

MISSISSIPPIASSIGNMENT OF DEED OF TRUST

THIS ASSIGNMENT OF DEED OF TRUST, dated March 28, 1996, from Mid-State Trust V (the "Trust" and "Assignor"), a business trust created under the laws of Delaware pursuant to a trust agreement dated as of February 27, 1995, operating by and through Wilmington Trust Company, not as an individual but as Owner Trustee of Mid-State Trust V and having an address of Wilmington Trust Company, Rodney Square North, Wilmington, Delaware, 19890 to First Union National Bank of Florida, a national banking association, as Trustee, a national banking association, having an office at 200 South Biscayne Boulevard, Miami, Florida 33131 ("Assignee").

W I T N E S S E T H :

FOR VALUE RECEIVED, Assignor does hereby sell, assign, transfer and set over unto Assignee, its successors and assigns, as Trustee under a Variable Funding Loan Agreement dated as of March 3, 1995, (the "Loan Agreement") that certain deed of trust, 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 deed of trust without recourse; said deed of trust appears of record at 57 Book 786, Page 57 in the Records of Desoto County, Mississippi. Mortgagors: Helen G. Scales

THIS ASSIGNMENT IS IN TRUST to said First Union National Bank of Florida, as Trustee under the Loan Agreement. Copies of the Loan Agreement are available at the corporate trust offices of First Union National Bank of Florida.

IN WITNESS WHEREOF, the Grantor Mid-State Trust V, has caused its own name to be signed this 28 day of March, 1996, by Mid-State Homes, Inc., its true and lawful attorney in fact the authority for the said signature and action of Mid-State Homes, Inc., on behalf of Mid-State Trust V in this instance being vested in it by virtue of that certain Power of Attorney recorded in Power of Attorney Book 69 at Page 403 of the records of the office of the Chancery Clerk of the Desoto Judicial District of Desoto County at Hernando Mississippi.

STATE MS.-DESOTO CO.
FILED

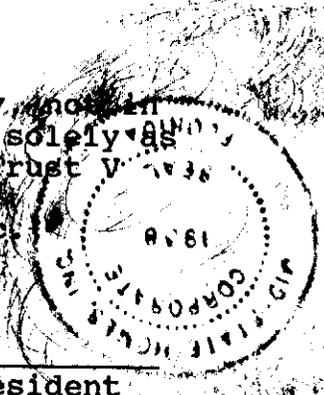
APR 30 9 55 AM '96

BK 825 PG 109
W.E. DAVIS CH. CLK.

MID-STATE TRUST V,
By: Wilmington Trust Company, and in
its individual capacity but solely as
Owner Trustee of Mid-State Trust V

By: Mid-State Homes, Inc.
its attorney-in-fact

By: B. L. Mook
B. L. Mook, Vice-President



ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

PERSONALLY appeared before me, the undersigned authority in and for the jurisdiction aforesaid and within said jurisdiction, the within named B. L. Mook who by me being first duly sworn stated on oath that he/she is Vice President of MID-STATE HOMES, INC., and, that, having been first duly authorized so to do, he/she signed and delivered the foregoing instrument in their corporate capacity for and on behalf of MID-STATE HOMES, INC., which was then acting in its capacity as the true and lawful attorney in fact of for WILMINGTON TRUST COMPANY, the Grantor named in said instrument, as the act and deed of said Grantor and with full authority to so act by virtue of authority granted Mid-State Homes, Inc., by Power of Attorney as described therein.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE this the 28 day of March, 1996.

Sally A. Leon

Notary Public, State of Florida

My Commission Expires:



OFFICIAL SEAL
SALLY A. LEON
My Commission Expires
Sept. 19, 1996
Comm. No. CC 223308

THIS INSTRUMENT PREPARED BY:
Thomas E. Portsmouth
Attorney at Law
P. O. Box 31601
Tampa, FL 33601

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

Land lying and being situated in Desoto County, Mississippi, described as follows, to wit:

1.5 acres, known as Lot 6, 3rd Addition, Mable Scales Subdivision, situated in the Southwest Corner of Section 19, Township 1 South, Range 5 West, Desoto County, Mississippi, being part of the Mable Scales 13.33 acre tract as recorded in Book 149, Pages 567 and 568, in the Chancery Clerk's Office, Desoto County, Mississippi, and being described as follows: Beginning at the Southwest corner of Section 19, Township 1 South, Range 5 West, Desoto County, Mississippi; thence North 5 degrees 21 minutes 05 seconds East along the West line of Section 19, a distance of 239.3 feet to a point; thence North 66 degrees 42 minutes 24 seconds East 284.04 feet to a point; thence South 9 degrees West along the West line of Lot 5, 2nd Addition, Mable Scales Subdivision, 341.59 feet to a point in the South line of Section 19, said point beginning in Desoto Road; thence South 85 degrees 55 minutes 17 seconds West 185.6 feet to the point of beginning, containing 1.5 acres.

INDEXING INSTRUCTIONS

Lot 6, 3rd Addition, Mable Scales Subdivision, situated in the Southwest quarter of Section 19, Township 1 South, Range 5 West, Desoto County, Mississippi.