

(2)

ALABAMA
ASSIGNMENT OF MORTGAGE

THIS ASSIGNMENT OF MORTGAGE, dated April 14th, 19 93, from William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust III c/o One Rodney Square, Wilmington, DE 19899 (the "Trust" and "Assignor"), a statutory business trust created under the laws of Delaware pursuant to a trust agreement dated as of June 1, 1992, to First Union National Bank of Florida, 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 an Indenture dated as of June 1, 1992, (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 1993, Page 14894 in the Public Records of Shelby County, Alabama. Mortgagor: James T. Parker (married)

THIS ASSIGNMENT IS IN TRUST to said First Union National Bank of Florida, 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 First Union National Bank of Florida.

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
III

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

06/29/1993-18928
10:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 14.00

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 III, 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 14th day of April, 19 93.

Sandra M. Self
Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES OCTOBER 24, 1993
BONDED THRU AGENT'S NOTARY BROKERAGE

Sandra M. Self

THIS INSTRUMENT PREPARED BY:
Thomas E. Portsmouth
Attorney at Law
P. O. Box 31601
Tampa, FL 33631-3601

AFTER RECORDING RETURN TO:
Jim Walter Homes, Inc.
P. O. Box 31601
Tampa, FL 33631-3601
Attn: H. R. Clarkson

Tampa

3
F

THIS INSTRUMENT WAS PREPARED BY THOMAS E. PORTSMOUTH, ATTORNEY
AT LAW. THIS DOCUMENT SHOULD BE RETURNED TO *Nadine Feldman* AT: P.O.
BOX 31601, TAMPA, FLORIDA 33631-3601 *Jim Walter Homes*

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

POWER OF ATTORNEY

This POWER OF ATTORNEY is granted to Mid-State Homes, Inc., a
Florida corporation ("Mid-State") and to Jim Walter Homes, Inc., a
Florida corporation ("Homes"), jointly and severally, by William J.
Wade, not in his individual capacity but solely as trustee, and on
behalf of Mid-State Trust III, a business trust, created pursuant
to the Trust Agreement dated June 1, 1992, as amended or
supplemented, (the "Trust Agreement") between Wilmington Trust
Company, (not in its individual capacity but solely as the owner
trustee,) and Mid-State (as the grantor of the trust);

W I T N E S S E T H

WHEREAS, Mid-State Trust III is now, and will in the future
be, the holder of certain mortgages, deeds of trust, deeds to
secure debt, assignment of rents, and/or mortgage deeds which
encumber certain real property (the "Property").

NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS, which are
intended to constitute a Power of Attorney, that Mid-State Trust
III has made, constituted and appointed, and by these presents does
make, constitute and appoint, Mid-State and Homes, acting either
jointly or acting separately, its true and lawful Attorneys-in-Fact
and its Attorney-in-Fact for it and in its name, place and stead
and for its use and benefit, and with full power of substitution,
to execute, acknowledge, verify, swear to, deliver, record and
file, in its or its assignee's name, place and stead, all deeds,
agreements for deed, foreclosure deeds, mortgages, deeds of trust,
deeds to secure debt, mechanics lien contracts with power of sale,
cancellations of mortgages, (together with all assignments of the
foregoing instruments), releases, and satisfactions of mortgages,
and/or their equivalent which relate to the Property, and to take
all action required of Mid-State Trust III or which may be
necessary or proper in the premises with respect to the Property.

No party relying upon any instrument executed by either

1992 JUN 28 AM 8:24

92166250

Mid-State or Homes pursuant to this Power of Attorney shall be required to ascertain the power or authority of either Mid-State or Homes as agents of Mid-State Trust III to execute any such instrument or to inquire into the satisfaction of any conditions precedent to the execution of any such instrument. This Power of Attorney shall be deemed coupled with an interest and it may not be revoked unless a revocation executed by Mid-State Trust III and Mid-State and Homes is filed and recorded in the same official records in which this Power of Attorney has been filed and recorded.

Mid-State Trust III does hereby ratify any and all acts performed in the name of Mid-State Trust III and any and all documents executed in the name of Mid-State Trust III by its Attorneys-in-Fact or its Attorney-in-Fact prior to the date hereof and subsequent to June 1, 1992 and acknowledges that any and all such acts or documents were fully authorized by Mid-State Trust III and Mid-State Trust III will not question the sufficiency of any instrument executed by said Attorneys-in-Fact or Attorney-in-Fact pursuant to either the attached Power of Attorney or this Power of Attorney, notwithstanding that the instrument fails to recite the consideration therefore or recites merely a nominal consideration; any person dealing with the subject matter of such instrument may do so as if full consideration therefore had been expressed herein.

IN WITNESS WHEREOF, the undersigned Mid-State Trust III has caused these presents to be executed this 21st day of July, 1992.

MID-STATE TRUST III

Gracie R. Monte
Witness
Print Name: Gracie R. Monte

By: William J. Wade
William J. Wade, not in his individual capacity but solely as trustee of, and on behalf of Mid-State Trust III

Gwyn Godwin
Witness
Print Name: Gwyn Godwin

STATE OF Florida
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 21st day of July, 1992 by William J. Wade, as Trustee for Mid-State Trust III, under the Trust Agreement dated June 1, 1992, as amended or supplemented, acknowledged before me on this date 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 association, acting in its capacity as aforesaid, and is personally known to me or has produced _____ as identification and who did (did not) take an oath.

Bonnie Doyne
NOTARY PUBLIC
Print Name: Bonnie Doyne
Commission No.:
My Commission Expires:

(SEAL)

NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION EXPIRES NOVEMBER 04, 1993
BONDED THRU ADMIT'S NOTARY BROKERAGE

SF86832



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 OFFICIAL SEAL THIS 26th DAY OF July, 1992.

Inst # 1558
-3-

RICHARD YAKE, CLERK

BY Richard Yake DO

06/29/1993-18928
10:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HCD 14.00