

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, the Undersigned, Fleet Finance, Inc. (and affiliated companies; see attached Exhibit A) ("Seller"), for valuable consideration, given and paid by Empire Mortgage X Inc. ("Buyer"), receipt whereof is hereby acknowledged, constitutes and appoints Charles Lott (a duly authorized Officer of Buyer), or his successor(s) in office, the true and lawful Attorney-In-Fact of the Seller ("Attorney"), with full power by an instrument in writing to appoint a substitute or substitutes for and in the name and stead of the Seller but for the benefit of Buyer, to endorse, and/or assign without recourse to Buyer any and all indebtedness, notes, commercial paper, promises to pay, conditional sales contracts, and other obligations (collectively, "Contracts"), and to execute Lost Note Affidavits in furtherance thereof, and any and all claims, choses in action, and rights and causes of action relating thereto, including without limitations any and all insurance policies held as security for said Contracts, and all other property of every kind described in that certain Loan Sale Agreement dated December 16, 1996, for Loan Sale No. AMG-96-025, between the Seller and the Buyer, under which Loan Sale Agreement title to the Contracts and other property and the right and interest of the Seller in all security for the Contracts have been sold, delivered to and vested in Buyer; the Seller hereby ratifying and confirming all acts and things lawfully done by the Attorney or his substitute or substitutes in pursuance of the authority herein granted.

This Limited Power of Attorney shall be effective as of the execution date hereof, and shall continue in full force and effect until the earlier of December 31, 1997, or the Seller's execution and delivery to the Buyer of an instrument revoking the authority hereby granted (the "Revocation").

IN WITNESS WHEREOF, the Seller has executed this instrument this 25th day of April, 1997.

Witnesses:

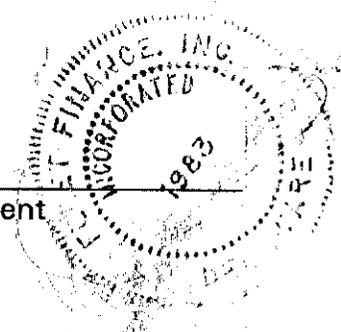
Thomas R. Osnee

[Signature]

Notary

FLEET FINANCE, INC.

[Signature]
Cory Braun, Vice President



STATE MS. - DESOTO CO.
FILED

JAN 20 10 56 AM '98

ATTEST:

Kathy Camp
Kathy Camp, Assistant Secretary

BK 76 PG 398
W.E. DAVIS CH. CLK.

STATE OF GEORGIA)
COUNTY OF DEKALB)

BEFORE ME, the undersigned authority, a Notary Public in and for the State and County aforesaid, on this 25th day of April, 1997, personally appeared before me Cory Braun and Loretta L. Salzano, who acknowledged themselves to be Vice President and Assistant Secretary, respectively, of Fleet Finance, Inc., the corporation in whose name the foregoing Limited Power of Attorney was executed, and that they, in such capacities, being authorized so to do, executed the foregoing Limited Power of Attorney for the purposes therein contained by signing their names thereunto as their free act and deed, and as the free act and deed of such corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.




Notary Public

PREPARED BY:

FLEET FINANCE, INC
6 EXECUTIVE PARK DRIVE, SUITE 300
ATLANTA, GA 30329

(4040) 320-2700

EXHIBIT A**TO LIMITED POWER OF ATTORNEY UNDER LOAN SALE AGREEMENT
LOAN SALE NO. AMG-96-025**

The following legal entities are affiliates of Fleet Finance, Inc., "Seller" under the terms of the above noted agreement:

1. Fleet Finance, Inc. (a Delaware corp.)
2. Fleet Finance, Inc. (a Florida corp.)
3. Fleet Finance & Mortgage, Inc. (a Florida corp.)
4. Fleet Mortgage Brokers, Inc. (a Florida corp.)
5. Fleet Finance, Inc. (a Rhode Island corp.)
6. Fleet Finance, Inc. of GA (a Georgia corp.)
7. Fleet Finance of Louisiana, Inc. (a Louisiana corp.)
8. Fleet Industrial Loan Co. of Minnesota, Inc.
9. Fleet Finance, Inc. (a North Carolina corp.)
10. Fleet Finance and Mortgage, Inc. (a North Carolina corp.)
11. Fleet Consumer Discount Company (a Pennsylvania corp.)
12. Fleet Finance, Inc. (a South Carolina corp.)
13. Fleet Finance, Inc. (a Tennessee corp.)
14. Fleet Industrial Loan Co. (a Virginia corp.)