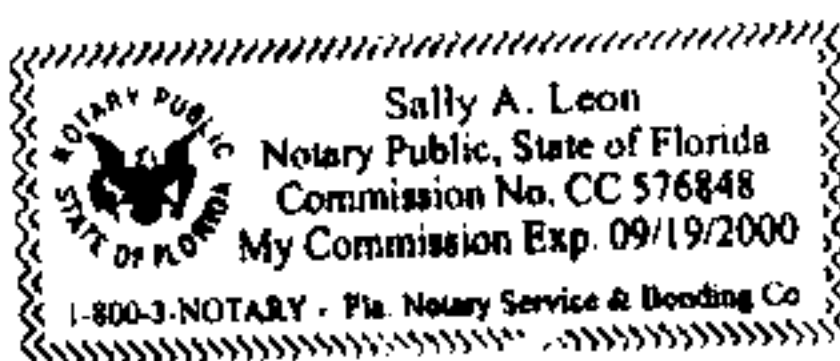
By: *Bonnie Doyne*
 Name: Bonnie Doyne
 Title: Vice President

ACKNOWLEDGMENT

STATE OF FLORIDA
 COUNTY OF HILLSBOROUGH

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, 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, (s)he, 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 23 day of October, 19 97



Sally A. Leon
 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

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

TEP-B-42A.V (Rev. 9/97)

07/15/1998-26814
 11:11 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 001 MEL 8.50