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W.F. DAVIS CH. CLK.

MISSISSIPPI

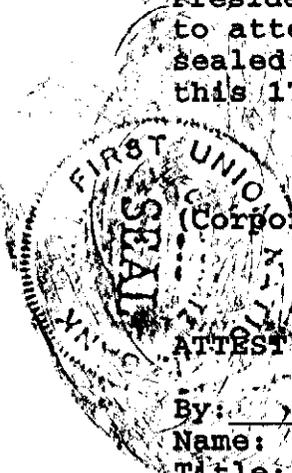
ASSIGNMENT OF DEEDS OF TRUST

- (1) First Union National Bank, formerly known as First Union National Bank of North Carolina and successor by merger to First Union National Bank of Florida, and Mid-State Trust V, a business trust, to Mid-State Homes, Inc.

FOR VALUE RECEIVED, the undersigned, First Union National Bank, formerly known as First Union National Bank of North Carolina and successor by merger to First Union National Bank of Florida, a national banking association, with corporate trust offices at 200 South Biscayne Boulevard, Miami, Florida 33131, and Mid-State Trust V, a business trust created under the laws of Delaware, whose address is c/o Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890, ("Assignors"), do grant, bargain, sell, assign, transfer and set over unto Mid-State Homes, Inc., a Florida corporation whose address is 1500 North Dale Mabry Highway, Tampa, Florida 33607, its successors and assigns, those certain Deeds of Trust, together with the debts thereby secured, the notes therein described, and all interest of the undersigned in and to the lands and property covered by said Deeds of Trust without recourse; said Deeds of Trust appear of record in the Office of the Chancery Clerk of the First Judicial District in and for De Soto County, Mississippi, and all of which are more fully described by book and page reference in the document marked Exhibit A, attached hereto, incorporated herein and made a part hereof.

TO HAVE AND TO HOLD unto the said Assignee, its successors and assigns, FOREVER.

IN WITNESS WHEREOF, the undersigned Assignors, First Union National Bank, formerly known as First Union National Bank of North Carolina and successor by merger to First Union National Bank of Florida, by causing its corporate name to be signed and its corporate seal affixed hereto by Peter H. Fowler as its Vice President and by causing Lisa Derryberry as its Secretary to attest the seal, and Mid-State Trust V, acting by and through Wilmington Trust Company (the "Owner Trustee"), a Delaware banking corporation, not in its individual capacity but solely as trustee of the Trust, by causing its corporate name to be signed and its corporate seal affixed hereto by Lario M. Marini as its Vice President and by causing Joseph B. Feil as its Assistant Secretary to attest the seal, have caused these presents to be executed and sealed by the duly authorized officers of the corporations, as of this 17th day of June, 1997.



(Corporate Seal)

ATTEST:
By: Lisa Derryberry
Name: Lisa Derryberry
Title: Secretary

FIRST UNION NATIONAL BANK,
formerly known as First Union
National Bank of North Carolina
and successor by merger to
First Union National Bank of
Florida

By: Peter H. Fowler
Name: Peter H. Fowler
Title: Vice President



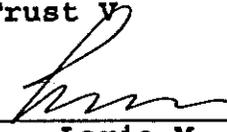
(Corporate Seal)

MID-STATE TRUST V

By: WILMINGTON TRUST COMPANY,
not in its individual
capacity but solely as
Owner Trustee of Mid-
State Trust V

ATTEST:

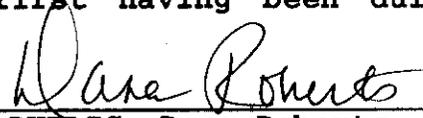
By: 
Name: Joseph B. Feil
Title: Assistant Secretary

By: 
Name: Lario M. Marini
Title: Vice President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Personally appeared before me, the undersigned authority in and for the said county and state on this 17th day of June, 1997, within my jurisdiction, the within named Peter H. Fowler and Lisa Derryberry duly identified before me, who acknowledged that they are Vice President and Secretary, respectively, of First Union National Bank, formerly known as First Union National Bank of North Carolina and successor by merger to First Union National Bank of Florida, a national banking association, and that for and on behalf of said association and as its act and deed, they executed the above and foregoing instrument, after first having been duly authorized by said association so to do.

My Commission Expires:11/4/2000


NOTARY PUBLIC: Dana Roberts

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH



Dana Roberts
MY COMMISSION # GC598645 EXPIRES
November 4, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Personally appeared before me, the undersigned authority in and for the said county and state on this 24th day of June, 1997, within my jurisdiction, the within named Lario M. Marini and Joseph B. Feil, duly identified before me, who acknowledged that they are Vice President and Assistant Secretary, respectively, of Wilmington Trust Company, a Delaware banking corporation, and that for and on behalf of said corporation and as its act and deed in its representative capacity as Owner Trustee of Mid-State Trust V, a Delaware business trust, and that for and on behalf of said business trust and as its act and deed, they executed the above and foregoing instrument, after first having been duly authorized by said corporation and business trust so to do.

My Commission Expires:10/9/99



GINA M ESTEVEZ
My Commission CC500239
Expires Oct. 09, 1999


NOTARY PUBLIC: Gina M. Estevez

THIS INSTRUMENT PREPARED BY:
Jeffrey P. Thfoner, Esquire
1500 N. Dale Mabry Highway
Tampa, Florida 33607
(813) 871-4411

AFTER RECORDING RETURN TO:
B. L. Mook, Vice President
Mid-State Homes, Inc.
1500 North Dale Mabry Highway
Tampa, Florida 33607

INDEXING INSTRUCTIONS:

See reference to previously recorded instruments in Exhibit A attached.

THE DEEDS OF TRUST DESCRIBED IN THE FOREGOING ASSIGNMENT ARE DESCRIBED MORE PARTICULARLY IN THE FOLLOWING LIST WHICH SETS FORTH THE NAMES OF THE GRANTORS OF THE DEEDS OF TRUST (THE LAST NAME OF EACH SUCH GRANTOR APPEARING FIRST), THE ORIGINAL PRINCIPAL BALANCE OF THE PROMISSORY NOTE SECURED THEREBY, AND THE BOOK AND PAGE NUMBER OF THE REGISTRY OF DEEDS OF THE COUNTY AND STATE LISTED BELOW, WHERE THE DEEDS OF TRUST ARE RECORDED:

STATE OF : MISSISSIPPI
COUNTY OF : DE SOTO

ACCT NO.	GRANTOR(S)	DEED OF TRUST	PAGE	ORIG BAL.
469831	BERRYHILL GEORGE T BERRYHILL MARTHA A	871	327	83,505.60

S7-T3-R9
