

CERTIFICATE OF TRUST AGREEMENT  
 TMS ASSET BACKED CERTIFICATES SERIES 1997-D  
 CLASS AF-1, CLASS AF-2, CLASS AF-3, CLASS AF-4,  
 CLASS AF-5, CLASS AF-6, CLASS AF-7, CLASS AV-1,  
 CLASS AV-2, CLASS MV-1, CLASS MV-2, CLASS BV, CLASS AH-1, CLASS AH-2, CLASS AH-3,  
 CLASS AH-4, CLASS MH-1, CLASS MH-2, CLASS BH, CLASS AMF  
 CLASS X, CLASS R-1 AND CLASS R-2

1. The name of the trust is "TMS ASSET BACKED CERTIFICATES SERIES 1997-D"
2. The street and mailing address of the office of the Trust is as follows:

TMS Mortgage, Inc., dba  
 The Money Store  
 4111 South Darlington, Suite 300  
 Tulsa, Oklahoma 74135

3. The name street and mailing address of the Trustee is as follows:

The Bank of New York  
 101 Barclays Street  
 12 East  
 New York, New York 10286

4. The name street and mailing address of the Grantor of the Trust is as follows:

The Money Store/Minnesota Inc.  
 The Money Store/D.C. Inc.  
 The Money Store/Kentucky Inc.  
 The Money Store Home Equity Corp.  
 TMS Mortgage Inc.  
 c/o TMS Mortgage, Inc. dba The Money Store  
 4111 South Darlington, Suite 300  
 Tulsa, OK 74135

5. The real property owned or conveyed by the Trust, situated in the County of DeSoto, State of Mississippi, is described as follows:

SEE ATTACHED EXHIBIT "A"

6. The anticipated date of termination of the Trust is the latter of the final payment or other liquidation of the last Mortgage Loan or the disposition of all property acquired upon foreclosure or deed in lieu of foreclosure of any Mortgage Loan and the remittance of all funds due thereunder, or mutual consent of the Servicer, the Certificate Insurer and all Certificateholders in writing; provided, however, that in no event shall the Trust established by this agreement terminate later than twenty-one years after the death of the last surviving lineal descendant of Joseph P. Kennedy, late Ambassador of the United States to the Court of St. James, alive as of the date hereof.

7. The general powers granted or conferred to the Trustee are described as follows:

The Trust is created for the purpose of (a) administering the Initial Trust Estate for the use and benefit of the Initial Beneficiary until this Certificate of Trust is amended and restated in its entirety pursuant to a certain Pooling and Servicing Agreement (the "Pooling and Servicing Agreement"), to be dated as

STATE MS. - DESOTO CO.  
 FILED

Nov 16 10 29 AM '98

BK 79 PG 290  
 W.E. DAVIS CH. CLK.

of November 30, 1997, between the Trustee and The Money Store, Inc., a corporation chartered under the laws of the State of New Jersey as grantor and/or representative, servicer and claims administrator, and (b) thereafter (i) purchasing certain mortgage loans and installment contracts for the sale of real estate (collectively, the "Mortgage Loans") pursuant to a certain Loan Sale Agreement, to be dated as of November 30, 1997 (ii) issuing and selling TMS Asset Backed Certificate Series 1997-D (the "Certificates") pursuant to a certain Underwriting Agreement, (iii) administering the Trust and (iv) making distributions and reporting to holders of Certificates as will be provided in the aforesaid Pooling and Servicing Agreement. With respect to clause (b) above, to the extent expressly permitted or required under the Pooling and Servicing Agreement, the Trust is created for the additional purposes of disposing of any of the Mortgage Loans including Mortgaged Property and REO Property (as defined in the Pooling and Servicing Agreement), and in furtherance of the purpose set forth in this sentence, the Trustee on behalf of the Trust may hold and dispose of Mortgaged Property and REO Property acquired in connection with the Mortgaged Loans.

Take title to assets of the Trust Fund, including but not limited to mortgage loans, foreclosed real estate, cash and securities.

Hold, release, dispose of, transfer and convey Trust Fund assets, including execution of deed, deeds of reconveyance and instruments of release or satisfaction.

Execute documents as necessary for the conduct of foreclosure sales or trustee's sales with respect to mortgage loans held by the Trust Fund and institute legal action for the collection of deficiency judgments or otherwise enforce the rights of the Trust Fund in and to the assets of the Trust Fund.

In WITNESS WHEREOF, the Bank of New York, as Trustee for TMS Asset Backed Certificates Series 1997-D has caused this instrument to be executed by its duly authorized officer (s) on the 14 day of Oct., 1998.

