

UPON RECORDATION, RETURN TO:  
PREPARED BY:  
TEMPLE-INLAND MORTGAGE CORP.  
7676 WOODWAY, #300; HOUSTON, TX 77063

**SPECIAL POWER OF ATTORNEY**  
**ADVANTAGE INVESTORS MORTGAGE CORPORATION**

THE STATE OF ALABAMA

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF SHELBY

§

THAT the undersigned partnership/corporation/sole proprietorship, acting by and through its authorized partner/general partner/officer/owner, being the named payee of certain promissory notes (the "Notes") and the beneficiary of certain deeds of trust, mortgages or trust deeds securing said Note (the "Security Instruments") evidencing and securing those certain mortgage loans (the "Loans") heretofore or hereafter created, HAS MADE AND APPOINTED, and by these presents DOES MAKE, CONSTITUTE AND APPOINT TEMPLE-INLAND MORTGAGE CORPORATION, specifically authorizing the employees named from time to time in one or more corporate resolutions authorizing such employees to act on behalf of the corporation, its true and lawful agent and attorney-in-fact for and in the name of the undersigned partnership/corporation/sole proprietorship to complete, execute and deliver any and all documents necessary or appropriate for the purpose of closing the aforementioned Loans in the name of the undersigned partnership/corporation/sole proprietorship and transferring and assigning the aforementioned Loans from time to time to various institutional investors, same being purchasers for value. The powers expressly granted herein shall be limited to endorsement of the Notes or allonges thereto, execution of the Assignments/Transfers of Lien evidencing assignment by the undersigned partnership/corporation/sole proprietorship of such Notes and the Security Instruments and all other liens securing the same, borrower applications and addendum thereto, borrower agreements and certificates and endorsements necessary to qualify such Loans for government insurance or guaranty or to evidence such qualification.

GRANTING AND GIVING unto its said attorney, full power and authority to do and perform each and every act necessary or appropriate to be done in the exercise of the foregoing powers as fully as the undersigned partnership/corporation/sole proprietorship might or could do if acting directly, with full power of substitution and revocation, hereby ratifying and confirming all that the said attorney shall lawfully do or cause to be done by virtue of this Special Power of Attorney.

THE powers granted herein shall commence on execution date shown below and unless sooner revoked expire at the close of business on December 31, 2000.

Inst # 1999-33262

08/09/1999-33262  
09:59 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
302 MMS 11.00

1999-33262

IN CONFIRMATION OF THIS DOCUMENT, the duly authorized partner/general partner/officer/owner of the undersigned partnership/corporation/sole proprietorship, for and on behalf of such entity, has executed this Special Power of Attorney this 28th day of June, 1999.

ADVANTAGE INVESTORS MORTGAGE CORPORATION

By: [Signature]  
Name/Officer: David C. Fleig  
Title: Chairman/CEO

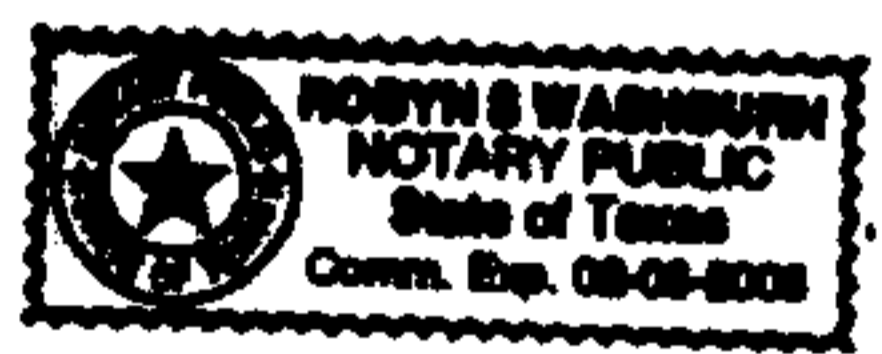
THE STATE OF TEXAS       §  
COUNTY OF FORT BEND     §

This instrument was acknowledged before me on the 28th day of June, 1999, by David C. Fleig, Chairman/CEO of Advantage Investors Mortgage Corporation, a Texas Corporation, on behalf of said Corporation.

[Signature]  
NOTARY PUBLIC

My commission expires:  
\_\_\_\_\_

Robyn S. Washburn  
Notary's Name (printed)



1999-33262

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002 WMS 11.00