6/04/07 3:00:29
BK 120 PG 298
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

RECEPTION NO. F2100763
9/23/2004 16:56:11 PG: 001-006
PG FEE: 31.00 STATE DOC.FEE: 0.00
RECORDED IN JEFFERSON COUNTY, COLORADO

RECORD AND RETURN TO:
HANOVER CAPITAL PARTNERS LTD.
POST OFFICE BOX 3980
EDISON, NJ 08818-3980

5289970 (emc flow)

Prepared by:
Deutsche Bank National Trust Company
1762 St. Andrews Place
Santa Ana, CA 92705

31.00

LIMITED POWER OF ATTORNEY

1-6

KNOW ALL MEN BY THESE PRESENTS, that Deutsche Bank National Trust Company as Trustee (the "Trustee") formerly known as Bankers Trust Company of California, N.A. under various Pooling and Servicing Agreements (listed in the schedule attached as Exhibit "1" and incorporated by reference) organized and existing under the laws of the United States, and having its principal place of business located at 1761 East St. Andrew Place, Santa Ana, California 92705, by and between EMC Mortgage Corporation ("the Servicer") having an address at 909 Hidden Ridge Drive, Irving, Texas 75038, hereby constitutes and appoints the Servicer, by and through the Servicer's officers, the Trustee's true and lawful Attorney-in-Fact, in the Trustee's name, place and stead and for the Trustee's benefit, in connection with all mortgage loans serviced by the Servicer pursuant to the Agreements solely for the purpose of performing such acts and executing documents in the name of the Trustee necessary and appropriate to effectuate the following enumerated transactions in the respect of any of the mortgages or deeds of trust (the "Mortgages" and the "Deeds of Trust" respectively) and promissory notes secured thereby ("the Mortgage Notes") for which the undersigned is acting as Trustee for various certificateholders (whether the undersigned is named therein as mortgagee or beneficiary or has become mortgagee by virtue of endorsement of the Mortgage Note secured by any such Mortgage or Deed of Trust) and for which EMC Mortgage Corporation is acting as the Servicer.

This appointment shall apply only to the following enumerated transactions and nothing herein shall be construed to the contrary:

1. The modification or re-recording of a Mortgage or Deed of Trust, where said modification or re-recording is solely for the purpose of correcting the Mortgage or Deed of Trust to conform same to the original intent of the parties thereto or to correct title errors discovered after such title insurance was issued; provided that (i) said modification or re-recording, in either instance, does not adversely affect the lien of the Mortgage or Deed of Trust as insured and (ii) otherwise conforms to the provisions of the Agreements.
2. The subordination of the lien of a Mortgage or Deed of Trust to an easement in favor of a public utility company of a government agency or unit with powers of eminent domain; this section shall include, without limitation, the execution of partial satisfactions/releases, partial reconveyances or the execution or requests to trustees to accomplish same.
3. The conveyance of the properties to the mortgage insurer, or the closing of the title to the property to be acquired as real estate owned, or conveyance of title to real estate owned.
4. The completion of loan assumption agreements.
5. The full satisfaction/release of a Mortgage or Deed of Trust or full conveyance upon payment and discharge of all sums secured thereby, including, without limitation, cancellation of the related Mortgage Note.
6. The assignment of any Mortgage or Deed of Trust and the related Mortgage Note, in connection with the repurchase of the mortgage loan secured and evidenced thereby.
7. The full assignment of a Mortgage or Deed of Trust upon payment and discharge of all sums secured thereby in conjunction with the refinancing thereof, including, without limitation, the assignment of the related Mortgage Note.
8. With respect to a Mortgage or Deed of Trust, the foreclosure, the taking of a deed in lieu of foreclosure, or the completion of judicial or non-judicial foreclosure or termination, cancellation or rescission of any such foreclosure, including, without limitation, any and all of the following acts:
   a. the substitution of trustee(s) serving under a Deed of Trust, in accordance with state law and the Deed of Trust;

G:\Legal\POAs\UC Deutsche Securities Inv Various

CLERK AND RECORDER OF JEFFERSON COUNTY CERTIFIED TO BE FULL TRUE AND CORRECT COPY OF THE ORIGINAL DOCUMENT IN MY CUSTODY DATE 1-11-05
FAYE GRIFFIN, JEFFERSON COUNTY CLERK AND RECORDER
BY: Robert [illegible] DEPUTY CLERK

6

b. the preparation and issuance of statements of breach or non-performance;
c. the preparation and filing of notices of default and/or notices of sale;
d. the cancellation/rescission of notices of default and/or notices of sale;
e. the taking of deed in lieu of foreclosure; and
f. the preparation and execution of such other documents and performance of such other actions as may be necessary under the terms of the Mortgage, Deed of Trust or state law to expeditiously complete said transactions in paragraphs 8.a. through 8.e. above.

