

Shelby: AL

2

Inst # 1999-31669

07/29/1999-31669  
10:32 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE  
002 CRH 11.00

**PREPARED BY AND RETURN TO:**  
**JEFFREY P. THOFNER, ESQUIRE**  
P. O. BOX 31601  
TAMPA, FLORIDA 33631-3601

**POWER OF ATTORNEY**

WHEREAS, First Union National Bank ("First Union") under and pursuant to that certain Indenture dated as of December 10, 1998 between Mid-State Trust VII, as Issuer, and First Union National Bank, as Indenture 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;

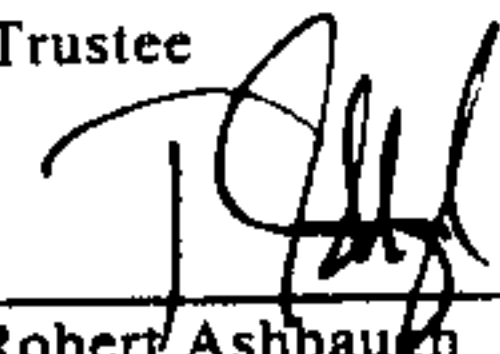
NOW, THEREFORE, First Union, as Indenture Trustee, hereby constitutes and appoints Mid-State Homes, Inc. (the "Servicer" under the said Indenture), and/or Jim Walter Homes, Inc. (the "Sub-Servicer" under the said Indenture), both Servicer and Sub-Servicer located at 1500 North Dale Mabry Highway, Tampa, 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 Indenture Trustee, all instruments, documents and certificates which may from time to time be required in connection with the Servicing Agreement, dated as of December 10, 1998, among the Servicer, Mid-State Trust VII ("Mid-State"), and First Union National Bank, as Indenture 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 Indenture Trustee under the Indenture, pursuant to Section 2.01 of the Servicing Agreement or Section 3.13 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, Indenture 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, Indenture Trustee, which terminates this Power of Attorney.

(Corporate Seal)

FIRST UNION NATIONAL BANK, as  
Indenture Trustee

  
Witness: Jeffrey P. Thofner

By:   
Name: Robert Ashbaugh  
Title: Vice President

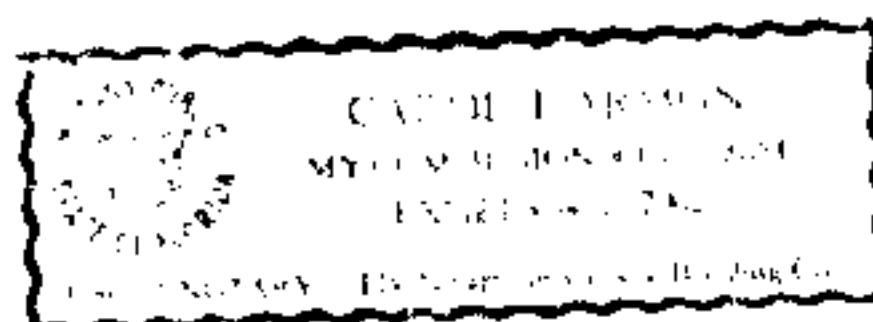
  
Witness: Vivian Hutcheson

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of January, 1999, by Robert Ashbaugh, Vice President of First Union National Bank, a national banking association, on behalf of the association, as Indenture Trustee, under an Indenture dated as of December 10, 1998 between Mid-State Trust VII and First Union National Bank, and under a Servicing Agreement dated as of December 10, 1998, among Mid-State Trust VII and Mid-State Homes, Inc., and First Union National Bank, as Indenture 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 and did not take an oath.

  
Notary Public: Carol Harmon  
My Commission Expires: 8/19/2002



Inst # 1999-31669

07/29/1999-31669  
10:32 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 CCH 11.00