(2)

Akyro Burford #5[illegible]702

file # 43

Cash Sale

TENNESSEE
SPECIAL WARRANTY DEED

ADDRESS NEW OWNER(S):	SEND TAX BILLS TO:	MAP PARCEL NUMBERS:
Waterstone Homes Corp **2375 Nashville Pike** **Gallatin,Tn** **37066**	**2375 Nashville Pike** **Gattlatin, Tn** **37066**	**710315400** 71-3-154

THIS INDENTURE, Made this **22nd** day of **July**, **2002**, BETWEEN Jim Walter Homes, Inc., a corporation existing under the laws of the State of Florida, having an address of P. O. Box 31601, Tampa, Florida 33631-3601, and Mid-State Trust VII, a business trust created under the laws of Delaware pursuant to a trust agreement dated as of December 10, 1998, operating by and through Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee of Mid-State Trust VII having an address of c/o Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890, Attention: Corporate Trust Department, hereinafter, collectively, the party of the first part, and

Waterstone Homes Corporation 2375 Nashville Pike, Gallatin, Tn 37066

of the County of **Davidson** and State of Tennessee, party of the second part, WITNESSETH, that the said party of the first part, for and in consideration of the sum of **$55,500.00- Fifty five thousand five hundred and no/100--** Dollars, to it in hand paid, the receipt whereof is hereby acknowledged, has granted, bargained, sold, aliened, remised, released, conveyed and confirmed, and by these presents doth grant, bargain, sell, alien, remise, release, convey and confirm unto said party of the second part, and **its** heirs and assigns forever, all that certain parcel of land lying and being in the County of **Davidson** and State of Tennessee, more particularly described on Exhibit A attached hereto and made a part hereof.

TOGETHER with all the tenements, hereditaments and appurtenances, with every privilege, right, title, interest and estate, reversion, remainder and easement thereto belonging or in anywise appertaining; TO HAVE AND TO HOLD the same in fee simple forever.

And the said party of the first part doth covenant with the said party of the second part that it is lawfully seized of the said premises; that they are free of all encumbrances, and that it has good right and lawful authority to sell the same; and the said party of the first part does hereby fully warrant the title to said land, and will defend the same against the lawful claims of all persons whomsoever by, through and under the party of the first part, but not otherwise.

IN WITNESS WHEREOF, the said party of the first part has caused these presents to be signed the day and year above written. See Power of Attorney: see attached.

JIM WALTER HOMES, INC.

By: _____
Name: **Joe Kelly**
Title: **Vice President**

MID-STATE TRUST VII
By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee of Mid-State Trust VII

By: Jim Walter Homes, Inc., Attorney-in-Fact for Wilmington Trust Company

By: _____
Name: **Joe Kelly**
Title: **Vice President**

Davidson County DEEDWARR
Recvd: 08/12/02 14:17 5pgs
Fees:28.00 Taxes:205.35
20020812-0097198

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned, a Notary Public, within and for the State and County aforesaid, personally appeared **Joe Kelly**, with whom I am personally acquainted and who upon his/her oath acknowledged himself/herself to be the **Vice President** of Jim Walter Homes, Inc., the within named bargainor corporation and that s/he, as such **Vice President**, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by the said **Joe Kelly** as such **Vice President**.

Witness my hand and official seal of office at Tampa, Hillsborough County, Florida on this the **22n** day of **July**, **2002**.

Sandra M. Self

NOTARY PUBLIC
Print Name: **Sandra M. Self**
My Commission Expires:

Sandra M Self
My Commission DD067745
Expires October 24, 2005

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, appeared **Joe Kelly**, with whom I am personally acquainted and who upon his/her oath acknowledged himself/herself to be **Vice President** of Jim Walter Homes, Inc., and that s/he, as such **Vice President**, being authorized so to do, executed the foregoing instrument for the purposes contained therein by signing same as **Vice President** of Jim Walter Homes, Inc., on behalf of the corporation acting as attorney-in-fact for Wilmington Trust Company, pursuant to a power of attorney of record in Book **9480**, Page **405**, Register's Office of Hillsborough County, Florida.

Witness my hand, at office, this the **22nd day of July 2002**.

Sandra M Self
My Commission DD067745
Expires October 24, 2005

Sandra M. Self

NOTARY PUBLIC
Print Name: **Sandra M. Self**
My Commission Expires:

STATE OF **FLORIDA**
COUNTY OF **HILLSBOROUGH**

The actual consideration or value, whichever is greater for this transfer is **$55,500.00**

Affiant: _____
Joe Kelly, Vice President

Subscribed and Sworn to before me, this the **22nd** day of **July**, **2002**.

Sandra M Self
My Commission DD067745
Expires October 24, 2005

Sandra M. Self

NOTARY PUBLIC
Print Name: **Sandra M. Self**
My Commission Expires:

THIS INSTRUMENT PREPARED BY:
Jeffrey P. Thofner, Attorney at Law
P. O. Box 31601
Tampa, FL 33631-3601
TEP-L-51.VII (Rev. 6/01)

AFTER RECORDING RETURN TO:
Jim Walter Homes, Inc.
P. O. Box 31601
Tampa, FL 33631-3601
Attn: C. T. Witherington

EXHIBIT 'A'

COUNTY OF DAVIDSON
STATE OF TENNESSEE

A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, TENNESSEE, DESCIRBED AS FOLLOWS:

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT 3 ON THE PLAT OF RESUBDIVISION OF LOT 153 AND 154, JB HAYNIE'S ORIENTAL SUBDIVISION OF RECORD IN BOOK 4955, PAGE 64, REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE. LOT NO. 3 FRONTS 50 FEET ON THE SOUTHERLY SIDE OF KINGSTON STREET AND RUNS BACK 140 FEET BETWEEN PARALLEL LINES TO AN ALLEY IN THE REAR AND MEASURES 50 FEET THEREON.

BEING THE SAME PROPERTY CONVEYED UNTO ARKYRO M. BURFORD, BY WARRANTY DEED FROM THE NASHVILLE HOMESTEAD CORPORATION DATED MAY 1, 1997 RECORDED MAY 1, 1997, IN BOOK 10436, PAGE 751 OF THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

PROPERTY ADDRESS: 132 KINGSTON ST. NASHVILLE, TN.

THIS BEING THE SAME PROPERTY CONVEYED FROM CRAIG R. ALLEN, TRUSTEE, TO MID STATE TRUST VII, BY TRUSTEE'S DEED OF RECORD IN INSTRUMENT #20020509-0057683, RECORDED ON 5-9-02.

Being the same property conveyed by deed dated 5/28/2002 from Mid-State Trust VII to Jim Walter Homes, Inc., which is being recorded simultaneously herewith, as Instrument # 20020812-0097197

PARCEL # 71-02 154.00

Less and except any road right of ways of record. Grantor does not assume any liability for unpaid taxes.

INSTR # 99044283
OR BK 09480 PG 0405
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 Wilmington Trust Company, not in its 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

Witness
Print Name: Jeffrey P. Thofner

Witness
Print Name: Vivian Hutcheson

(Corporate Seal)

ATTEST:

By:
Name: Donald G. MacKelcan
Title: Assistant Secretary

MID-STATE TRUST VII

By: Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee

By:
Name: James P. Lawler
Title: Vice President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of January, 1999, by James P. Lawler, Vice President of Wilmington Trust Company, 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 CC500239
Expires Oct. 09, 1999

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