2

9. With respect to the sale of property acquired through a foreclosure or deed-in lieu of foreclosure, including, without limitation, the execution of the following documentation:
   a. listing agreements;
   b. purchase and sale agreements;
   c. grant/warranty/quit claim deeds or any other deed causing the transfer of title of the property to a party contracted to purchase same;
   d. escrow instructions; and
   e. any and all documents necessary to effect the transfer of property.
10. The modification or amendment of escrow agreements established for repairs to the mortgaged property or reserves for replacement of personal property.
11. The endorsement of loss drafts or other checks that is necessary to effectuate proper servicing of the loan.

The undersigned gives said Attorney-in-Fact full power and authority to execute such instruments and to do and perform all and every act and thing necessary and proper to carry into effect the power or powers granted by or under this Limited Power of Attorney as fully as the undersigned might or could do, and hereby does ratify and confirm to all that said Attorney-in-Fact shall be effective as of September 28, 2000.

This appointment 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.

Nothing contained herein shall (i) limit in any manner any indemnification provided by the Servicer to the Trustee under the Agreements, or (ii) be construed to grant the Servicer the power to initiate or defend any suit, litigation or proceeding in the name of Deutsche Bank National Trust Company as Trustee formerly known as Bankers Trust Company of California, N.A., except as specifically provided for herein. If the Servicer receives any notice of suit, litigation or proceeding in the name of Deutsche Bank National Trust Company as Trustee formerly known as Bankers Trust Company of California, N.A., then the Servicer shall promptly forward a copy of same to the Trustee.

This limited power of attorney is not intended to extend the powers granted to the Servicer under the Agreement or to allow the Servicer to take any action with respect to Mortgages, Deeds of Trust or Mortgage Notes not authorized by the Agreements.

The Servicer hereby agrees to indemnify and hold the Trustee 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 the Servicer of the powers granted to it hereunder. The foregoing indemnity shall survive the termination of this Limited Power of Attorney and the Agreements or the earlier resignation or removal of the Trustee under the Agreement.

This Limited Power of Attorney is entered into and shall be governed by the laws of the State of California, without regard to conflicts of law principles of such state.

Third parties without actual notice may rely upon the exercise of the power granted under this Limited Power of Attorney; and may be satisfied that this Limited Power of Attorney shall continue in full force and effect and has not been revoked unless an instrument of revocation has been made in writing by the undersigned.

3

IN WITNESS WHEREOF, the Trustee has caused these presents to be signed in its name by its undersigned officers, and its seal affixed this 10th day of August 2004.

Deutsche Bank National Trust Company
as Trustee formerly known as
Bankers Trust Company of California, N.A. as Trustee

Attest:
Name: **Barbara Campbell**
Title: Assistant Vice President

{Corporate Seal}

By:
Name: **Eiko Akiyama**
Title: Associate

Witness: Ivy Le

Witness: Alex Paez

State of California :
County of Orange : ss

On August 10, 2004, before me, the undersigned, a Notary in and for the State and County aforesaid, personally appeared Deutsche Bank National Trust Company as Trustee formerly known as Bankers Trust Company of California, N.A., by BARBARA CAMPBELL Assistant Vice President Eiko Akiyama Associate, and acknowledged the execution of the foregoing instrument.

WITNESS my hand and official seal.

Notary:
My Commission Expires: 3/16/08

CURTIS M. HALL
Commission # 1476974
Notary Public - California
Los Angeles County
My Comm. Expires Mar 16, 2008

Acknowledged and Agreed
EMC Mortgage Corporation

By:
Name:
Title:

