

CANCELLATION AND RELEASE OF MORTGAGE - ALABAMA

The debt secured by that certain mortgage recorded in _____ Book 236,
 Page 125 of the Records in the Office of the Judge of Probate of SHELBY
 County, Alabama, from F.D. HUCKABEE & ANN HUCKABEE
 to JIM WALTER HOMES, INC.

which was subsequently assigned to Mid-State Homes, Inc., and then ultimately assigned to First Union National Bank, formerly known as First Union National Bank of North Carolina and successor by merger to First Union National Bank of Florida, as Trustee, said assignment being evidenced by that document recorded in _____ Book 1992, Page 16442, of said records; having now been paid in full, said lien is hereby fully released, satisfied, discharged and cancelled.

IN WITNESS WHEREOF, William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust III, a business trust; and First Union National Bank, formerly known as First Union National Bank of North Carolina and successor by merger to First Union National Bank of Florida, as Trustee, a national banking association, both of which entities may have or claim some interest in said mortgage, acting through their respective attorneys-in-fact, have caused their names to be signed hereon this 6 day of MAY, 19 99.

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

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

By: 
 Name: BONNIE DOYNE
 Title: Vice President

FIRST UNION NATIONAL BANK, formerly
 known as First Union National Bank of North
 Carolina and successor by merger to First Union
 National Bank of Florida, Trustee

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

By: 
 Name: BONNIE DOYNE
 Title: Vice President

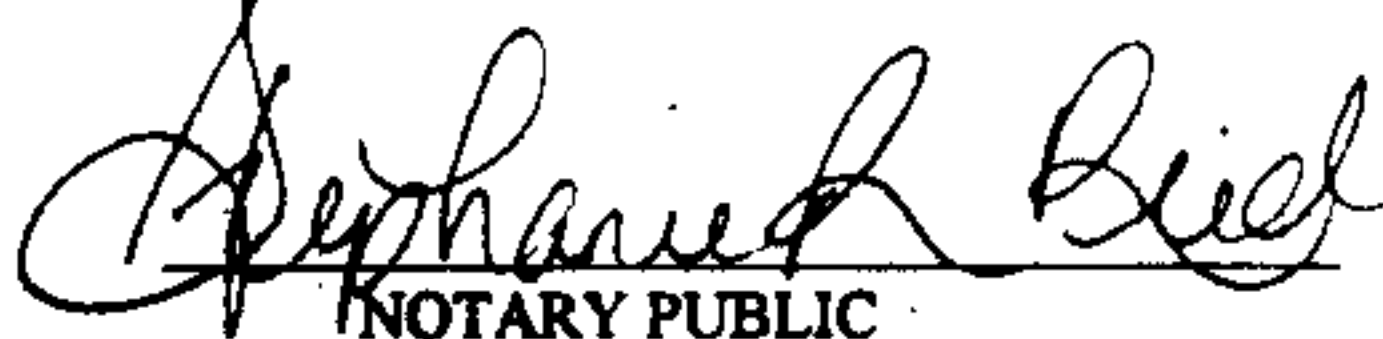
ACKNOWLEDGMENT

STATE OF FLORIDA
 COUNTY OF HILLSBOROUGH

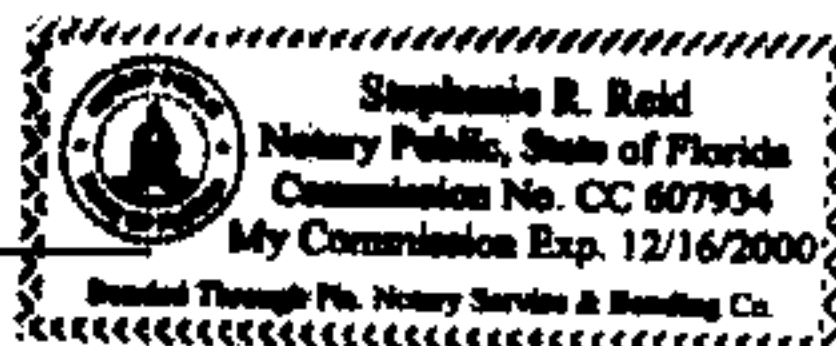
I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that BONNIE DOYNE, whose name as Vice President of Mid-State Homes, Inc., a corporation, as Attorney-in-Fact for William J. Wade, not in his individual capacity but solely as Trustee of Mid-State Trust 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 the instrument, (s)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.

Inst # 1999-19688
 05/11/1999-19688
 08:55 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 DOB: MRS
 21.00

WITNESS my hand and official seal as such Notary Public on this the 6 day of
MAY, 19 99.


