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Book 2005 Page 4221

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DEBORAH L. PEYTON, RECORDER/REGISTRA
DELAWARE COUNTY IOWA

RECORDERS PAGE

Prepared by: Chris Carmen
EMC Mortgage Corporation
909 Hidden Ridge Drive
Suite 200
Irving, TX 75038
(972) 444-2800

Return to: Title Services Corporation
603 Commercial St
Waterloo, IA 50701
319-236-9002

Grantor: Bankers Trust Company of California, N.A.

Grantee: EMC Mortgage Corporation

Legal: Lot Eight Hundred Eighty-Eight (888), Manchester, Iowa.

TSC#: **052326**

I Samantha Hess, REO Department Closer for Title Services Corporation, hereby swear that the foregoing Power of Attorney is a true, correct, and exact copy of the original.

Samantha Hess

Subscribed and sworn to before me by Samantha Hess this 23rd day of November, 2005

JENNIFER L. CLAYTON
COMMISSION NO. 734296
MY COMMISSION EXPIRES
MAY 03, 2008

Notary Public in and for Iowa

4600
#5924
ME

After Recording, Return to: **RETURN TO:**
RICHARDSON CONSULTING GROUP, INC.
505 A SAN MARIN DRIVE, SUITE 300
NOVATO, CA 94945
(415) 898-7200

PREPARED BY:
EMC Mortgage Corporation
909 Hidden Ridge Drive, Suite 200
Irving, TX 75038
(972) 444-2800
Chris Carmen

FILED FOR RECORD
POLK COUNTY, IOWA

01 FEB 13 A 8:50.0

TIMOTHY J. BRIEN
RECORDER

INST # 056010
RECORDING FEE 4600
AUDITOR FEE _____

Deal Id: EMC/Bankers Trust Company of California, N.A.

State of: IA

County of: Polk

LIMITED POWER OF ATTORNEY

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LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company of California, N.A., a national banking association organized and existing under the laws of the United States and having its principal place of business at 1761 East St. Andrew Place, Santa Ana, California, 92705, as Trustee (the "Trustee") pursuant to a number of Pooling and Servicing Agreements (see attached Exhibit "A" and known as the "Agreements"), and also pursuant to the Assignment of all servicing rights from United Companies to EMC Mortgage Corporation ("Servicer") per the Asset Purchase Agreement dated May 31, 2000, 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 and the Asset Purchase Agreement solely for the purpose of performing such acts and executing such documents in the name of the Trustee necessary and appropriate to effectuate the following enumerated transactions in respect of any of the mortgage or deeds of trust (the "Mortgages" and "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 or in the Agreement 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 position of the Mortgage or Deed of Trust as insured and (ii) otherwise conforms to the provision 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.

Polk, IA

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4. The completion of loan assumption agreements, and recordation of same (if necessary).

5. The full or partial satisfaction/release of a Mortgage or Deed of Trust or full or partial conveyance upon payment and discharge of the necessary 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;

   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 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 paragraph 8.a. through 8. E. above.

9. With respect to the sale of real property acquired through a foreclosure or deed-in-lieu of foreclosure, including, without limitation, the execution of the following documentation:

   a. listing agreement;

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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 are 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 said Attorney-in-Fact shall be effective as of December 1, 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 or 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 Bankers Trust Company of California, N.A. as Trustee for the applicable trust, except as specifically provided for herein. If the Servicer receives any notice of suit, litigation or proceeding in the name of Bankers Trust Company of California, N. A. as Trustee, then the Servicer shall forward a copy of same to the Trustee within a reasonable period of time.

This limited power of attorney is not intended to extend the powers granted to the Servicer under the Agreements 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

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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 Agreement 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 Texas, 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.

IN WITNESS WHEREOF, Bankers Trust Company of California, N. A., as Trustee has caused its corporate seal to be hereto affixed and these presents to be signed and acknowledged in its name and behalf by a duly elected and authorized signatory this _____ day of JAN 27 2001.

Bankers Trust Company of California, N.A.
as Trustee

By: _____
Name: Aimee Kemmeter
Title: Assistant Vice President

Acknowledged and Agreed
EMC Mortgage Corporation

By: _____
Name: JANAN WEEKS
Title: VICE PRESIDENT

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STATE OF CALIFORNIA
COUNTY OF Orange

On JAN 27 2001, 2000, before me, the undersigned, a Notary Public in and for said state, personally appeared Aimee Kemmeter of Bankers Trust Company of California, N. A., as Trustee (for the Trusts listed in Exhibit "A") personally known to me to be the person whose name is subscribed to the within instrument and acknowledge to me that he/she executed that same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted and executed the instrument.

WITNESS my hand and official seal.
(Seal)

THOMAS J. BALDWIN
Commission # 1195929
Notary Public — California
Orange County
My Comm. Expires Oct 5, 2002

Notary Public, State of California

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Bankers Trust – United Companies Securities
Limited Power of Attorney

CUSTODIAN	TRUST LANGUAGE
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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

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Bankers Trust – United Companies Securities
Limited Power of Attorney

CUSTODIAN	TRUST LANGUAGE
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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

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Bankers Trust – United Companies Securities
Limited Power of Attorney

CUSTODIAN	TRUST LANGUAGE
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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.
Bankers Trust Company of California, N.A.	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
Bankers Trust Company of California, N.A.	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

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