

ALABAMA

ASSIGNMENT OF MORTGAGE

THIS ASSIGNMENT OF MORTGAGE, dated February 28, 1990,
from William J. Wade, not in his individual capacity but solely as
trustee of Mid-State Trust II (the "Trust" and "Assignor"), a common law
business trust created under the laws of Delaware pursuant to a trust
agreement dated as of March 28, 1988, to Southeast Bank, N.A., a nation-
al 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 an
Indenture dated as of April 1, 1988, (the "Indenture") that certain
mortgage, 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 mortgage without recourse; said mortgage
appears of record at Book 285, Page 599 in the Public Records of
Shelby County, Alabama.

THIS ASSIGNMENT IS IN TRUST to said Southeast Bank, N.A., as
Trustee under the Indenture for the benefit of the holders of mortgage-
backed notes issued by the Trust and of Financial Security Assurance,
Inc., a New York stock insurance company. Copies of the Indenture are
available at the corporate trust offices of Southeast Bank, N.A.

IN TESTIMONY WHEREOF, Assignor has hereunto set his hand the year
and day above written.

WILLIAM J. WADE
not in his individual capacity but
solely as trustee of Mid-State Trust
II

By: Mid-State Homes, Inc.,
Attorney-in-Fact

By H. R. Clarkson
Name(Print) H. R. Clarkson
Title: Vice-President

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public in and for said
County, in said State, hereby certify that H. R. Clarkson
whose name as Vice-President of Mid-State Homes, Inc., a corporation, as
Attorney-in-Fact for William J. Wade, not in his individual capacity but
solely as Trustee of Mid-State Trust II, is signed to the foregoing
instrument, and who is known to me, acknowledged before me on this day
that, being informed of the contents of this instrument, he, as such
officer and with full authority, executed the same voluntarily for and
as an act of said corporation, acting in its capacity as aforesaid.

Given under my hand and official seal this 28th day of
February, 1990.

Sylvia Smith
Notary Public, Sylvia Smith

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DEC. 04, 1992
BONDED THRU AGENT'S NOTARY BROKERAGE

BOOK 285 PAGE 602

POWER OF ATTORNEY

LR 1

William J. Wade, not in his individual capacity but solely as trustee (the "Trustee") of Mid-State Trust II ("Mid-State"), a common law business trust created pursuant to the Trust Agreement dated March 28, 1988 by Mid-State Homes, Inc. as Grantor, hereby irrevocably constitutes and appoints Mid-State Homes, Inc. (the "Servicer") and/or Jim Walter Homes, Inc. (the "Sub-Servicer") his true and lawful attorney-in-fact and agent, to execute, acknowledge, verify, swear to, deliver, record and file, in his or his assignee's name, place and stead, all instruments, documents and certificates which may from time to time be required in connection with the Servicing Agreement, dated as of April 1, 1988, among the Servicer, Mid-State and Southeast Bank, N.A., as Trustee (the "Servicing Agreement") or the Sub-Servicing Agreement between the Servicer and the Sub-Servicer, including, without limitation, to execute any documents required to be executed or recorded by the Trustee pursuant to section 2.01 thereof, if required, the Trustee shall execute and deliver to the Servicer and/or Sub-Servicer upon request therefore, such further designations, powers of attorney or other instruments as the Servicer and/or Sub-Servicer shall reasonably deem necessary for their purposes hereof.

1988 JUN 10 PM 3:13
-36122613

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

William J. Wade,
not in his individual capacity
but solely as Trustee for
Mid-State Trust II under
the Trust Agreement dated as of
March 28, 1988.

By: [Signature]

STATE OF Delaware
COUNTY OF New Castle

BOOK 285 PAGE 603

Be it remembered that on this 2nd day of June, 1988 A.D. personally came before me, the undersigned, a Notary Public in and for said State duly commissioned and sworn, William J. Wade not in his individual capacity but solely as trustee of Mid-State Trust II under the Trust Agreement dated as of March 28, 1988, known to me personally to be such and acknowledged to me that such instrument was his own act and deed, that the signature therein in his own proper handwriting, that his act of executing and delivering such instrument was duly authorized and that the facts stated therein are true. Given under my hand and seal of office the day and year aforesaid.

(Seal)

[Signature]
Signature of Notary Public

My Commission Expires: 9/15/88

STATE OF FLORIDA
COUNTY OF (HILLSBOROUGH)
THIS IS TO CERTIFY THAT THE FOREGOING IS A
TRUE AND CORRECT COPY OF THE DOCUMENT ON
FILE IN MY OFFICE. WITNESS MY HAND AND OF-
FICIAL SEAL THIS 10th DAY OF JUNE, 1988
RICHARD AKE, CLERK
BY [Signature] S.C.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
90 APR -4 AM 9:46
JUDGE OF PROBATE

1. Dead Tax	_____
2. Mtg. Tax	_____
3. Recording Fee	_____
4. Indexing Fee	_____
5. No Tax Fee	_____
6. Certified Fee	_____
Total	_____

TEP-M-24

ENGLISH ✓
Return to Walter Homes, Inc.
Herb Clarkson
P.O. Box 31601
TAM. 7133431-3401