

RECORD AND RETURN TO:

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THIS INSTRUMENT PREPARED BY:

H. Hampton Boles
Balch & Bingham LLP
Attorney & Counselors
1901 Sixth Avenue North
Suite 2600
Birmingham, Alabama 35203

For Filing in Shelby County,
Alabama

Inst. # 2000-24017

07/17/2000-24017
01:52 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 SNA 21.00

**ASSIGNMENT OF
MORTGAGE, LIEN AND OTHER COLLATERAL**

THIS ASSIGNMENT OF MORTGAGE, LIEN AND OTHER COLLATERAL (this "Assignment") is made effective as of February 25, 1999 by **COMPASS BANK**, an Alabama banking corporation ("Compass"; Compass Bank being formerly known as Central Bank of the South), for itself and as successor by merger or consolidation with the entities listed in Background paragraph 4 below, **COMPASS LOAN HOLDINGS, INC.**, an Alabama corporation ("Compass Loan Holdings"), and **COMPASS MORTGAGE FINANCING, INC.**, a Delaware corporation ("Compass Mortgage Financing").

BACKGROUND

1. Compass, pursuant to the terms and conditions of that certain Contribution Agreement (the "Contribution Agreement") dated as of February 1, 1999 between Compass Loan Holdings and Compass, has agreed to convey, and (b) pursuant to certain other agreements and corporate action, has conveyed, to Compass Loan Holdings all of Compass' right, title and interest in that certain mortgage promissory note and all related collateral and security therefor and documentation thereof including the mortgage described on Exhibit A hereto (collectively said note and mortgage being assigned hereby shall be referred to herein as the "Mortgage"), which Mortgage encumbers real property located in Shelby County in the State of Alabama.

2. In turn, Compass Loan Holdings has agreed to then convey all of its right, title and interest in the Mortgage to Compass Mortgage Financing pursuant to the terms and conditions of that certain Residential Mortgage Loan Purchase Agreement (the "Purchase Agreement") dated as of February 1, 1999, between Compass Loan Holdings, as seller, and Compass Mortgage Financing, as purchaser.

3. Compass Mortgage Financing has in turn agreed to then convey all of its right, title and interest in the Mortgage to the Trustee, as trustee of the Compass Residential Mortgage Trust Series 1999-1, pursuant to the terms and conditions of that certain Pooling and Servicing Agreement by and among the parties hereto and Norwest Bank Minnesota, National Association, a national banking association, in its capacity as document custodian and trustee of the Compass Residential Mortgage Trust Series 1999-1 for the benefit of the Certificateholders under the Compass Residential Mortgage Trust Series 1999-1 ("Trustee"), dated as of February 25, 1999 (the "Pooling and Servicing Agreement").

4. Compass is the prior owner and holder (prior to Compass Loan Holdings) of the Mortgage, although the named mortgagee in the Mortgage subject hereto may be in a name formerly used by Compass or may be a predecessor entity to either Compass or to entities which have been merged into or consolidated with Compass. Accordingly, for the purpose of identifying Compass as the Assignor herein of the Mortgage, the following information is given:

a) Compass was formerly known as Central Bank of the South (by name change effectuated by approval of the State of Alabama State Banking Department filed with the Alabama Secretary of State on November 8, 1993).

b) Compass is successor by merger with, direct or indirect acquisition of or consolidation with the following institutions:

Central Bank of the South
Jacksonville State Bank
Central Bank
Central Bank, N.A.
Central Bank of Shelby County
Central Bank of Dothan, N.A.
Central Bank of Walker County
Central Bank of Oxford
Central Bank of Oxford, N.A.
First National Bank of Baldwin County
First City National Bank of Oxford
Central Bank of Mobile
Central Bank of Mobile, N.A.
Central Bank of Eufaula
Central Bank of Auburn, N.A.
Central Bank of Montgomery
Central Bank of St. Clair County
Central Bank of Birmingham
Central Bank of Uniontown
Central Bank of Tuscaloosa, N.A.
Central Bank of Alabama, N.A.
First Federal Savings Bank of Northwest Florida

Community First Bank
Gainesville State Bank
Compass Bank (Jacksonville, Florida)
Compass Bank, National Association (Pensacola, Florida)
Compass Bank (Ft. Walton Beach, Florida)
Liberty Bank of Ft. Walton Beach
Enterprise National Bank
Interstate Bank North
City National Bank of Carrollton
First Western National Bank
Cornerstone Bank, N. A.
Spring National Bank
Security Bank, N.A.
Bank of San Antonio
Security Bank
Equitable Bank
Post Oak Bank
Peoples National Bank
The Royall National Bank
Texas American Bank
ProBank
Horizon Bank & Trust, S.S.B.
Commerce National Bank
The Texas National Bank of Waco
West University Bank, N.A.
Fidelity Bank, N.A.
Hill Country Bank
Compass Bank (Houston, Texas)
Compass Bank-Houston Compass Bank-Dallas
Compass Bank-San Antonio
Compass Bank-Central Texas
Arizona Bank
Hartland Bank, National Association

5. This Assignment is made for the purpose of placing of record the assignment of the Mortgage encumbering real and personal property located in the County referenced in Background Paragraph 1 above from Compass to Compass Loan Holdings, then the assignment of the Mortgage encumbering real and personal property located in the County referenced in Background Paragraph 1 above from Compass Loan Holdings to Compass Mortgage Financing, and then the assignment of the Mortgage encumbering real and personal property located in the County referenced in Background Paragraph 1 above from Compass Mortgage Financing to the Trustee as provided herein.

