

ALABAMA
ASSIGNMENT OF MORTGAGE

THIS ASSIGNMENT OF MORTGAGE, dated APRIL 21st 19 97, from William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust IV, c/o One Rodney Square, Wilmington, Delaware 19890 (the "Trust" and "Assignor"), a business trust created under the laws of Delaware pursuant to a trust agreement dated as of March 1, 1995, to First Union National Bank of Florida, a national banking association, as Trustee, 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 March 1, 1995, (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 , Page in the Public Records of SHELBY County, Alabama. 1997-18598

MORTGAGOR: FRANKIE LACEY

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 Capital Markets Assurance Corporation, 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 IV

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

By [Signature]
Name (Print) BECKY L. MOOK
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 BECKY L. MOOK 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 IV, 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 21st day of APRIL, 19 97.

My Commission Expires:

[Signature]
Notary Public
SANDRA M. SELF



SANDRA M SELF
My Commission CC317164
Expires Oct. 24, 1997
Bonded by ANB
800-852-5878

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

AFTER RECORDING RETURN TO:
Jim Waller Homes, Inc.
P. O. Box 31601
Tampa, FL 33631-3601
Attn: Ty Witherington

07/14/1997-22041
11:27 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
13:50
DOUG MEL

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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

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 its individual capacity but solely as trustee, and on behalf of Mid-State Trust IV, a business trust, created pursuant to the Trust Agreement dated March 1, 1995, 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 IV 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 IV 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 related to the Property, and to take all action required of Mid-States Trust IV or which may be necessary or proper in the premises with respect to the Property.

No party relying upon any instrument executed by either 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 IV 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 IV 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 IV does hereby ratify any and all acts performed in the name of Mid-State Trust IV and any and all documents executed in the name of Mid-State Trust IV by its Attorneys-in-Fact or its Attorney-in-Fact prior to the date hereof and subsequent to March 1, 1995 and acknowledges that any and all such acts or documents were fully authorized by Mid-State Trust IV and Mid-State Trust IV 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 therefor or recites merely a nominal consideration; any person dealing with the subject matter of such instrument may do so as if full consideration therefor had been expressed herein.

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IN WITNESS WHEREOF, the undersigned Mid-State Trust IV has caused these presents to be executed this 12th day of April, 1995.

MID-STATES Trust IV

By:

William J. Wade

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

Susie Deans

Witness
Susie Deans

Patti L. Schmid

Witness
Patti L. Schmid

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledge before me this 12th day of April, 1995 by William J. Wade, as Trustee for Mid-State Trust IV, under the Trust Agreement dated March 1, 1995, 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 and who did not take an oath.

Bonnie Doyne

NOTARY PUBLIC



Inst # 1997-22041

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07/14/1997-22041
11:27 AM, CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MEL 13.50