G:\Legal\POAs\UC Deutsche Various
Inv Various

Deutsche Bank National Trust Company
Limited Power of Attorney
Exhibit 1

4

CUSTODIAN	TRUST LANGUAGE
Deutsche Bank National Trust Company	Equicon Loan Trust 1992-3, created pursuant to a Master Trust Agreement, between Cargill Financial Services Corporation, as sponsor, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	Equicon Loan Trust 1992-7, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1992, among Cargill Financial Services Corporation, as sponsor, United Companies Funding Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	Equicon Loan Trust 1993-1, created pursuant to a Pooling and Servicing Agreement, dated as of February 1, 1993, among Cargill Financial Services Corporation, as sponsor, United Companies Funding Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1993-B1, created pursuant to a Pooling and Servicing Agreement, dated as of June 1, 1993, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1993-B2, created pursuant to a Pooling and Servicing Agreement, dated as of June 1, 1993, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1993-C, created pursuant to a Pooling and Servicing Agreement, dated as of August 1, 1993, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1993-D1, created pursuant to a Pooling and Servicing Agreement, dated as of November 1, 1993, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1993-D2, created pursuant to a Pooling and Servicing Agreement, dated as of November 1, 1993, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1994-A, created pursuant to a Pooling and Servicing Agreement, dated as of February 1, 1994, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1994-B1, created pursuant to a Pooling and Servicing Agreement, dated as of May 1, 1994, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1994-B2, created pursuant to a Pooling and Servicing Agreement, dated as of May 1, 1994, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1994-C1, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1994, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1994-C2, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1994, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1994-D, created pursuant to a Pooling and Servicing Agreement, dated as of December 1, 1994, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1995-A1, created pursuant to a Pooling and Servicing Agreement, dated as of March 1, 1995, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1995-A2, created pursuant to a Pooling and Servicing Agreement, dated as of March 1, 1995, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1995-B1, created pursuant to a Pooling and Servicing Agreement, dated as of June 1, 1995, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee

Deutsche Bank National Trust Company
Limited Power of Attorney
Exhibit 1

CUSTODIAN	TRUST LANGUAGE
Deutsche Bank National Trust Company	UCFC Loan Trust 1995-B2, created pursuant to a Pooling and Servicing Agreement, dated as of June 1, 1995, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1995-C1, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1995, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1995-C2, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1995, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1995-D1, created pursuant to a Pooling and Servicing Agreement, dated as of December 1, 1995, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1995-D2, created pursuant to a Pooling and Servicing Agreement, dated as of December 1, 1995, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1996-A1, created pursuant to a Pooling and Servicing Agreement, dated as of March 1, 1996, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1996-A2, created pursuant to a Pooling and Servicing Agreement, dated as of March 1, 1996, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1996-B1, created pursuant to a Pooling and Servicing Agreement, dated as of June 1, 1996, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1996-B2, created pursuant to a Pooling and Servicing Agreement, dated as of June 1, 1996, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1996-C1, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1996, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1996-C2, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1996, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1996-D1, created pursuant to a Pooling and Servicing Agreement, dated as of December 1, 1996, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1996-D2, created pursuant to a Pooling and Servicing Agreement, dated as of December 1, 1996, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1997-A1, created pursuant to a Pooling and Servicing Agreement, dated as of March 1, 1997, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1997-A2, created pursuant to a Pooling and Servicing Agreement, dated as of March 1, 1997, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1997-B, created pursuant to a Pooling and Servicing Agreement, dated as of June 1, 1997, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1997-C, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1997, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee

5

Deutsche Bank National Trust Company
Limited Power of Attorney
Exhibit 1

6

CUSTODIAN	TRUST LANGUAGE
Deutsche Bank National Trust Company	UCFC Loan Trust 1997-D, created pursuant to a Pooling and Servicing Agreement, dated as of December 1, 1997, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1998-A, created pursuant to a Pooling and Servicing Agreement, dated as of March 1, 1998, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Home Equity Loan Owner Trust 1998-AA, created pursuant to a Trust Agreement, dated as of March 1, 1998, between UCFC Acceptance Corporation, as depositor, and Wilmington Trust Company, as owner trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1998-B, created pursuant to a Pooling and Servicing Agreement, dated as of June 1, 1998, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Home Equity Loan Owner Trust 1998-BA, created pursuant to a Trust Agreement, dated as of September 1, 1998, between UCFC Acceptance Corporation, as depositor, and Wilmington Trust Company, as owner trustee.
Deutsche Bank National Trust Company	UCFC Loan Trust 1998-C, created pursuant to a Pooling and Servicing Agreement, dated as of September 1, 1998, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, and Bankers Trust Company of California, N.A., as trustee
Deutsche Bank National Trust Company	UCFC Loan Trust 1998-D, created pursuant to a Pooling and Servicing Agreement, dated as of December 20, 1998, among UCFC Acceptance Corporation, as depositor, United Companies Lending Corporation, as servicer, EMC Mortgage Corporation, as substitute servicer, UCFC Home Equity Loan Owner Trust 1998-MS2, as Seller, and Bankers Trust Company of California, N.A., as trustee