

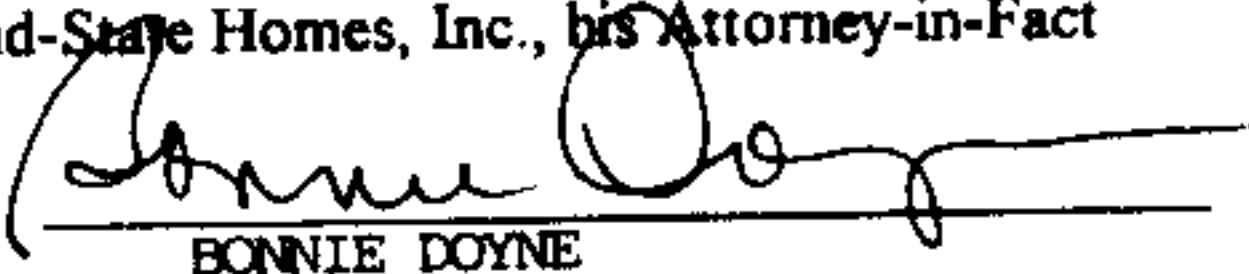
CANCELLATION AND RELEASE OF MORTGAGE - ALABAMA

The debt secured by that certain mortgage recorded in _____ Book 408, Page 964 of the Records in the Office of the Judge of Probate of SHELBY County, Alabama, from ROGER DALE BASS SR & KATHIE A. BASS 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, said assignment being evidenced by that document recorded in _____ Book 1993-40791, Page _____, 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 II, 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, 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 22 day of JUNE, 19 99.

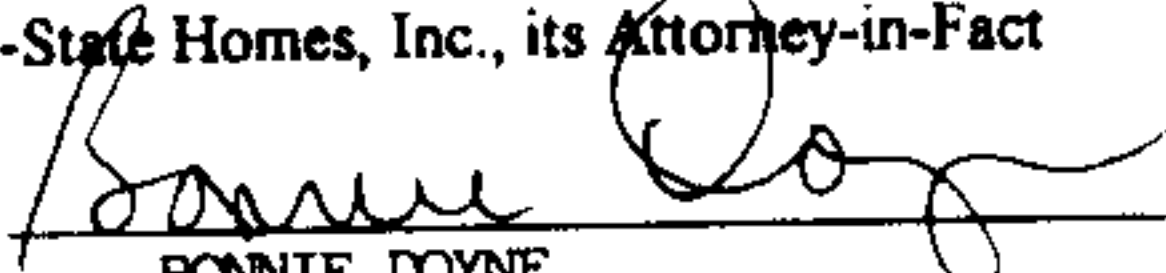
William J. Wade, not in his individual capacity but solely as trustee of Mid-State Trust II

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 II, 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.

06/28/1999-26882
10:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
DCA CDA 16.00

Inst # 1999-26882

WITNESS my hand and official seal as such Notary Public on this the 22 day of
JUNE, 19 99.

Linda Carrino
NOTARY PUBLIC

My Commission Expires:



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 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, 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, (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 as such Notary Public on this the 22 day of
JUNE, 19 99.

Linda Carrino
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-I-46.II (Rev. 9/97)

PREPARED BY:
JIMMYE (BASS) BAKER
HUNTERFORD, TARRANT, SEALINGS
& TOWNE, P.A.
P.O. BOX 3324
AMPA, FLORIDA 33504

AND RETURN TO:
JIMMYE M. MILLER, JR., ESQUIRE
FIRST UNION CORPORATION
LEGAL DIVISION
140 FIRST UNION CENTER 116-0630
CHARLOTTE, NORTH CAROLINA 28202

RECORDS VERIFIED
Richard Allen
Clerk of Circuit Court
Hillsborough County, Fla.
By Lyle M. LeDuc, D.O.

POWER OF ATTORNEY

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

STATE OF North Carolina

COUNTY OF Hicklanburg

The foregoing instrument was acknowledged before me this 11th 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 ~~take~~ take an oath.

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

RETURN TO
JIM WALTER HOMES INC.
P.O. BOX 31601
AMPA, FLORIDA 33601-3601

POWER OF ATTORNEY

2191

William J. Wade, not in his individual capacity but solely as trustee (the "Trustee") of Mid-State Trust II ("Mid-State"), a common law business trust created pursuant to the Trust Agreement dated March 28, 1988 by Mid-State Homes, Inc. as Grantor, hereby irrevocably constitutes and appoints Mid-State Homes, Inc. (the "Servicer") and/or Jim Waller Homes, Inc. (the "Sub-Servicer") his true and lawful attorney-in-fact and agent, to execute, acknowledge, verify, swear to, deliver, record and file, in his or his assignee's name, place and stead, 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 and Southeast Bank, N.A., 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 pursuant to section 2.01 thereof. If required, the Trustee shall execute and deliver to the Servicer and/or Sub-Servicer upon request therefore, such further designations, powers of attorney or other instruments as the Servicer and/or Sub-Servicer shall reasonably deem necessary for their purposes hereof.

1988 JUN 10 PM 3:17
88122813

William J. Wade,
not in his individual capacity
but solely as Trustee for
Mid-State Trust II under
the Trust Agreement dated as of
March 28, 1988.

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

By: Wade

STATE OF Delaware
COUNTY OF New Castle

Be it remembered that on this 2nd day of June, 1988 A.D. personally came before me, the undersigned, Notary Public in and for said State duly commissioned and sworn, William J. Wade not in his individual capacity but solely as trustee of Mid-State Trust II under the Trust Agreement dated as of March 28, 1988, known to me personally to be such and acknowledged to me that such instrument was his own act and deed, that the signature therein in his own proper handwriting, that his act of executing and delivering such instrument was duly authorized and that the facts stated therein are true. Given under my hand and seal of office this day and year aforesaid.

(Seal)



Wynne M. Marchese
Signature of Notary Public

My Commission Expires: 9/11/88

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 OF-
FICIAL SEAL THIS 10th DAY OF JUNE,
1988.
RICHARD AKE, CLERK
BY John M. Seck D.C.



TSP-M-24

ENCLOSURE ✓
Judy Waller Homes, Inc.
Herb Clarkson

06/28/1999-26882
10:48 AM CERTIFIED
HILLY COUNTY JUDGE OF PROBATE
004 CMH 16.08