

551522 VII CANCELLATION AND RELEASE OF MORTGAGE - ALABAMA

The debt secured by that certain mortgage recorded in Book 1997
Page 14059 of the Records in the Office of the Judge of Probate of Shelby County,
Alabama, from Daniel Keith Holcomb and Donna Holcomb
Jim Walter Homes, Inc.

which was subsequently assigned to Mid-State Homes, Inc., and ultimately assigned to First
Union National Bank, as Trustee, said assignment being evidenced by that document recorded in
Book 1999, Page 4950-52, 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 VII, a business trust; and First Union National Bank, 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 14 day of January, 2000

WILLIAM J. WADE, not in his individual capacity
but solely as trustee of Mid-State Trust VII

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

By:

Name: Bonnie Doyne

Title: Vice President

FIRST UNION NATIONAL BANK, Trustee

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

By:

Name: Bonnie Doyne

Title: Vice President

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

01/20/2000-02117
09:21 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

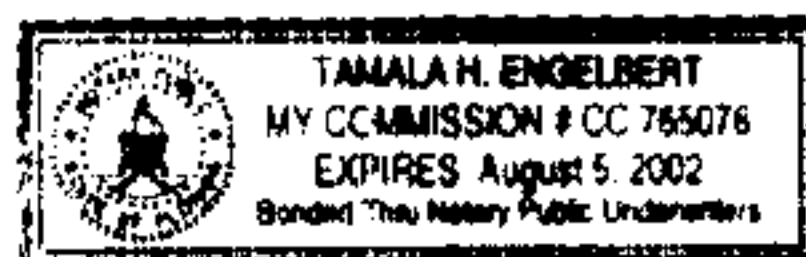
I, the undersigned authority, a Notary Public in and for said County, in said State, hereby
certify that Bonnie Doyne, whose name as Vice-President of Mid-State Homes, Inc., a
corporation, as Attorney-in-Fact for William J. Wade, not in her individual capacity but solely as
Trustee of Mid-State Trust VII, 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, she,
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 14 day of
January, 2000

Tamala H. Engelbert
NOTARY PUBLIC

Print Name:

My Commission Expires:

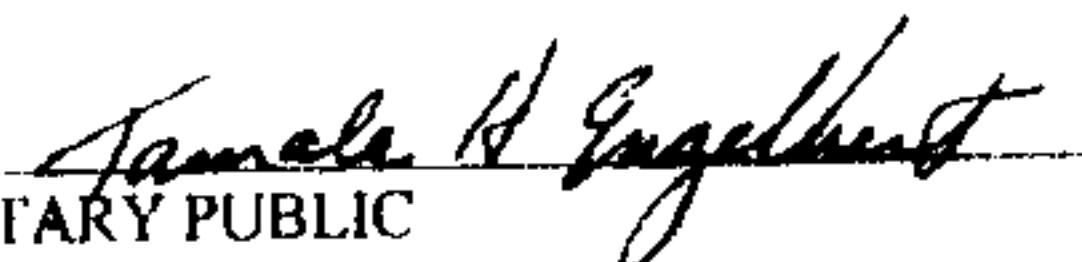


ACKNOWLEDGEMENT

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, 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, she, 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 14 day of January, ~~19~~2000.


NOTARY PUBLIC
Print Name:
My Commission Expires:



This Instrument Prepared by:
Jeffrey P. Thofner
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.VII (1/99)

RECORDED 02/15/99 03:02 PM
RICHARD AKE CLERK OF COURT
HILLSBOROUGH COUNTY
DEPUTY CLERK S Spencer

PREPARED BY AND RETURN TO:

JEFFREY P. THOFNER, ESQUIRE

P. O. BOX 31601

TAMPA, FLORIDA 33631-3601

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 VII, a business trust, created pursuant to the Trust Agreement dated December 10, 1998, 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);

WITNESSETH

WHEREAS, Mid-State Trust VII 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 VII 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-State Trust VII 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 VII 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 VII 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 VII does hereby ratify any and all acts performed in the name of Mid-State Trust VII and any and all documents executed in the name of Mid-State Trust VII by its Attorneys-in-Fact or its Attorney-in-Fact prior to the date hereof and subsequent to December 10, 1998 and acknowledges that any and all such acts or documents were fully authorized by Mid-State Trust VII and Mid-State Trust VII 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.

IN WITNESS WHEREOF, the undersigned Mid-State Trust VII has caused these presents to be executed this 13th day of January, 1999.

(Corporate Seal)

MID-STATE TRUST VII

Witness

Print Name: Jeffrey P. Thofner

Witness

Print Name: Vivian Hutcheson

By:

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

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of January, 1999, by William J. Wade, as Trustee for Mid-State Trust VII, under the Trust Agreement dated December 10, 1998, 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.



GINA M. ESTEVEZ
My Commission OC500220
Expires Oct. 09, 1999

Notary Public: Gina M. Estevez
My Commission Expires: 10/9/99

INSTRUMENT NUMBER

INSTR # 99044285

OR BK 09400 PG 0409

RECORDED 01/15/99 03:02 PM
RICHARD A. CLEGG, CLERK OF COURT
HILLSBOROUGH COUNTY
DEPUTY CLERK & Recorder

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 3.12 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 # 2000-02117

01/20/2000-02117
09:21 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 CJ1 21.00