

13351... 409... 19...

BK 1541 PG 0033

BK 1992 PG 0219

STATE MS.-DESOTO CO. *dt*

AUG 2 3 24 PM '02 *me*

BK 1541 PG 33
W.E. DAVIS CH. CLK.

Assignment is re-recorded to add Power of Attorney and to correct and replace assignment recorded in Book 1541 at Page 33.

PREPARED BY & RETURN TO:
S. A. Wileman
Orion Financial Group, Inc.
2860 Exchange Blvd. # 100
Southlake, TX 76092
(888) 316-7466

Assignment of Mortgage

Send Any Notices To Assignee.

For Valuable Consideration, the undersigned, **BANK OF ALABAMA 2340 Woodcrest Place, Suite 250, Birmingham, AL 35209 (Assignor)** by these presents does assign and set over, without recourse, to **ASSOCIATES HOME EQUITY SERVICES, INC. 250 E. Carpenter Freeway, Irving, TX 75062 (Assignee)** the described mortgage, together with certain note(s) described with all interest, all liens, any rights due or to become due thereon, executed by ROSHELL R. RUCKER to BANK OF ALABAMA. Said mortgage **Dated: 11/10/2000** is recorded in the State of MS, County of De Soto on 11/17/2000, as **Book 1265 Page 0653** AMOUNT: \$ 233,400.00
SEE ATTACHED EXHIBIT A

Property Address: 7650 RIGMOORE POINT NORTH, OLIVE BRANCH, MS 38654

* AND RE-RECORDED IN BOOK 1734 PAGE 377
IN WITNESS WHEREOF, the undersigned corporation has caused this instrument to be executed by its proper officer who was duly authorized by a resolution of its board of directors.

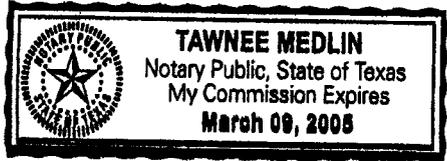
Dated: 7/31/2002
BANK OF ALABAMA
Orion Financial Group, Inc. Its Attorney in fact

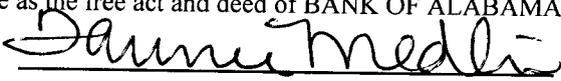
By: 
M. E. Wileman, Vice President



State of Texas
County of Tarrant

On 7/31/2002, before me, the undersigned, M. E. Wileman, who acknowledged that he/she is Vice President of/ Orion Financial Group, Inc. Its Attorney in fact for BANK OF ALABAMA and that he/she executed the foregoing instrument and that such execution was done as the free act and deed of BANK OF ALABAMA .




Notary public, Tawnee Medlin

My commission expires: March 9, 2005

RECEIVED

AUG 1 2 2002

Orion Financial Group, Inc.
Mortgage Services Div.

STATE MS.-DESOTO CO. *SS*
MAY 19 11 13 AM '04 *SS*

MS De Soto

184728
AHES-WH/PHOFUN/ASO

1992 PG 219
W.E. DAVIS CH. CLK.

Exhibit A

LOT 12, OAKWOOD PARK SUBDIVISION, IN SECTION 8, TOWNSHIP 2 SOUTH, RANGE 6 WEST, DESOTO COUNTY, MISSISSIPPI, AS PER PLAT THEREOF RECORDED IN PLAT BOOK 68, PAGES 4-7, IN THE OFFICE OF CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI.

99089492 De Soto County, MS

AHES-WH/PHOFUN/AS

RECEIVED
AUG 1 2 2002
Orion Financial Group, Inc.
Mortgage Services Div.

15

Return To: S.A. Wileman
Orion Financial Group, Inc.
2860 Exchange Blvd. # 100
Southlake TX 76092

LIMITED POWER OF ATTORNEY

Bank of Alabama (hereinafter called "Seller") hereby appoints Associates Home Equity Services, Inc. ("Purchaser"), as its true and lawful attorney-in-fact to act in the name, place and stead of Seller for the purposes set forth below. This Limited Power of Attorney is given pursuant to a certain Master Mortgage Loan Purchase Agreement by and between Seller and Associates Home Equity Services, Inc. (the "Agreement") to which reference is made for the definition of all capitalized terms herein.

Now therefore, Seller does hereby constitute and appoint Purchaser the true and lawful attorney-in-fact of Seller and in Seller's name, place, and stead with respect to each mortgage loan sold to Purchaser pursuant to the Agreement for the following, and only the following, purposes:

1. To execute, acknowledge, seal and deliver deed of trust/mortgage note endorsements, assignments of deed of trust/mortgage and other recorded documents, satisfactions/releases/reconveyances of deed of trust/mortgage, tax authority notifications and declarations, deeds, bills of sale, and other instruments of sale, conveyance, and transfer, appropriately completed, with all ordinary or necessary endorsements, acknowledgments, affidavits, and supporting documents as may be necessary or appropriate to effect its execution, delivery, conveyance, recordation or filing.
2. To negotiate Loan payment checks, hazard insurance claim checks and similar negotiable instruments received related to the Loans and take other actions incident to its ownership and servicing of the Loans.

Seller intends that this Limited Power of Attorney be coupled with an interest and is not revocable.

Seller further grants to its attorney-in-fact full authority to act in any manner both proper and necessary to exercise the foregoing powers, and ratifies every act that Purchaser may lawfully perform in exercising those powers by virtue hereof. Seller further grants to Purchaser the limited power of substitution and revocation of another party for the purposes set forth therein, hereby ratifying and confirming all that the attorney in fact, or a substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers.

