

This document was prepared by John C. Morris, III, 1820 Ave. of America  
Monroe, Louisiana 71201 Telephone: 318-330-9020

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INDEXING INSTRUCTIONS:

BK 1380 PG 774  
W.E. BLK.

LOT 1210, SECTION C, DESOTO VILLAGE SOUTH SUBDIVISION, SECTION 33, T-1-S, R-8-W,  
DESOTO CO., MS.

SUBSTITUTION OF TRUSTEE

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

WHEREAS, on the 30<sup>TH</sup> day of DECEMBER, 1996, JAMES R. JOHNSON AND WIFE, WENDIE M. JOHNSON, executed a Deed of Trust to FIRST TITLE CORPORATION, Trustee for the use and benefit of GRABER MORTGAGE, beneficiary, which Deed of Trust is on file and of record in the office of the Chancery Clerk of DESOTO County, Mississippi, in Deed of Trust Record Book 883 at Page 760, thereof, describing the following property:

SEE EXHIBIT "A"

WHEREAS, the undersigned is the present holder and beneficiary of the Deed of Trust referred to above; and

WHEREAS, under the terms of said Deed of Trust, the beneficiary or any assignee is authorized to appoint a Trustee in the place and stead of the original Trustee or any successor Trustee in said Deed of Trust; and

NOW, THEREFORE, the undersigned holder of said Deed of Trust does hereby appoint and substitute John C. Morris, III as Trustee, the said John C. Morris, III to have all rights, powers and privileges granted the Trustee in said Deed of Trust.

Should the undersigned become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid to convey title to said Foreclosed property to the SECRETARY OF VETERANS AFFAIRS, an officer of the United States of America, or the SECRETARY OF HOUSING AND URBAN DEVELOPMENT, or whosoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested the transfer of its bid to Grantee (s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor or the assignee or other parties thereby, and that the Substitute Trustee is duly authorized and empowered to execute the same.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized officers on this 18 day of June, 2001.

MANUFACTURERS AND TRADERS TRUST COMPANY, ONE M & T PLAZA, NEW YORK, NY 14203-2399, TRUSTEE FOR SECURITIZATION SERIES 1997-1, AGREEMENT DATED 2-01-97

BY:

*[Signature]*  
FAIRBANKS CAPITAL CORP.  
ATTORNEY IN FACT FOR

STATE OF: Utah  
COUNTY OF: Salt Lake

Kristen Varvedoe  
Assistant Secretary  
Document Control

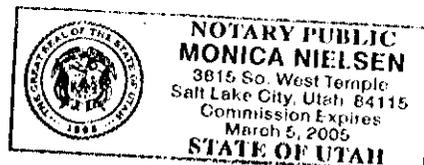
PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Kristen Varvedoe known personally to me to be the Assistant Secretary of the within named MANUFACTURERS AND TRADERS TRUST COMPANY, ONE M & T PLAZA, NEW YORK, NY 14203-2399, TRUSTEE FOR SECURITIZATION SERIES 1997-1, AGREEMENT DATED 2-01-97 BY ITS ATTORNEY-IN-FACT FAIRBANKS CAPITAL CORP and that (s) he executed and delivered the within and foregoing instrument on the day and year therein mentioned for and on behalf of said corporation, and as its own act and deed for the purposes therein mentioned, having been first duly authorized so to do.

WITNESS my signature and official seal on this, the 18 day of June, 2001

*[Signature]*  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

JAMES JOHNSON #2026930426



**EXHIBIT "A"**

Lot 1210 Section "C" DeSoto Village South Subdivision, in Section 33, Township 1 South, Range 8 West, City of Horn Lake, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 10, Pages 3-8, in the office of the Chancery Clerk of DeSoto County, Mississippi.

Being the same property conveyed to grantors, herein by ~~Warrant~~ Deed of record in Book Number 251, Page 266, in ~~Chancery~~ Clerk's Office of DeSoto County, Mississippi.

~~PARCEL~~ NUMBER: 1088-5502.0-01210.00  
~~PROPERTY~~ ADDRESS: 6390 Forest Gate, Horn Lake, Mississippi

When Recorded, Return to:  
Fairbanks Capital Corp.  
Attn: Document Control  
P.O. Box 65250  
Salt Lake City, UT 84165-0250

Entry # 772-1541  
Date 9/27/00 Time 4:01 PM  
Request of \_\_\_\_\_  
Nancy Workman, Recorder  
Salt Lake County, Utah  
\$ 18.00 By \_\_\_\_\_

### LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that pursuant to the terms of each those certain Pooling and Servicing Agreements (each, a PSA and collectively, "the PSAs") identified in Exhibit "A" hereto, MANUFACTURERS AND TRADERS TRUST COMPANY, the trustee (the "Trustee") for the trust ("Trust") established under each PSA, hereby constitutes and appoints FAIRBANKS CAPITAL CORP. ("Fairbanks"), in Fairbanks' capacity as a residential mortgage loan servicer (the "Servicer") pursuant to the terms of:

1. the "Asset Purchase Agreement" dated May 12, 2000 by and between ContiMortgage Corporation and Fairbanks, and
2. the "Order Pursuant to Sections 105, 363(b), (f) and (m) and 365(a), (f), (k) and (m) of the Bankruptcy Code," dated June 21, 2000 and entered in *In re Contifinancial Corp.*, No. 00-B-12184 (AJG), United States Bankruptcy Court, Southern District of New York.,

as its true and lawful attorney-in-fact and in its name, place and stead to take the following designated actions with respect to any mortgage loan (each, a "Mortgage Loan") or other asset held by a Trust.