AGREEMENT

1. Compass, in consideration of the premises and the agreements set forth above, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has sold, assigned, transferred, set over and otherwise conveyed to Compass Loan Holdings, and by these presents hereby sells, assigns, transfers, sets over and otherwise conveys to Compass Loan Holdings, without recourse, all of Compass' right, title and interest in, to and under the Mortgage, and all proceeds thereof, TO HAVE AND TO HOLD the same unto Compass Loan Holdings, its successors and assigns forever.

2. Compass Loan Holdings, in consideration of the agreements set forth in the Purchase Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has sold, assigned, transferred, set over and otherwise conveyed to Compass Mortgage Financing, and by these presents hereby sells, assigns, transfers, sets over and otherwise conveys to Compass Mortgage Financing, without recourse, all of Compass Loan Holdings' right, title and interest in, to and under the Mortgage, and all proceeds thereof, TO HAVE AND TO HOLD the same unto Compass Mortgage Financing, its successors and assigns forever.

3. Compass Mortgage Financing, in consideration of the agreements set forth in the Pooling and Servicing Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has sold, assigned, transferred, set over, and otherwise conveyed to the Trustee, in its capacity as trustee of the Compass Residential Mortgage Trust Series 1999-1 for the benefit of the Certificateholders under such Trust, and by these presents hereby sells, assigns, transfers, sets over and otherwise conveys to the Trustee, in its capacity as trustee of the Compass Residential Mortgage Trust Series 1999-1 for the benefit of the Certificateholders under such Trust, without recourse, all of Compass Mortgage Financing's right, title and interest in, to and under the Mortgage, and all proceeds thereof, TO HAVE AND TO HOLD the same unto the Trustee, in its capacity as trustee of the Compass Residential Mortgage Trust Series 1999-1 for the benefit of the Certificateholders under such Trust, its successors and assigns forever.

[SIGNATURES BEGIN ON NEXT PAGE]

[SIGNATURE PAGE TO ASSIGNMENT OF MORTGAGE, LIEN AND OTHER COLLATERAL]

IN WITNESS WHEREOF, each of the undersigned has caused this Assignment to be executed by its duly authorized officer or representative as of the day and year first set forth above.

COMPASS BANK:

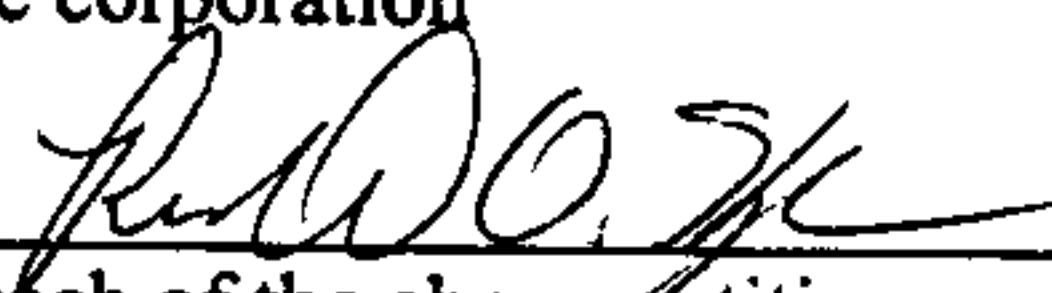
COMPASS BANK, an Alabama banking corporation

COMPASS LOAN HOLDINGS, INC.:

COMPASS LOAN HOLDINGS, INC., an Alabama corporation

COMPASS MORTGAGE FINANCING, INC.:

COMPASS MORTGAGE FINANCING, INC., a Delaware corporation

By: 

For each of the above entities

Name: Richard O. Hughes

Title: Compass Bank: Senior Vice President-Structured Finance

Title: Compass Loan Holdings, Inc.: Vice President

Title: Compass Mortgage Financing, Inc.: Vice President

STATE OF ALABAMA

JEFFERSON COUNTY

I, Crystal Baker, the undersigned, a Notary Public in and for said County in said State, hereby certify that Richard O. Hughes, whose name as Senior Vice President-Structured Finance, of COMPASS BANK, an Alabama banking corporation, Vice President of COMPASS LOAN HOLDINGS, INC, an Alabama corporation, and Vice President of COMPASS MORTGAGE FINANCING, INC., a Delaware 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 the instrument, he, as such officer of each such corporation and with full authority, executed the same voluntarily for and as the act of each such corporation.

Given under my hand and seal this the 20 day of May, 2000



Notary Public

My commission expires: June 2, 2003

[NOTARIAL SEAL]



Compass Bank

Compass Bank
P.O. Box 10566
Birmingham, Alabama 35296

7-13-2000

EXHIBIT A

Mortgage To Compass Bank

Dated October 14TH 1998

Filed For Record October 23RD 1998
At. 11.54 AM.

Recorded Instrument 1998/41570

Probate Office Shelby County, AL

MORTGAGE Amount \$ 985,000.00

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