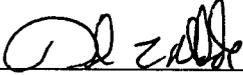
 S.A. Wileman
 President
 Bank of Alabama



Purchaser shall indemnify, defend, and hold harmless Seller, its successors and assigns, from and against any and all losses, costs, expenses (including, without limitation, reasonable attorneys' fees), damages, liabilities, demand, or claims of any kind whatsoever, ("Claims") arising out of, related to, or in connection with (i) any act taken by Purchaser pursuant to this Limited Power of Attorney, which act results in a Claim solely by virtue of the unlawful use of this Limited Power of Attorney (and not as a result of a Claim related to the underlying instrument with respect to which this Limited Power of Attorney has been used), or (ii) any use or misuse of this Limited Power of Attorney in any manner or by any person or entity not expressly authorized hereby.

IN WITNESS WHEREOF, Seller has executed this Limited Power of Attorney this 11/27, 2000

SELLER

By: 

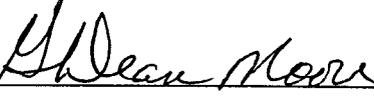
Name: David L. Molde

Title: Sr. Vice President



Witnesses:





STATE OF §
COUNTY OF §

BEFORE ME, _____, a Notary Public in and for the jurisdiction aforesaid, on this ___ day of _____, 20___, personally appeared _____, who is personally known to me to be _____. The person who executed the foregoing instrument to be his/her free and voluntary act and deed as _____ for the uses, purposes and consideration therein set forth.

Witness my hand and official seal this _____ of _____, 20__.

My Commission Expires:

(_____)

[Faint notary seal and signature]

STATE OF ALABAMA
COUNTY OF JEFFERSON

BEFORE ME, Sheryl Daugherty Jeffries, a Notary Public in and for the jurisdiction aforesaid, on this 28th day of November, 2000, personally appeared DAVID L. MOLDE, who is personally known to me to be the SR. VICE PRESIDENT of BANK OF ALABAMA. The person who executed the foregoing instrument to be his/her free and voluntary act and deed as SR. VICE PRESIDENT for BANK OF ALABAMA for the uses, purposes, and consideration therein set forth.

Witness my hand and official seal this 28th day of November, 2000.

[Signature of Sheryl Daugherty Jeffries]
Sheryl Daugherty Jeffries
My Commission Expires: 6/20/2002

APPOINTMENT OF SUBSTITUTE UNDER POWER OF ATTORNEY

To All Whom These Presents Shall Come, Greeting:

Whereas, **Bank of Alabama**, by a power of attorney under its hand, appointed the undersigned, Associates Home Equity Services, Inc., its attorney in fact for it and in its name, with limited power of substitute to appoint another to endorse or assign notes or security instruments in **Bank of Alabama**.

Now, therefore, by virtue of such power, Associates Home Equity Services, Inc., hereby **appoints Orion Financial Group, Inc.**, or any of its authorized agents, employees or representatives to be the attorney in fact of the said **Bank of Alabama**, for it and in its name, to do and perform only the acts of endorsing or assigning those notes, contracts, and other evidence of debt and the related security instruments.

Associates Home Equity Services, Inc.

By: *Elaine Allred*

Name: Elaine Allred

Title: Vice President

Dawn Rickards

Witness: Dawn Rickards

Enadia Trevino

Witness: Enadia Trevino

ACKNOWLEDGEMENT

State of Texas

County of Dallas

Personally appeared before me, the undersigned authority in and for the said County and State, 12/22/00, within my jurisdiction, the within named Elaine Allred who acknowledged that he/she is the Vice President of Associates Home Equity Services, Inc., and that for and on behalf of the said corporation, and as its act and deed he/she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Witness my hand and official seal.

Debbie Anderson
Notary Public, Debbie Anderson
My Commission Expires: 09/08/02

D201038696
 ORION FINANCIAL GROUP INC
 2860 EXCHANGE BLVD #100
 SOUTHLAKE TX 76092

-W A R N I N G-T H I S I S P A R T O F T H E O F F I C I A L R E C O R D -- D O N O T D E S T R O Y

I N D E X E D -- T A R R A N T C O U N T Y T E X A S
 S U Z A N N E H E N D E R S O N -- C O U N T Y C L E R K
 O F F I C I A L R E C E I P T

T O : O R I O N F I N A N C I A L G R O U P I N C

RECEIPT NO	REGISTER	RECD-BY	PRINTED DATE	TIME
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2	10 COPIES	CC			C O P I E S

T O T A L : D O C U M E N T S : 0 1 F E E S : 1 0 5 . 0 0

B Y: _____

ANY PROVISION WHICH RESTRICTS THE SALE RENTAL OR USE
 OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE
 IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

STATE OF TEXAS } I, SUZANNE HENDERSON, County clerk in and for said County and State,
COUNTY OF TARRANT } do hereby certify that the above and foregoing is a true and correct copy
of the instrument, filed for record on the 23RD FEB. 2001, and day recorded on
the 23RD FEB. 2001 in Instrument Number D2001038696
Volume _____ Page _____ of the

Real Property Recorded in Tarrant County, Texas.
WITNESS my hand and seal of office at Fort Worth, Texas this 27th FEB. 2001 day of _____

SUZANNE HENDERSON, COUNTY CLERK
TARRANT COUNTY, TEXAS

By Linda Gillam Deputy

RECEIVED

MAR 19 2001

Orion Financial Group, Inc.
Mortgage Services Div.



Linda Gillam

*Orion + Assoc.
(Fed Ex)*