

68992

Vol. 179 Page 40187

98 NOV -2 P3:39

RECORD AND RETURN TO:

TMS Mortgage Inc. dba The Money Store
4111 South Darlington, Suite 300
Tulsa, OK 74135
Attention: Kim Buller

MTC 46048

8512 7660

**POWER OF ATTORNEY
LIMITED**

"THIS POWER OF ATTORNEY AUTHORIZES THE PERSON NAMED BELOW AS MY ATTORNEY-IN-FACT TO DO ONE OR MORE OF THE FOLLOWING: TO SELL, LEASE, GRANT, ENCUMBER, RELEASE, OR OTHERWISE CONVEY ANY INTEREST IN MY REAL PROPERTY AND TO EXECUTE DEEDS AND ALL OTHER INSTRUMENTS ON MY BEHALF, UNLESS THIS POWER OF ATTORNEY IS OTHERWISE LIMITED HEREIN TO SPECIFIC REAL PROPERTY."

KNOW ALL PERSONS BY THESE PRESENTS: that the undersigned, being duly appointed Vice Presidents of The Bank of New York, being duly empowered and authorized to do so, do hereby make, constitute and appoint either of the following officers of TMS Mortgage Inc.

	Stephen E. Schneider	Vice President
or		
	Richard G. Williams	Vice President
or		
	Chad A. Neel	Vice President

As the true and lawful attorney-in-fact for The Bank of New York, as Trustee under the Pooling and Servicing Agreement dated as of November 30, 1997, Series 1997-D (the "Bank") in its name, place and stead, and for its use and benefit;

1. To sign on behalf of the Bank any and all documents, including a foreclosure deed, relating to matters involving the eviction of occupants, connection or disconnection of all utilities, the maintenance, marketing of or listing for sale of execution of any and all documents required to foreclose on, sell and convey the property located at 5444 Sherwood Dr., Klamath Falls, OR.

2. This power of attorney shall be limited to the above mentioned exercise of power.

15

3. This instrument is to be construed and interpreted as a limited power of attorney. The enumeration of specific items, rights, acts or powers herein is not intended to, nor does it give rise to, and it is not to be construed as a general power of attorney.

4. The rights, power and authority of said attorney herein granted shall commence and be in full force and effect on September 21, 1998 and such rights, powers and authority shall remain in full force and effect thereafter until the earlier of the date in which said property is sold and all matters relating to the sale have terminated or 180 days from the date of execution hereof.

IN WITNESS WHEREOF, I have here unto set my hand this 22 day of September, 1998.

THE BANK OF NEW YORK, AS
TRUSTEE UNDER THE POOLING AND
SERVICING AGREEMENT DATED
NOVEMBER 30, 1997, SERIES 1997-D

By: 

Vice President

FRANKLIN B. AUSTIN

By: 

Vice President

ROBERT P. MULLER

Assistant Vice President

STATE OF: New York

COUNTY OF: Kings

On SEP 22 1998, before me, a Notary Public in and for said County and State, personally appeared and being first duly sworn FRANKLIN B. AUSTIN and ROBERT P. MULLER personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) who signed the aforesaid instrument as the Assistant Vice President and Assistant Vice President, respectively, of The Bank of New York as Trustee under the Pooling and Servicing Agreement dated as of November 30, 1997, Series 1997-D, on behalf of said corporation.

Witness my hand and official seal the day and year first written above.


Notary

LUIS A. AMADOR JR.

Notary Public, State of New York
No. 01AM600603, Qual. in Kings Co.
Certificate Filed in Kings County
Commission Expires Dec 22, 1999

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Amerititle the 2nd day
of November A.D., 19 98 at 3:39 o'clock P. M., and duly recorded in Vol. M98
of Deeds on Page 40187

FEE \$15.00

By Bernetha G. Letsch, County Clerk