The Bank of New York  
As Trustee for TMS Asset Backed  
Certificates Series 1997-D

BY: *Mauro Palladino*  
Mauro Palladino

ACKNOWLEDGMENT

STATE OF New York  
COUNTY OF Kings

Personally appeared before me, the undersigned authority in and for the said county and state, the within named MAURO PALLADINO who acknowledged that he/she is Assistant Vice President of the Bank of New York, as Trustee for TMS Asset Backed Certificates Series 1997-D and that in said representative capacity he/she executed the above and foregoing instrument, after first having been duly authorized so to do.

Witness my Signature and seal of office, this the 14 day of Oct., 1998.

LUIS A. AMADOR JR.  
Notary Public, State of New York  
No. 01AM6000803, Qual. in Kings Co.  
Certificate Filed in Kings County  
Commission Expires Dec. 22, 1999

*Luis Amador Jr.*  
Notary Public

My Commission Expires: \_\_\_\_\_

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IN WITNESS WHEREOF, The Money Store in its capacity as Grantor of TMS Asset Backed Certificates Series 1997-D has caused this instrument to be executed by its duly authorized officer (s) on the 19th day of October, 1998.

The Money Store  
As Grantor of TMS Asset Backed  
Certificates Series 1997-D

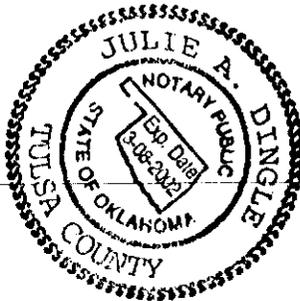
BY: [Signature]  
**STEPHEN SCHNEIDER**  
ACKNOWLEDGMENT

STATE OF Oklahoma  
COUNTY OF Tulsa

Personally appeared before me, the undersigned authority in and for the said county and state, the within named STEPHEN SCHNEIDER who acknowledged that he/she is VICE PRESIDENT of The Money Store, as Grantor of TMS Asset Backed Certificates Series 1997-D and that in said representative capacity he/she executed the above and foregoing instrument, after first having been duly authorized so to do.

Witness my Signature and seal of office, this the 19th day of October, 1998.

[Signature]  
Notary Public

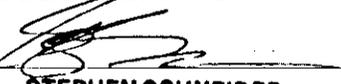


My Commission Expires: \_\_\_\_\_

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IN WITNESS WHEREOF, The Money Store/Minnesota Inc., The Money Store/D.C. Inc., The Money Store/Kentucky Inc., The Money Store Home Equity Corp. and TMS Mortgage inc., as the Originators of TMS Asset Backed Certificates Series 1997-D have each caused this instrument to be executed by its duly authorized officer(s) on the 19th day of October, 1998.

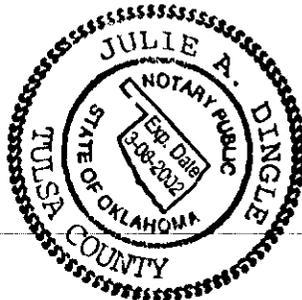
The Money Store/Minnesota Inc.  
The Money Store/D.C. Inc.  
The Money Store/Kentucky Inc.  
The Money Store Home Equity Corp.  
TMS Mortgage Inc.  
As the Originators for TMS Asset Backed Certificates Series 1997-D

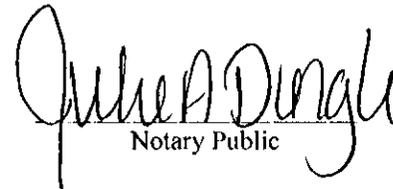
BY:   
**STEPHEN SCHNEIDER**  
ACKNOWLEDGMENT

STATE OF Oklahoma  
COUNTY OF Tulsa

Personally appeared before me, the undersigned authority in and for the said county and state, the within named STEPHEN SCHNEIDER who acknowledged that he/she is VICE PRESIDENT of The Money Store/Minnesota Inc., The Money Store/D.C. Inc., The Money Store/Kentucky Inc., The Money Store Home Equity Corp. and TMS Mortgage Inc., as the Originators of TMS Asset Backed Certificates Series 1997-D and that in said representative capacity he/she executed the above and foregoing instrument, after first having been duly authorized so to do.

Witness my Signature and seal of office, this the 19th day of October, 1998.



  
Notary Public

My Commission Expires: \_\_\_\_\_

Prepared by:  
The Money Store Legal Department  
707 3rd Street  
West Sacramento, CA 95606  
(916) 617-2699

Return to:  
Underwood Law Firm  
340 Edgewood Terrace  
Jackson, Mississippi 39206  
(601) 981-7773

## Exhibit "A"

Lot 1499, Section C, South, DeSoto Village Subdivision in Section 33, Township 1 South, Range 8 West, in the City of Horn Lake, DeSoto County, Mississippi, as shown by the plat appearing of record in Plat Book 10, pages 3-8 in the office of the Chancery Clerk of DeSoto County, Mississippi.

100706415/Jefferson