

RECORD AND RETURN TO:

County: Shelby
State: Alabama

COUNTRYWIDE
6400 LEGACY DRIVE
MI PTX - 41
PLANO, TX 75024-3697

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS INMC Mortgage Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, and having an office for the conduct of business at 155 North Lake Avenue, Pasadena, California 91101 ("INMC") hereby constitutes and appoints Countrywide Home Loans, Inc., a corporation organized and existing under the laws of the State of New York and having an office for the conduct of business at 6400 Legacy Drive, Plano Texas 75024 ("Countrywide"), in its capacity as subservicer ("Subservicer") for INMC with respect to certain mortgage loans (the "Mortgage Loans") and the underlying real property (the "Mortgaged Property"), as its true and lawful attorney-in-fact, in its name, place and stead for its use and benefit, in accordance with written instructions provided by INMC to Countrywide from time-to-time, to execute and acknowledge in writing or by facsimile stamp any and all instruments of full release or reconveyance of deed of trust or mortgage or substitution of trustee, with respect to the Mortgage Loans and the Mortgaged Property. Notwithstanding anything to the contrary contained herein, Countrywide shall have no authority to execute a partial release or reconveyance of any mortgage or deed of trust or to execute any other document that is not expressly referenced herein.

The undersigned gives to said attorney-in-fact full power and authority to execute such instruments as if the undersigned were personally present, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by authority hereof. Third parties without actual notice may rely upon the power granted to said attorney-in-fact under this Power of Attorney and may assume that, upon the exercise of such power, all conditions precedent to such exercise of power have been satisfied and this Power of Attorney has not been revoked unless an Instrument of Revocation has been recorded.

This power of attorney has been executed and is effective as of this 22 day of July, 1997. This power of attorney may be revoked by INMC at any time.

Inst # 1998-35381

09/10/1998-35381
10:00 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CRH 11.00

Nothing contained herein shall be deemed to amend or modify the rights, duties or obligations of INMC or Countrywide with respect to their loan servicing arrangements, and nothing herein shall constitute a waiver of any rights or remedies thereunder.

INMC Mortgage Holdings, Inc.,
a Delaware Corporation

WITNESS:

Relly Ronga

By: Susan Booth
Its: Susan Booth
Vice President

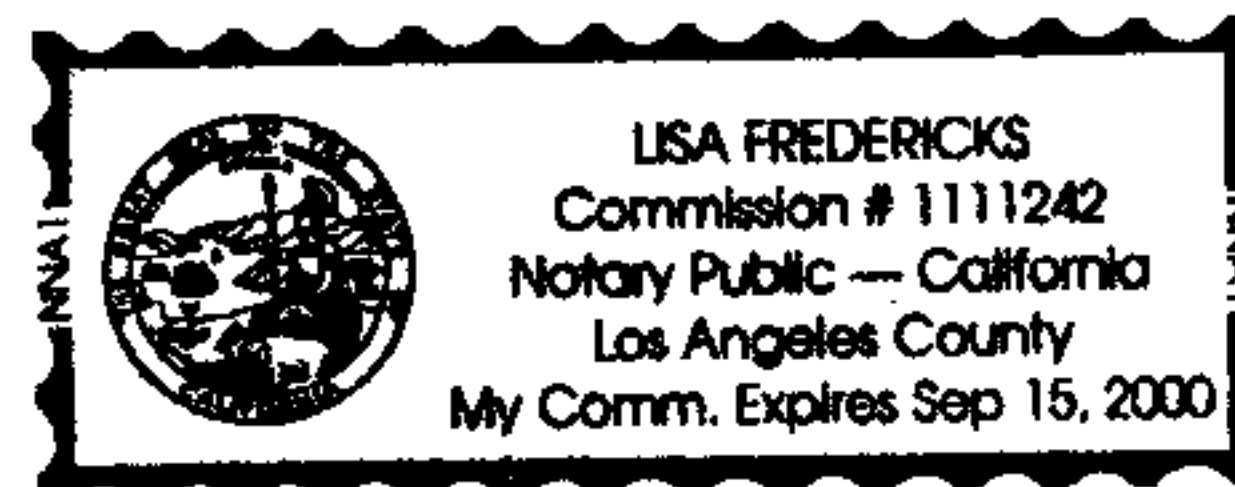
State of California)
)ss
County of Los Angeles)

On the 22 day of July 1997, before, a Notary Public in and for said, personally appeared Susan Booth, known to me to be Vice President of INMC Mortgage Holdings, Inc., a Delaware Corporation, that executed the within instrument and also known to me to be the person who executed said instrument on behalf of said corporation and acknowledged to me that such corporation executed the within instrument.

IN WITNESS THEREOF, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written.

[Signature]

Notary Public



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