

OCT 16 3 57 PM '97

BK 942 PG 365
W.E. DAVIS CH. CLK.

MISSISSIPPI

ASSIGNMENT OF DEEDS OF TRUST

- (3) Mid-State Trust VI, a business trust, to First Union National Bank, formerly known as First Union National Bank of North Carolina, as Indenture Trustee

FOR VALUE RECEIVED, the undersigned, Mid-State Trust VI (hereinafter referred to as the "Trust" or the "Assignor"), a business trust created under the laws of Delaware pursuant to a Trust Agreement dated as of March 1, 1997, having an address of c/o Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890, does grant, bargain, sell, assign, transfer and set over unto First Union National Bank, formerly known as First Union National Bank of North Carolina, with corporate trust offices at 200 South Biscayne Boulevard, Miami, Florida 33131, its successors and assigns, as Indenture Trustee under an Indenture, dated as of June 11, 1997, (the "Indenture") and does mortgage and grant a security interest in those certain deeds of trust ("Deeds of Trust"), together with the debts thereby secured, the notes therein described, and all of the interest of the undersigned in and to the lands and property conveyed by said Deeds of Trust which appear of record in the Office of the Chancery Clerk of the First Judicial District in and for DeSoto County, Mississippi, and are more fully described by book and page reference in the document marked Exhibit A, attached hereto, incorporated herein and made a part hereof.

THIS ASSIGNMENT IS A COLLATERAL ASSIGNMENT IN TRUST to said First Union National Bank, formerly known as First Union National Bank of North Carolina, as Indenture Trustee under the Indenture. Copies of the Indenture will be available at the above referenced corporate trust offices of First Union National Bank of Florida.

IN WITNESS WHEREOF, the undersigned Assignor, 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, has caused these presents to be executed and sealed by the duly authorized officers of the Owner Trustee, as of this 24th day of June, 1997.

MID-STATE TRUST VI

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

ATTEST:

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

By: Lario M. Marini
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 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 VI, 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.

Given under my hand and official seal this 24th day of June, 1997.

My Commission Expires:10/9/99


NOTARY PUBLIC: Gina M. Estevez



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

THIS INSTRUMENT PREPARED BY:
Jeffrey P. Thofner, 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.
703732	DUNLAP JOE D DUNLAP ROXIEE S29-T1S-R8W	822	746	258,552.00