

POWER OF ATTORNEY

MT 43988

KNOW ALL MEN BY THESE PRESENTS The Bank of New York, a banking corporation organized and existing under the laws of the State of New York and having an office for the conduct of business at 101 Barclay Street, New York, New York 10286 solely in its capacity as trustee (in such capacity the "Trustee") under various Pooling and Servicing Agreements entered into from time to time among Headlands Mortgage Company, as master servicer (the "Master Servicer"), and the Trustee (each a "Pooling Agreement") and not in its individual corporate capacity, hereby constitutes and appoints Headlands Mortgage Company, a corporation organized and existing under the laws of the State of California and in its capacity as Master Servicer, as its true and lawful attorney-in-fact, in its name, place and stead for its use and benefit, in accordance with the terms of the related Pooling Agreement, to execute and acknowledge in writing or by facsimile stamp any and all instruments of satisfaction or cancellation, or of partial or full release or discharge and all other comparable instruments, with respect to the Mortgage Loans, and with respect to the Mortgaged Properties held for the benefit of the Certificateholders, to execute an acknowledge in writing or by facsimile stamp any and all documents which are customarily and reasonably necessary and appropriate to effectuate foreclosure, any legal action brought to obtain judgment against the Mortgage on the Mortgage Note or the Mortgage, to obtain a deficiency judgment or other conversion of the ownership of the Mortgaged Property securing any Mortgage Loan, to execute and acknowledge in writing or by facsimile stamp any and all instruments related to the marketing and disposition of any REO Property, to execute and acknowledge in writing or by facsimile stamp all documents which are customarily and reasonably necessary and appropriate (including Uniform Commercial Code termination statements) for the release or assignment (whether by a Mortgage Extension and Consolidation Agreement or other form of Assignment) of a mortgage, deed of trust or deed to secure debt or other similar security instrument (including co-op mortgages) upon payment and discharge of all sums secured thereby and which relate to the Mortgage Loans owned by the undersigned, as Trustee serviced by Headlands Mortgage Company pursuant to the related Pooling Agreement whether the undersigned is named therein as mortgagee or beneficiary or has become mortgagee or beneficiary by virtue of assignment of such mortgage, deed of trust or deed to secure debt or other similar security instrument (including co-op mortgages).

The undersigned gives to said attorney-in-fact full power and authority to execute such instruments as if the undersigned were personally present, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by authority hereof. Third parties without actual notice may rely upon the power granted to said attorney-in-fact under this Power of Attorney and may assume that, upon the exercise of such power, all conditions precedent to such exercise of power have been satisfied and this Power of Attorney has not been revoked unless an Instrument of Revocation has been recorded.

This power of attorney has been executed and is effective as of this 10th day of February, 1997 and the same shall continue in full force and effect until the occurrence of any of the following events or until revoked in writing by the undersigned:

- i. the suspension or termination of Headlands Mortgage Company as Master Servicer with respect to the Mortgage Loans serviced under all of the Pooling Agreements.
- ii. the transfer of servicing to another Master Servicer with respect to the Mortgage Loans serviced under all of the Pooling Agreements.
- iii. the appointment of a receiver or conservator with respect to the business of Headlands Mortgage Company.

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by Kathleen Rose

- iv. the filing of voluntary or involuntary petition of bankruptcy by Headlands Mortgage Company or any of its creditors.

Notwithstanding the foregoing, the power and authority given to said attorney-in-fact under this Power of Attorney shall be revoked with respect to a particular Pooling Agreement and the Mortgage Loans subject thereto upon the occurrence of:

- i. the suspension or termination of Headlands Mortgage Company as Master Servicer under such Pooling Agreement or of the attorney-in-fact under the related Agreement, or
- ii. the transfer of servicing under such Pooling Agreement from Headlands Mortgage Company to another Servicer or from said attorney-in-fact under the related Agreement to another Master Servicer.

Nothing contained herein shall be deemed to amend or modify the related Pooling Agreements or the respected rights, duties or obligations of the Trustee or Headlands Mortgage Company thereunder, and nothing herein shall constitute a waiver of any rights or remedies thereunder.

Capitalized terms used but not defined herein shall have the meanings ascribed to them under the Pooling Agreement.

The Bank of New York as Trustee
as aforesaid and not individually

WITNESS:

Leslie P. Reinwein

[Signature]
Assistant Vice President

State of New York)
)ss
County of New York)

On the 10th day of February, 1997, before, a Notary Public in and for said State, personally appeared Franklin Austin, known to me to be an Assistant Vice President of The Bank of New York that executed the within instrument and also known to me to be the person who executed said instrument on behalf of said New York banking corporation and acknowledged to me that such New York banking corporation executed the within instrument.

IN WITNESS THEREOF, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written.

O. D. SCOTT, JR.
Notary Public, State of New York
No. 01SC5059313
Qualified in New York County
Commission Expires April 29, 1998

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STATE OF OREGON : COUNTY OF KLAMATH: ss.

Filed for record at request of _____ Amerititle _____ the _____ 11th _____ day
of _____ March _____ A.D. 1999 at 3:12 o'clock P. M., and duly recorded in Vol. M99
of _____ Power of Attorney _____ on Page 8641

FEE

\$10.00

Linda Smith, County Clerk
by Kathleen Rose