

99080917

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

FILED

SEP 30 1999

99 OCT -1 AM 9:19

LIMITED POWER OF ATTORNEY Key LAKE COUNTY AUDITOR

MORRIS W. CARTER

PETER BENJAMIN

This Limited Power of Attorney is executed as of May 28, 1999 by AAMES CAPITAL CORPORATION, a California corporation having an office at 350 South Grand Avenue, 47th Floor, Los Angeles, CA 90071 ("Aames"), appointing as attorney-in-fact FAIRBANKS CAPITAL CORP., a Utah corporation having an office at 3815 South West Temple, Salt Lake City, Utah 84115-4412 ("Fairbanks").

Aames hereby appoints Fairbanks as its attorney-in-fact, with full power of substitution, to exercise at any time all or any of the following powers: (i) to execute and endorse on behalf of Aames any documents or instruments necessary to collect payments against, to liquidate or cancel mortgages or deeds of trust (each, a "Security Instrument"), in connection with any bankruptcy or receivership of a mortgagor, to carry out foreclosure of any mortgaged property securing a mortgage loan, or for the offer, listing, closing of sale and conveyance of real estate owned ("REO") property previously securing by the Security Instrument; (ii) to take all appropriate action necessary to record any and all documents or instruments in the appropriate county and/or court; and (iii) to otherwise manage and service the mortgage loan and properties secured by such Security Instrument

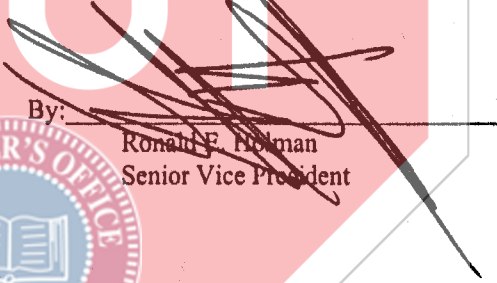
Aames represents that any bank, title company attorney or other institution may rely on this Limited Power of Attorney in honoring the acts of Fairbanks hereunder.

IN WITNESS WHEREOF, the parties have executed this Limited Power of Attorney on the day and year first above written.

[corporate seal]

AAMES CAPITAL CORPORATION

Witness: 
Name: _____

By: 
Ronald E. Holman
Senior Vice President

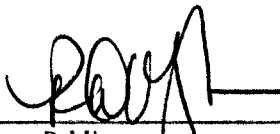
Witness: 
Name: _____



STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

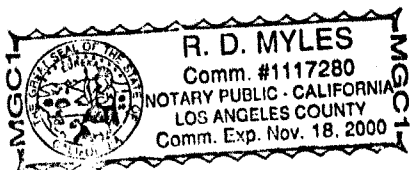
On the 28 day of May, 1999, before me, a Notary Public in and for said State, personally appeared Ronald E. Holman and Stephan Sherman, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities and that by their signatures on the instrument the persons or the entities upon behalf of which the persons acted, executed the instrument as of May 28, 1999.

WITNESS my hand and official seal.



Notary Public
My Commission Expires: 11-18-2000

00652



10.08
E.P.
T