1. To ask, demand, sue for, collect and receive all sums of money, debts or other obligations of any kind with respect to a Mortgage Loan which are now or shall after this date become due, owing or payable, or otherwise belong to the Trustee; to settle and compromise any of such debts or obligations that may be or become due to the Trustee; to endorse in the name of the Trustee for deposit in the appropriate account any check payable to or to the order of the Trustee; in each case with respect to a Mortgage Loan.

2. To make demand(s) on behalf of the Trustee upon any or all parties liable on a Mortgage Loan; to declare defaults with respect to a Mortgage Loan; to give notices of intention to accelerate to give notices of acceleration and any other notices as Servicer deems reasonably necessary or appropriate; to post all notices as required by law and the documents securing a Mortgage Loan in order to foreclose such Mortgage Loan; to handle all aspects of foreclosure on behalf of the Trustee including but not limited to conducting the foreclosure sale, bidding for the Trustee and executing all documents, including all deeds and conveyances, needed to effect such foreclosure sale and/or liquidation and transfer of RBO property; to file suit and prosecute legal actions against all parties liable for past due amounts under a Mortgage Loan, including but not limited to any deficiency amounts due following foreclosure; and/or to take such other actions and exercise such rights which may be taken by Trustee under the terms of any Mortgage Loan including foreclosure, sale, taking possession of, realization upon all or any part of a Mortgage Loan or any collateral therefor or guaranty thereof.

This instrument is to be construed and interpreted as a Limited Power of Attorney regarding a Mortgage Loan. The enumeration of specific items, acts, rights and powers is not intended to, nor does it give rise to and it is not to be construed as a general power of attorney.

Limited Power of Attorney  
Manufacturers and Traders -- Fairbanks Capital Corp.  
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The rights, powers and authority of the Servicer as attorney-in-fact of the Trustee under this Limited Power of Attorney shall commence on the date of execution hereof and shall remain in full force and effect as a Limited and Revocable Power of Attorney which may be revoked at any time by the Trustee.

This Limited Power of Attorney shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF the Trustee has hereunto caused this Limited Power of Attorney to be executed by its duly authorized representatives on this 14<sup>th</sup> day of September 2000

Manufacturers and Traders Trust Company, Trustee

By: *Karin W. Cranz*  
Name: Karin W. Cranz  
Title: Trust Officer

By: *Steven J. Wattie*  
Name: Steven J. Wattie  
Title: Trust Officer

STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK ERIE )

On September 14, 2000 before me personally appeared Karin W. Cranz and Steven J. Wattie who is/are known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) are subscribed to the preceding Limited Power of Attorney and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

*Barbara A. Ferrulo*  
Notary Public

BARBARA A. FERRULO  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 01/29/ 2002

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Manufacturers and Traders - Fairbanks Capital Corp.  
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EXHIBIT "A"

1. ContiMortgage Corporation Pooling and Servicing Agreement Series 1993-4, dated December 1, 1993, between ContiMortgage Corporation and Manufacturers and Traders Trust Company;
2. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-1, dated February 1, 1994, between ContiMortgage Corporation and Manufacturers and Traders Trust Company;
3. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-2, dated March 10, 1994, between ContiMortgage Corporation and Manufacturers and Traders Trust Company;
4. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-3, dated June 1, 1994, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
15. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-4, dated August 1, 1994, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
16. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-5, dated December 1, 1994, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
17. ContiMortgage Corporation Pooling and Servicing Agreement Series 1995-1, dated March 1, 1995, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
18. ContiMortgage Corporation Pooling and Servicing Agreement Series 1995-2, dated May 1, 1995, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
19. ContiMortgage Corporation Pooling and Servicing Agreement Series 1995-3, dated August 1, 1995, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
20. ContiMortgage Corporation Pooling and Servicing Agreement Series 1995-4, dated November 1, 1995, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
21. ContiMortgage Corporation Pooling and Servicing Agreement Series 1996-1, dated February

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- 1, 1996, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
22. ContiMortgage Corporation Pooling and Servicing Agreement Series 1996-2, dated June 1, 1996, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
23. ContiMortgage Corporation Pooling and Servicing Agreement Series 1996-3, dated August 1, 1996, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
24. ContiMortgage Corporation Pooling and Servicing Agreement Series 1996-4, dated December 1, 1996, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation and Manufacturers and Traders Trust Company;
25. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-1, dated February 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation and Manufacturers and Traders Trust Company;
26. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-2, dated March 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
27. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-3, dated June 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
28. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-4, dated September 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
29. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-5, dated December 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
30. ContiMortgage Corporation Pooling and Servicing Agreement Series 1998-1, dated March 1, 1998, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;

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31. ContiMortgage Corporation Pooling and Servicing Agreement Series 1998-2, dated June 1, 1998, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
32. ContiMortgage Corporation Pooling and Servicing Agreement Series 1998-3, dated September 1, 1998, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
33. ContiMortgage Corporation Pooling and Servicing Agreement Series 1998-4, dated December 1, 1998, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
34. ContiMortgage Corporation Pooling and Servicing Agreement Series 1999-1, dated March 1, 1999, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
35. ContiMortgage Corporation Pooling and Servicing Agreement Series 1999-2, dated March 1, 1999, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation and Manufacturers and Traders Trust Company;
36. ContiMortgage Corporation Pooling and Servicing Agreement Series 1999-3, dated June 1, 1999, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, Norwest Bank Minnesota, National Association, and Manufacturers and Traders Trust Company.

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