NOTARY PUBLIC

My Commission Expires:

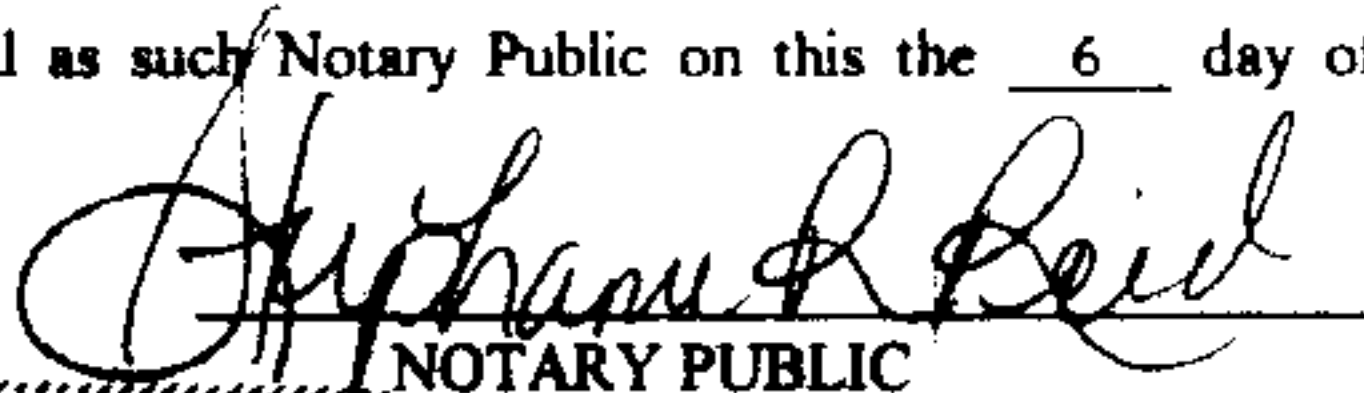


ACKNOWLEDGEMENT

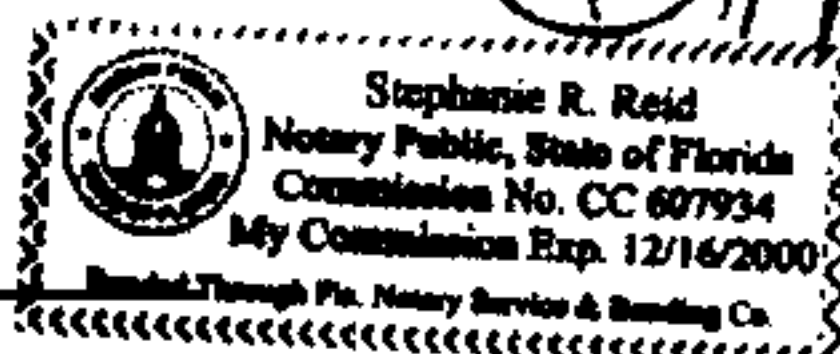
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that BONNIE DOYNE, whose name as Vice President of Mid-State Homes, Inc., a corporation, as Attorney-in-Fact for First Union National Bank, formerly known as First Union National Bank of North Carolina and successor by merger to 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 the instrument, (s)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.

WITNESS my hand and official seal as such Notary Public on this the 6 day of
MAY, 19 99.


NOTARY PUBLIC

My Commission Expires:



This Instrument Prepared by:
Thomas E. Portsmouth
Attorney at Law
P. O. Box 31601
Tampa, FL 33631-3601

After Recording Return To:
Mid-State Homes, Inc.
P. O. Box 31601
Tampa, FL 33631-3601
Attn: Bonnie Doyne

TEP-T-8A.III (Rev. 9/97)

PREPARED BY:
JEFFREY P. THOFER, ESQ.
1500 NORTH DALE MABRY HWY.
TAMPA, FLORIDA 33607

AND RETURN TO:
Bonnie Doyne
Mid-State Homes, Inc.
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 June 1, 1992, between Mid-State Trust III, 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 June 1, 1992, among the Servicer, Mid-State Trust III ("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. If required, First Union, as 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, 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

[Corporate Seal]
Kelly Lee Prencipia
Witness
Kelly Lee Prencipia
Print Name

By: Lisa Derryberry
Lisa Derryberry
Vice President

Barbara Lucie
Witness
Barbara Lucie
Print Name

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27 day of September, 1996, by Lisa Derryberry, Vice President of First Union National Bank of Florida, a Florida banking corporation, on behalf of the corporation, as Trustee, under an Indenture dated as of June 1, 1992 between Mid-State Trust III and First Union National Bank of Florida, and under a Servicing Agreement dated as of June 1, 1992, among Mid-State Trust III and Mid-State Homes, Inc., and First Union National Bank of Florida, 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 N/A as identification and did (did not) take an oath.

OFFICIAL SEAL
NELSON LAMIS
NOTARY PUBLIC - FLORIDA
MY COMMISSION EXPIRES
DEC. 8, 1998
FDL REC. KAYW OTHER
OC - 245104

Nelson Lamis
Print Name:
NOTARY PUBLIC
Commission No.:
My Commission Expires:

(Seal)

Tampa

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

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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: [Signature]
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

Inst # 1999-19688

05/11/1999-19688
08:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 106 21.06

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.

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

(SEAL)

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
... COMMISSION EXPIRES NOVEMBER 04, 1993
BONNIE DYOYNE AGENT'S NOTARY REGISTRATION

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 21st DAY OF July, 1992.

-3-

RICHARD AKE, CLERK
[Signature] DO.