

ALABAMA

Return to
 R. A. HOFFER, Atty.
 P. O. Box 1301
 BIRMINGHAM, AL 35201

ASSIGNMENT OF CORPORATE MORTGAGE

THIS ASSIGNMENT OF CORPORATE MORTGAGE, dated 31 August, 19 95, from First Union National Bank of Florida, a national banking association, as trustee under an Indenture dated as of March 1, 1995 ("Assignor"), 200 South Biscayne Boulevard, Miami, FL 33131, to William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust IV ("Assignee"), a business trust created under the laws of Delaware pursuant to a trust agreement dated as of March 1, 1995, 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 1992-20218, Page _____ 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, Trustee
 By: Mid-State Homes, Inc., its
 Attorney-in-Fact

By: *H.R. Clarkson*
 Name: H.R. Clarkson
 Title: Vice-President

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, Trustee, 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 31 day of August, 19 95.



OFFICIAL SEAL
 SYLVIA SMITH
 My Commission Expires
 Jun. 13, 1997
 Comm. No. CC 252931

My Commission Expires:

Sylvia Smith
 NOTARY PUBLIC
 Sylvia Smith

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-T-6

11/03/1995-31657
 09:15 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
 003-HEB 13.50

Inst # 1995-31657

264

OFF. REC. 77386 48

PREPARED BY AND RETURN TO:
THOMAS E. PORTSMOUTH, ATTORNEY AT LAW
P.O. BOX 31601
TAMPA, FLORIDA 33631-3601

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

POWER OF ATTORNEY

WHEREAS, First Union National Bank of Florida ("First Union") under and pursuant to that certain Indenture dated as of March 1, 1995 between Mid-State Trust IV, as Issuer, and First Union National Bank of Florida, as Trustee; 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 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 Trustee, all instruments, documents and certificates which may from time to time be required in connection with the Servicing Agreement, dated as of March 1, 1995, among the Servicer, Mid-State Trust IV ("Mid-State"), and First Union National Bank of Florida, 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 First Union, as Trustee under the Indenture, pursuant to Section 2.01 of the Servicing Agreement or Section 3.14 of the Indenture. 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, 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, Trustee, which terminates this Power of Attorney.



First Union National Bank of Florida, as Trustee

By: Lisa Derryberry
Lisa Derryberry, Vice-President

Barbara Lurie
BARBARA LURIE
Print name

Iliana N. Perez
ILIANA N. PEREZ
Print name

1995 APR 27 PM 3:57

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STATE OF FLORIDA

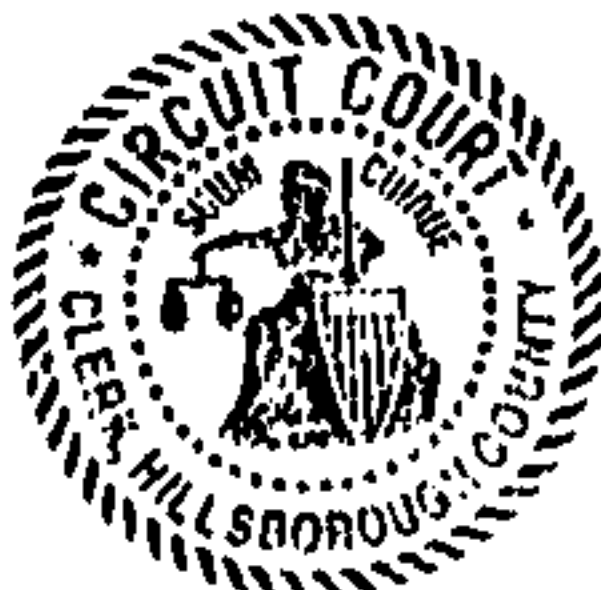
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COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26th day of April, 1995, by Lisa Derryberry, Vice-President of First Union National Bank of Florida, a national banking association, on behalf of the association, as Trustee, under an Indenture dated as of March 1, 1995 between Mid-State Trust IV and First Union National Bank of Florida, and under a Servicing Agreement dated as of March 1, 1995, among Mid-State Trust IV and Mid-State Homes, Inc., and First Union National Bank of Florida, as Trustee, party to the within and foregoing instruments, known to me personally to be such and the person who executed the foregoing instrument on behalf of such association, or has produced P.K. as identification and did (did not) take an oath.

OFFICIAL SEAL
NELSON LAMIS
NOTARY PUBLIC - FLORIDA
MY COMMISSION EXPIRES
DEC. 9, 1999
FDL _____ OTHER _____
CC-248109

Nelson Lamis
Notary Public



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 28th DAY OF April, 1995
RICHARD AKE, CLERK
BY Shirley A. Evans, D.C.

Inst # 1995-31657

11/03/1995-31657
09:15 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 NCD 13.50