

7556123  
01/19/2000 09:06 AM 14:00  
NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
FAIRBANKS CAPITAL CORP  
3815 S WEST TEMPLE  
SLC UT 84115-4412  
BY: RDJ, DEPUTY - WI 3 p.

LIMITED POWER OF ATTORNEY

7556123

This Limited Power of Attorney is executed as of November 19, 1999, by COMPANION MORTGAGE CORPORATION, a company having an office at 4435 Main St., Suite 500, Kansas City, Missouri 64111 ("Companion"), appointing as attorney-in-fact FAIRBANKS CAPITAL CORP., a Utah corporation having an office at 3815 South West Temple, Salt Lake City, Utah 84115-4412 ("Fairbanks").

RECITALS:

A. Companion and Fairbanks are parties to that certain Subprime Servicing Agreement (the "Agreement"), dated as of July 1, 1998, pursuant to which Fairbanks, as servicer, will service certain mortgage loans listed in the Mortgage Loan Schedule attached to the Agreement ("Mortgage Loans").

B. In connection with Fairbanks' performance of such functions, Fairbanks has requested that Companion empower Fairbanks to execute certain documents on its behalf as further described herein.

NOW, THEREFORE, the parties agree as follows:

1. Companion hereby appoints Fairbanks as its attorney-in-fact, with full power of substitution, to exercise at any time, in accordance with the Agreement, all or any of the following powers with respect to the Mortgage Loans: (i) to execute on behalf of Companion any documents or instruments necessary to collect payments against, to liquidate or cancel any related mortgage, in accordance with the Agreement, and to otherwise manage and service the Mortgage Loans and related properties in accordance with the Agreement; (ii) to execute documents on behalf of Companion in connection with any bankruptcy or receivership of a related mortgagor; (iii) to execute on behalf of Companion any documents necessary to carry out foreclosure of any mortgaged property securing a Mortgage Loan and (iv) to execute on behalf of Companion any documents and agreements necessary for the offer, listing, closing of sale and conveyance of any related real estate owned ("REO") property. This limited power of attorney is not intended to extend the powers granted to Fairbanks under the Agreement or to allow Fairbanks to take any action with respect to a Mortgage Loan not authorized by the Agreement.

2. Companion represents that any bank, title company or other institution may rely on this Limited Power of Attorney in honoring the acts of Fairbanks hereunder.

3. Fairbanks hereby agrees to indemnify and hold Companion and its directors, officers, employees and agents harmless from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever incurred by reason or result of or in connection with the exercise by

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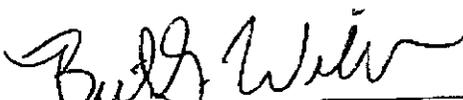
Fairbanks of the powers granted to it hereunder. The foregoing indemnity shall survive the termination of this Limited Power of Attorney.

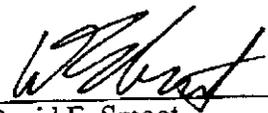
4. This Limited Power of Attorney is entered into and shall be governed by the laws of the state of Utah.

IN WITNESS WHEREOF, the parties have executed this Limited Power of Attorney on the day and year first above written.

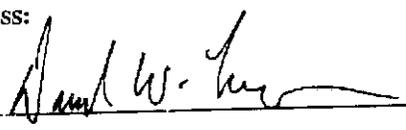
COMPANION MORTGAGE CORPORATION

FAIRBANKS CAPITAL CORP.

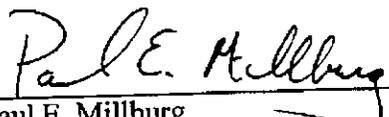
  
By: Bret G. Wilson  
Title: President

  
By: David E. Smoot  
Assistant Secretary

  
By: Bernard J. Rhoads  
Title: Assistant Vice-President

WITNESS:  
  
Daryl W. Lyman

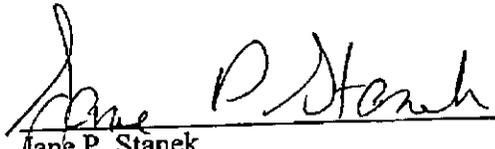
WITNESS:

  
Paul E. Millburg

WITNESS:

  
Carol A. Lynn

WITNESS:

  
Jane P. Stanek

BK8336PG7477

STATE OF MISSOURI )  
 : ss.  
COUNTY OF JACKSON )

On the 19th day of November 1999, before me, a Notary Public in and for said State, personally appeared BRET G. WILSON, BERNARD J. RHOADS, PAUL E. MILLBURG AND JANE P. STANEK personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities and that by their signatures on the instrument the persons or the entities upon behalf of which the persons acted, executed the instrument as of November 19th, 1999.

WITNESS my hand and official seal.

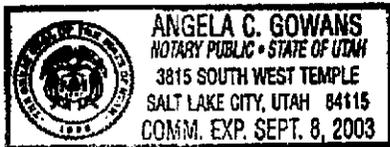
TANYA ANISSY  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Jackson County  
My Commission Expires: October 12, 2003

*Tanya Anissy*  
\_\_\_\_\_  
Notary Public

STATE OF UTAH )  
 : ss.  
COUNTY OF SALT LAKE )

On the 19 day of Nov. 1999, before me, a Notary Public in and for said State, personally appeared DAVID E. SMOOT, DARYL W. LYMAN and CAROL A. LYNN, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities and that by their signatures on the instrument the persons or the entities upon behalf of which the persons acted, executed the instrument as of Nov. 19, 1999.

WITNESS my hand and official seal.



*Angela C Gowans*  
\_\_\_\_\_  
Notary Public

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State of Utah  
County of Salt Lake

May 24, 2000

I, the undersigned, Recorder of Salt Lake County, Utah, do hereby certify that by law I have the custody of a seal and all papers, documents, records and other writings required or provided by law to be recorded and that the annexed and foregoing is a true and correct copy of an original as the same appears to me.

*Rebecca Jordan*  
REBECCA JORDAN