

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Hanover Capital Mortgage Holdings, Inc. ("Hanover"), does hereby constitute and appoint Wells Fargo Bank Minnesota, N.A. a national banking association ("Wells Fargo"), through its authorized officers, on attached Schedule A, its true and lawful attorney-in-fact ("Attorney-in-Fact") for Hanover and in Hanover's name, place and stead or on Hanover's behalf, from time to time, to do and execute any and all of the following acts, instruments and things for the Minnesota Mutual Life and Union Labor Life portfolios, as fully as Hanover Capital might or could do if personally present, to wit:

1. request the release of Mortgage Files hereunder, for Mortgage Loans that have been paid in full, the full proceeds of which have been deposited in the Collection Account No. 397-077-1416 for further credit to Account No. 13408000 (Minnesota Mutual Life) and Account No. 13407800 (Union Labor Life), for the account of Wells Fargo SAS Clearing Account, ABA # 091-000-019. For each such request, Wells Fargo shall duly complete, execute, and deliver to Custodian a Request for Release of Documents and Receipt in the form of Annex 5-C to the Custodial Agreement dated December 8, 1997 by and between Hanover Capital Mortgage Holdings, Inc. and First Chicago National Processing Corp. and Morgan Stanley Mortgage Capital Inc.- (the "Custodial Agreement").

2. to execute, acknowledge, deliver and record all instruments of satisfaction or to release or discharge upon payment in full and discharge in full of all sums secured thereby, any one-to-four family mortgage, deed of trust or deed to secure debt owned by Hanover;

This Limited Power of Attorney shall remain in full force and effect from time to time and at all times until the earliest to occur of (a) notification to Wells Fargo that this Limited Power of Attorney has been terminated in writing by Hanover, (b) the suspension or termination of Wells Fargo as Master Servicer of the Mortgage Loans referenced in these portfolios or (c) the transfer of master serving duties from Wells Fargo to another master servicer. Until a revocation of this Limited Power of Attorney has been so made, any person may deal with the Attorney-in-Fact, in full reliance that this Limited Power of Attorney has not been revoked.

This Limited Power of Attorney shall be construed, administered and governed in accordance with the laws of the State of Maryland, without regard to principles of conflict of laws.

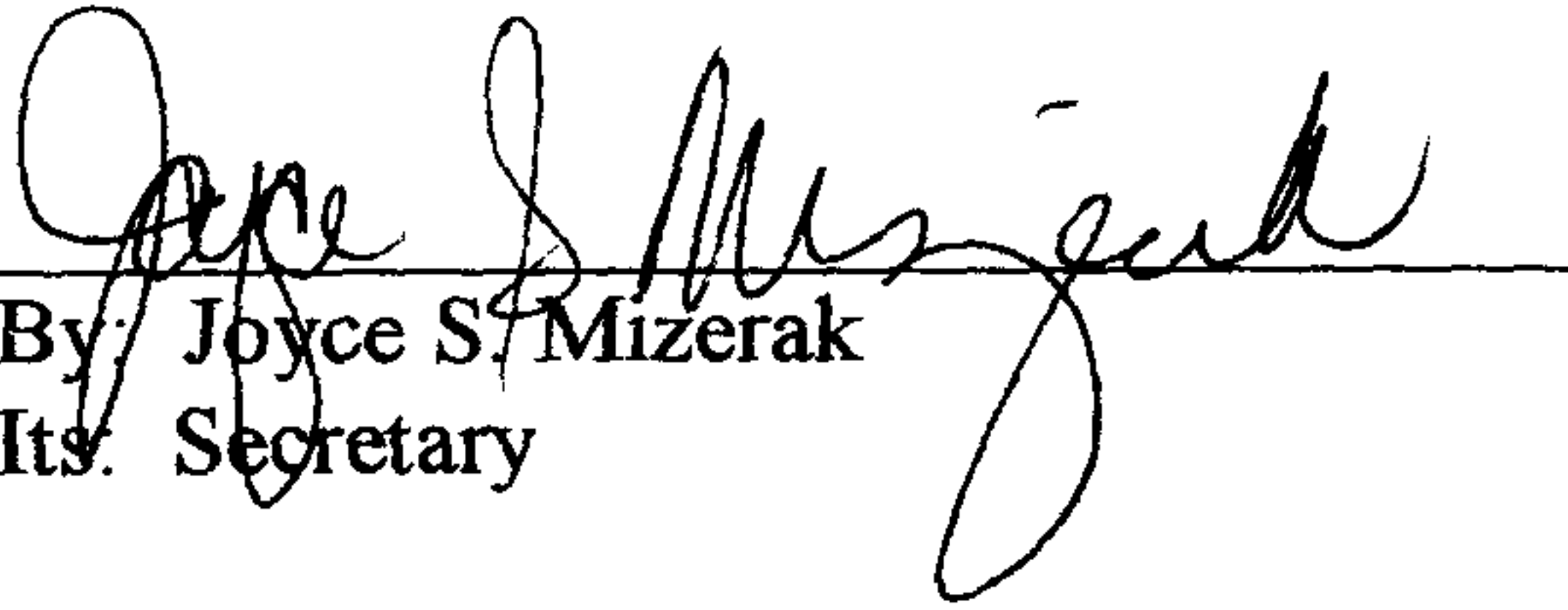
The Limited Power of Attorney may be executed in multiple originals for recordation in one or more jurisdictions.


