20041004000545140 Pg 1/3 17.00
Shelby Cnty Judge of Probate, AL
10/04/2004 10:13:00 FILED/CERTIFIED

Prepared By and When
Recorded Return to:
1935 International Way
Idaho Falls, Idaho 83402

**STATE: AL**
**COUNTY:** SHELBY

# LIMITED POWER OF ATTORNEY

**LEHMAN CAPITAL, A DIVISION OF LEHMAN BROTHERS HOLDINGS INC.**

***TO***

**FINANCIAL FREEDOM SENIOR FUNDING CORPORATION**

## LIMITED POWER OF ATTORNEY

LEHMAN CAPITAL, A DIVISION OF LEHMAN BROTHERS HOLDINGS INC. ("Seller") hereby appoints FINANCIAL FREEDOM SENIOR FUNDING CORPORATION ("Purchaser"), as its true and lawful attorney-in-fact to act in the name, place and stead of Seller for the purposes set forth below. This Limited Power of Attorney is given pursuant to a certain Mortgage Servicing Rights Purchase And Sale Agreement, dated as of May 5, 2004 (the "Purchase Agreement"), between Purchaser (as assignee of Indymac Bank, FSB) and Seller, to which reference is made for the definition of all capitalized terms used herein.

NOW THEREFORE, Seller does hereby constitute and appoint Purchaser the true and lawful attorney-in-fact of Seller and in Seller's name, place and stead with respect to each mortgage loan, the servicing rights to which are being sold to Purchaser pursuant to the Purchase Agreement for the following, and only the following, purposes:

1. To execute, acknowledge, seal and deliver deed of trust/mortgage note endorsements, assignments of deed of trust/mortgage and other recorded documents, satisfactions/ releases/reconveyances of deed of trust/mortgage, tax authority notifications and declaration, deeds, bills of sale, and other instruments of sale, conveyance, and transfer, appropriately completed, with all ordinary or necessary endorsements, acknowledgments, affidavits, and supporting documents as may be necessary or appropriate to effect its execution, delivery, conveyance, recordation of filing.

2. To execute and deliver affidavits of debt, substitutions of trustee, substitutions of counsel, non-military affidavits, notices of rescission, foreclosure deeds, transfer tax affidavit, affidavits of merit, verification of complaint, notices to quit, bankruptcy declarations for the purpose of filing motions to lift stays and other documents or notice filings on behalf of Seller in connection with foreclosure, bankruptcy and eviction actions.

3. To execute, acknowledge, seal and deliver, on behalf of Seller, any of the aforesaid instruments and assignments that Seller is authorized to execute, acknowledge, seal or deliver as agent for any other lender, investor or servicer.

This instrument is to be construed and interpreted as a limited power of attorney and does not empower or authorize the said attorneys-in-fact to do any act or execute any document on behalf of Seller not specifically described herein.

Purchaser shall indemnify, defend and hold harmless Seller, its successors and assigns, from and against any and all losses, costs, expenses (including, without limitation, actual attorneys' fees), damages, liabilities, demand or claims of any kind whatsoever, ("Claims") arising out of, related to, or in connection with any use or misuse of this Limited Power of Attorney in any manner or by any person not expressly authorized hereby.

The rights, power, and authority of the attorney-in-fact granted in this instrument will commence and be in full force and effect on July 12, 2004 and such rights, powers, and authority will remain in full force and effect until 11:59 p.m., Pacific Standard time, on December 31, 2006.

IN WITNESS WHEREOF, Seller has executed this Limited Power of Attorney this 15th day of July, 2004.

LEHMAN CAPITAL, A DIVISION OF
LEHMAN BROTHERS HOLDINGS INC.

By: ______________________
Name: Roger Stejskal
Title: Vice President

Witnesses:

Dustin Robinson
______________________

______________________

STATE OF California §
§
COUNTY OF San Francisco §

BEFORE ME, Susan W. Lee, a Notary Public in and for the jurisdiction aforesaid, on this 15th day of July, 2004, personally appeared Roger Stejskal, who is personally known to me to be a Vice President of Lehman Capital, A Division of Lehman Brothers Holdings Inc. This person acknowledged under oath to my satisfaction that (a) this person signed and delivered the foregoing instrument as a Vice President of Lehman Capital, A Division of Lehman Brothers Holdings Inc., the corporation named in this instrument, and (b) this instrument was signed and made by the corporation as its voluntary act and deed by virtue of authority from its Board of Directors for the uses, purposes and consideration therein set forth.

Witness my hand and official seal this 15th day of July, 2004.

______________________
Notary Public – Susan W. Lee

My Commission Expires: March 28, 2007

SUSAN W. LEE
Commission # 1407858
Notary Public - California
San Francisco County
My Comm. Expires Mar 28, 2007