## ALABAMA ASSIGNMENT OF MORTGAGES

(3) William J. Wade, as trustee of Mid-State Trust VIII, a business trust, to First Union National Bank, as Indenture Trustee

FOR VALUE RECEIVED, the undersigned, William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust VIII, a business trust created under the laws of Delaware pursuant to an Amended and Restated Trust Agreement dated as of May 3, 2000, whose address is c/o Wilmington Trust Company. Rodney Square North, Wilmington, Delaware 19890, does hereby grant, bargain, sell, assign, transfer, convey and set over unto First Union National Bank, with corporate trust offices at 230 South Tryon Street, Charlotte, North Carolina 28288-1179, its successors and assigns, as Indenture Trustee under an Indenture dated May 3, 2000 (the "Indenture"), and does mortgage and grant to First Union National Bank, as such Indenture Trustee, a security interest in, those certain mortgages which appear of record in the office of the Judge of Probate of Shelby County, Alabama, and are described in the document marked Exhibit A, attached hereto, incorporated herein and made a part hereof, together with the debts thereby secured, the notes therein described, and all of the interest of the undersigned in and to the lands and property conveyed by said mortgages.

THIS ASSIGNMENT IS A COLLATERAL ASSIGNMENT IN TRUST to said First Union National Bank, as Indenture Trustee under the Indenture. Copies of the Indenture will be available at the above referenced corporate trust offices of First Union National Bank.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed as of the 4th day of May, 2000.

Witness: Suzette Bargeron

Witness: Rose M. Parrino

STATE OF FLORIDA COUNTY OF HILLSBOROUGH WILLIAM J. WADE, not in his individual capacity, but solely as trustee of Mid-State Trust VIII

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust VIII, a business trust, whose name as such Trustee 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, he, in his capacity as such Trustee, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 4th day of May, 2000.

NOTARY PUBLIC

Print Name: Gina M. Estevez

My Commission Expires: 10/9/2003

THIS INSTRUMENT PREPARED BY:

Jeffrey P. Thofner, Esquire 1500 N. Dale Mabry Highway Tampa, Florida 33607 AFTER RECORDING RETURN TO:

Robert J. Grant, Vice President Mid-State Homes, Inc. 1500 North Dale Mabry Highway Tampa, Florida 33607

06/19/2000-20405 11:20 AM CERTIFIED SELLY COUNTY MINE OF PROMITE 13.50

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THE MORTGAGES DESCRIBED IN THE FOREGOING ASSIGNMENT ARE DESCRIBED MORE PARTICULARLY IN THE FOLLOWING LIST WHICH SETS FORTH. THE NAMES OF THE MORTGAGORS UNDER SUCH MORTGAGES (THE LAST NAME OF EACH SUCH MORTGAGOR APPEARING FIRST), THE ORIGINAL PRINCIPAL BALANCE OF THE PROMISSORY NOTE SECURED THEREBY, AND THE O.R. BOOK AND PAGE NUMBER OF THE PUBLIC RECORDS OF THE COUNTY AND STATE LISTED EELOW, WHERE SUCH INSTRUMENTS ARE RECORDED.

STATE OF : ALABAMA COUNTY OF : SHELBY

ACCT NO.	OBLIGOR(S)	DEED BOCK	PAGE	ORIG BAL.
515449	THOMAS DAVID E SR THOMAS ALICE FAYE	170 219	450 570	86,232.00
517243	BILLINGS MARY K	198	722-723	79,752.00
517655	KIMBREL CHARLES F	197	242 <del>-</del> 245	110,520.00
531488	SAILES WILLIAM G SAILES WANDA JEAN	274,	4U7	107,670.00
868383	PARKER JAMES T	#1993-14894	-	7/,760.00

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STATE OF : ALABAMA COUNTY OF : SHELBY

COUNTY	OF : SHELBY			
ACCT NO.	OBLIGOR(S)	DEED BOCK	PAGE	ORIG BAL.
435959	WHEELER ROBERT H	#1999-25655		45,156.80
553737	GARNER JASON W MILLIRON AGNES V	#1999-01721		90,510.00
553875	FOSTER RANDAL S FOSTER CYNTHIA R	#1998-49708		126,510.00
554052	HOOD RETTA HOOD LYNN	#1999-09644	-	104,100.00
5548/1	LEHMAN DWAYNE LEHMAN DUNNA	#1999-28225		111,390.00
708004	BAILEY LEONARD E BAILEY AMANDA L	#1999-40745		166,716.00
108422	DECKER JAMES D DECKER MARY E	#1999-56562		187,416.00
708616	GADDIS RICHARD E GADDIS LYN M	#1999-30922		180,468.00
709006	LUCAS KEVIN LUCAS DAPHNE	#1444-56552		170,928.00
7 L Y U & T	GRESHAM JAMES R JR GRESHAM MICHELLE Y	#1999-3915/		293,436.00

Inst # 2000-20405

06/19/2000-20405
11:20 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
13.50