

LIMITED POWER OF ATTORNEY

THE UNDERSIGNED HEREBY APPOINT GREEN TREE FINANCIAL CORP - ALABAMA or its affiliate ("Green Tree") as my/our Attorney-in-Fact to take the following actions as though executed by me/us:

- to apply for a Certificate or Duplicate Certificate of Title or Ownership on my/our behalf covering the collateral described below (the "Collateral"); or
- to execute in my/our behalf as my/our Attorney-in-Fact whatever documents are necessary to effectuate the sale of the Collateral in the event of a default by me/us under my/our Retail Installment Contract and Security Agreement, or Promissory Note and Security Agreement, as applicable (the "Contract") which results in a repossession and sale of the Collateral securing the Contract, subject to the terms of the Contract and applicable state law governing disposition of the Collateral; or
- retitle the Collateral to correct any errors or to insure the proper perfection of Green Tree's security interest in the Collateral.

This Limited Power of Attorney ("POA") shall not be affected by subsequent disability or incapacity of the principal, or by the lapse of time. This POA shall not be construed as a waiver of my/our rights under the Contract or applicable state law governing the Contract and the sale of Collateral.

FLEETWOOD ENTERPRISES

Manufacturer

1999 28 48

Year Width / Length

Make / Model

TNFX26 91662-HL12

Serial Number

D. W. NICHOLS

Type or Print Owner's Name

D. W. Nichols

Signature

CO RD 54
MONTEVALLO AL 35115

Permanent Mailing Address

ALICE NICHOLS

Type or Print Owner's Name

Alice Nichols

Signature

CO RD 54
MONTEVALLO AL 35115

Permanent Mailing Address

State of ALABAMA

County of Shelby ss

Subscribed and sworn before me on
this 15th day of April 99
MONTH YEAR
Joey W. Kay
NOTARY PUBLIC

MY COMMISSION EXPIRES: May 14, 2002

State of ALABAMA

County of Shelby ss

Subscribed and sworn before me on
this 15th day of April 99
MONTH YEAR
Joey W. Kay
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MY COMMISSION EXPIRES: May 14, 2002

Inst # 1999-23837

06/07/1999-23837
11:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
58.85
002 MMS