New South Federal

IN WITNESS HEREOF, the undersigned principal has caused this Limited Power of Attorney to be signed and sealed by its authorized representatives, as of the day and year set forth in the acknowledgment below.

ATTEST:

**HANOVER CAPITAL MORTGAGE
HOLDINGS, Inc.**


By: Joyce S. Mizerak
Its: Secretary

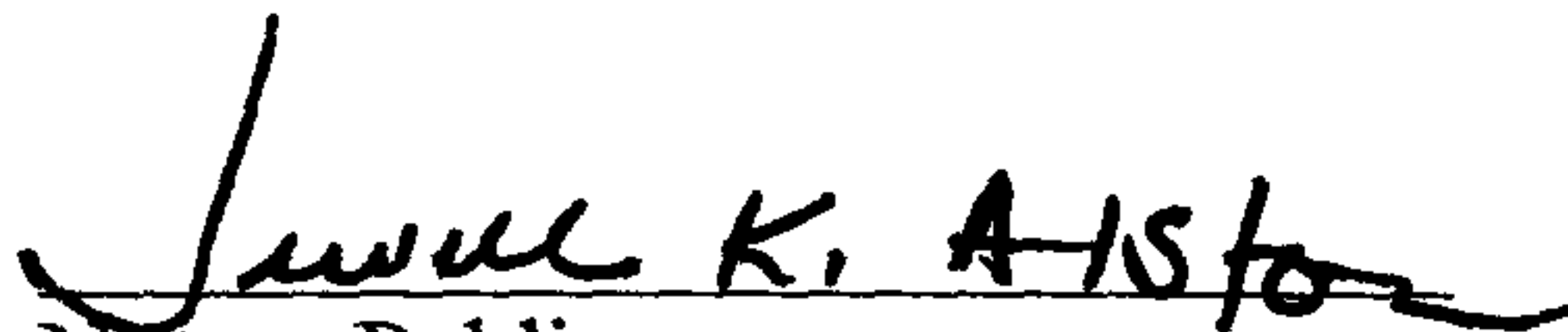

By: Irma N. Tavares
Its: Sr. Executive Vice President

STATE OF NEW JERSEY, COUNTY OF MIDDLESEX, to wit.

I HEREBY CERTIFY that on this 2nd day of October, 2000, before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared Irma N. Tavares, who acknowledged herself to be the Sr. Executive Vice President, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing in my presence, the name of the corporation by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires:
JEWELL K. ALSTON
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 8/27/2003


Notary Public