

IRREVOCABLE LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that EMPIRE FUNDING CORP. ("Empire") has made, constituted and appointed, and by these presents hereby makes, constitutes and appoints Sovereign Bank, a federal savings bank ("Purchaser") and its designated officers and representatives acting on its behalf ("Authorized Officers"), having an address at 1130 Berkshire Boulevard, Wyomissing, PA 19610, as Empire's true and lawful Attorney-in-Fact for Empire's name, place and stead, for the limited purpose of executing, endorsing, acknowledging, assigning, delivering, filing and recording or causing the execution, endorsement, acknowledgment, assignment, delivery, filing or recording of certain notes, assignments of mortgage, modification or consolidation agreements, or satisfactions and releases of mortgages with respect to home equity mortgage loans purchased by Purchaser from Empire ("Loans"), and all of which endorsements, acknowledgments, assignments, deliveries, filings, and recordings Empire hereby agrees are necessary to transfer the Loans from Empire to Purchaser, and to permit Purchaser to administer and enforce the Loans, the related security interests of Purchaser therein, and in each related mortgaged property. This power of attorney is intended to be and shall be construed to be an irrevocable power coupled with an interest.

Granting and giving unto said attorney and its Authorized Officers full authority and power to do and perform any and all acts requisite and necessary to perform and execute the powers herein expressly granted with power to do and perform all acts authorized hereby as fully to all intents and purposes as an authorized officer of Empire might or could do if personally present, with full power of substitution and hereby ratifying and confirming all that Purchaser's attorney shall lawfully do or cause to be done by virtue hereof.

Any person or corporation dealing with said attorney-in-fact shall have the absolute right to rely upon (i) the authority herein given by Empire to the Authorized Officer as attorney-in-fact until such person or corporation has actual knowledge of the termination of this power of attorney for any reason whatsoever and (ii) a certificate from said attorney-in-fact as to whether any particular loan, document, statement, certificate or other related documents filed with such person or corporation pertains to the Loans sold from Empire to Purchaser.

STATE MS. - DESOTO CO.

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BK 97 PG 734
W.E. DAVIS CH. CLK.

IN WITNESS WHEREOF, this power of attorney has been duly executed as of December 5, 2002.

EMPIRE FUNDING CORP.

S. Wagner
Witness:
C. Edmonds
Witness:

By: Steven S. Turoff
Name: Steven S. Turoff
Title: President

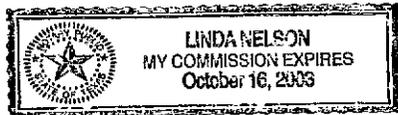
STATE OF TEXAS

COUNTY OF DALLAS

In Dallas, in said County and State, on the 5th day of December, 2002, before me personally appeared Steven S. Turoff, President of Empire Funding Corp., to me known, or satisfactorily proven, and known to me to be the party executing the foregoing instrument, he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of Empire Funding Corp.

Linda Nelson

Notary Public



(SEAL)

My commission expires: October 16, 2003

PREPARED BY :
MELANIE HETRICK
SOVEREIGN BANK
525 LANCASTER AVE
READING, PA 19611
1-888-SOV-BANK