

*Return to*R. A. NORRED, ATTY.
P. O. BOX 130249
BIRMINGHAM, AL 35213

ALABAMA

ASSIGNMENT OF CORPORATE MORTGAGE

THIS ASSIGNMENT OF CORPORATE MORTGAGE, dated January 20, 19 94, from First Union National Bank of Florida, a national banking association, as Successor Trustee to Southeast Bank, N.A., a national banking association, under an Indenture dated as of April 1, 1988 ("Assignor"), to William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust II ("Assignee"), a common law business trust created under the laws of Delaware pursuant to a trust agreement dated as of March 28, 1988, with an address of c/o Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890.

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, that certain mortgage, together with the debts thereby secured, the notes therein described, and all interest of the undersigned in and to the lands and property conveyed by said mortgage without recourse; said mortgage appears of record at Book 423, Page 09 in the Public Records of Shelby County, Alabama.

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

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed on the day and year first above written.

FIRST UNION NATIONAL BANK OF FLORIDA,
as successor Trustee to
SOUTHEAST BANK, N.A.

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

By: H. R. ClarksonName: H.R. ClarksonTitle: Vice-President

03/23/1994-09484
01:05 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
002 MCD 13.50

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 First Union National Bank of Florida, as Successor Trustee to Southeast Bank, N.A. 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 20th day of January, 19 94.

D. Eugenia Buzbee
NOTARY PUBLIC D. Eugenia Buzbee

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MARCH 12, 1995
BONDED THRU AGENT'S NOTARY BROKERAGE

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

TEP-L-56

1994-09484

Tampa

PREPARED BY:
WARREN FRAZIER
SMUCKLEFORD, FARRIOR, STALLINGS
& EVANS, P.A.
P.O. BOX 3324
TAMPA, FLORIDA 33601

AND RETURN TO:
JERRY H. MILLER, JR., ESQUIRE
FIRST UNION CORPORATION
LEGAL DIVISION
TWO FIRST UNION CENTER LEG-0630
CHARLOTTE, NORTH CAROLINA 28268

POWER OF ATTORNEY

O.R. BOOK 6599 PAGE 533

WHEREAS, First Union National Bank of Florida ("First Union") did pursuant to that certain Assistance Agreement by and among the Federal Deposit Insurance Corporation, as receiver of Southeast Bank, National Association, the Federal Deposit Insurance Corporation, and First Union, dated as of September 20, 1991, become by operation of law on September 19, 1991, successor Trustee to Southeast Bank, National Association, under and pursuant to that certain Indenture dated as of April 1, 1988, between Mid-State Trust II, as Issuer, and Southeast Bank, National Association, as Trustee; and

WHEREAS, Southeast Bank, National Association, as Trustee had previously granted a power of attorney to Mid-State Homes, Inc., and Jim Walter Homes, Inc., to perform certain acts on its behalf, as contemplated by the Servicing Agreement and Sub-Servicing Agreement; and

WHEREAS, First Union desires to grant a power of attorney to Mid-State Homes, Inc. and Jim Walter Homes, Inc., upon the terms and conditions set forth herein;

NOW, THEREFORE, First Union, as successor Trustee, hereby constitutes and appoints Mid-State Homes, Inc. (the "Servicer" under the said Indenture), and/or Jim Walter Homes, Inc. (the "Sub-Servicer" under the said Indenture), both Servicer and Sub-Servicer located at 1500 North Dale Mabry Highway, Tampa, Florida 33607, its true and lawful attorney in fact and agent, to execute, acknowledge, verify, swear to, deliver, record, and file, in the name, place, and stead of First Union as Successor Trustee, 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 Trust II ("Mid-State"), and Southeast Bank, National Association, 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 under the Indenture, pursuant to Section 2.01 of the Servicing Agreement or Section 3.14 of the Indenture. If required, First Union, as successor Trustee, shall execute and deliver to the Servicer and/or Sub-Servicer upon request therefor, such further designation, powers of attorney, or other instruments as the Servicer and/or Sub-Servicer shall reasonably deem necessary for the purposes hereof. By acceptance of this Power of Attorney, Servicer and Sub-Servicer represent that they have full power and authority to act as attorney-in-fact under this Power of Attorney.

Notwithstanding anything herein to the contrary, First Union, Successor Trustee, may terminate this Power of Attorney at any time by recording in the office where this Power of Attorney is recorded an instrument signed by First Union, Successor Trustee, which terminates this Power of Attorney.

First Union National Bank of Florida, as successor Trustee by operation of law to Southeast Bank, National Association, as Trustee

[Corporate Seal]

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

By: Eleanor G. Autry
Print Name: Eleanor G. Autry
Vice President and
Corporate Trust Officer

Inst
STATE OF North Carolina
COUNTY OF Mecklenburg

99
April The foregoing instrument was acknowledged before me this 13th day of April, 1992, by Eleanor G. Autry, V.P. & C.T.O., of First Union National Bank of Florida, a Florida banking corporation, on behalf of the corporation, as successor Trustee by operation of law to Southeast Bank, National Association, under an Indenture dated as of April 1, 1988, between Mid-State Trust II and Southeast Bank, National Association, and under a Servicing Agreement dated as of April 1, 1988, among Mid-State Trust II and Mid-State Homes, Inc., and Southeast Bank, National Association, party to the within and foregoing instruments, known to me personally to be such and the person who executed instrument on behalf of such association, or has produced Drivers License as identification and did ~~(did not)~~ take an oath.

Fayle L. Howie
Print Name: Fayle L. Howie
NOTARY PUBLIC
Commission No.:
My Commission Expires: November 8, 1995
(Seal)

RETURN TO:
JIM WALTER HOMES INC.
P. O. BOX 31601
TAMPA, FLORIDA 33631-3601

03/23/1994-09484
01:05 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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