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This instrument prepared by:

PAUL, HASTINGS, JANOFSKY & WALKER LLP
75 East 55th Street
New York, New York 10022


20020708000313750 Pg 1/1 11.00
Shelby Cnty Judge of Probate, AL
07/08/2002 11:07:00 FILED/CERTIFIED

Assignee's Address:

Vanderbilt Mortgage and Finance, Inc.
500 Alcoa Trail
Maryville, Tennessee 37804

ASSIGNMENT

ASSOCIATES HOUSING FINANCE, LLC, a Delaware limited liability company, ("**ASSIGNOR**"), in consideration of One and 00/100 Dollars and other good and valuable consideration paid by **VANDERBILT MORTGAGE AND FINANCE, INC.**, a Tennessee corporation ("**ASSIGNEE**"), hereby assigns, transfers and conveys unto **ASSIGNEE** the following mortgage or deed of trust:

Borrower(s)/Grantor(s): EDWARD L GLASS Assignor Acct # 040151202100938
Mortgage Date: 5-25-99 Mortgage Recording Date: 6-3-99
Recording Office: Shelby County AL
Recording Information: Book/Instrument 199-23462 Page

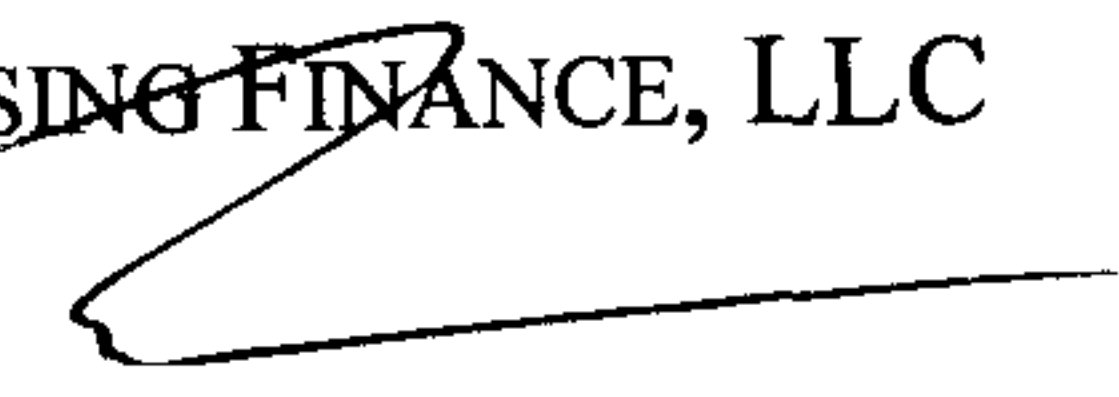
Together with the bond or obligation described in the Mortgage and the moneys due and to grow thereon with the interest. **ASSIGNOR** declares that it is the beneficiary of the Mortgage and the holder of the obligations secured thereby and that the Mortgage has not been previously assigned by **ASSIGNOR**. To have and to hold the same unto **ASSIGNEE** and its successors, legal representatives and assigns forever. This Assignment is given pursuant to a certain Loan Purchase Agreement, dated November 29, 2001, between **ASSIGNOR** and **ASSIGNEE** and is without recourse except as provided therein.

In Witness Whereof, **ASSIGNOR** has executed this instrument as of the 19th day of December 2001.

ASSOCIATES HOUSING FINANCE, LLC



ATTEST

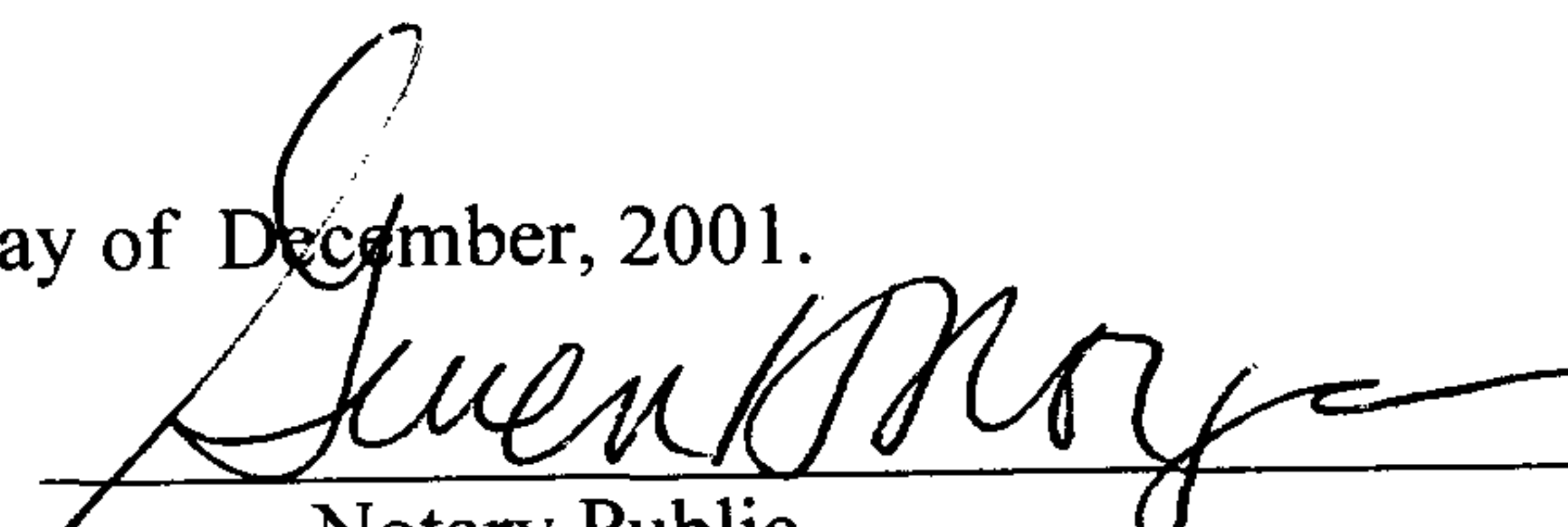
By: 

Name: Glenn Williams
Title: Vice President

STATE OF TENNESSEE
COUNTY OF KNOX

Before me, the undersigned Notary Public of the state and county aforesaid, personally appeared Glenn Williams, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the Vice President (or other officer authorized to execute the instrument) of Associates Housing Finance, LLC, the within named bargainor, a limited liability company, and that he/she as such Vice President, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself/herself as Vice President.

Witness my hand and seal, this 19th day of December, 2001.



Notary Public

My commission expires: COMMISSION EXPIRES "11/23/03"