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STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD

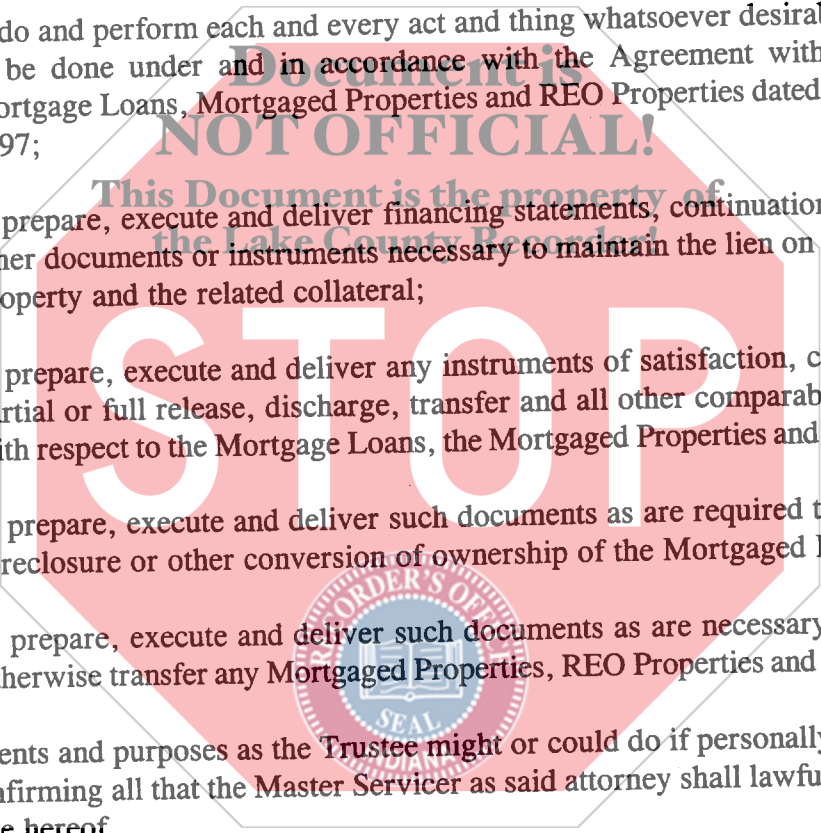
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**Limited Power of Attorney**

**Know all Men by these Presents,**

That STATE STREET BANK AND TRUST COMPANY, a Massachusetts banking corporation, solely as Trustee under the Pooling and Servicing Agreement dated as of October 1, 1997 (the "Agreement") among STATE STREET BANK AND TRUST COMPANY, as Trustee and Paying Agent, and not individually (the "Trustee"), BEAR STEARNS STRUCTURED SECURITIES INC., a Delaware corporation, as Depositor, and EMC MORTGAGE CORPORATION, a Delaware corporation, as Master Servicer (the "Master Servicer"), does hereby constitute and appoint, EMC MORTGAGE CORPORATION, Master Servicer, its true and lawful attorney and in its name, place and stead as Trustee and not individually, giving and granting unto the Master Servicer, as attorney, full power and authority to do and perform all or any of the following acts in connection with servicing, administration and management of the Mortgage Loans and the REO Property granted to the Trustee (solely as Trustee not individually) as security for the Bonds and serviced by the Master Servicer:

- (1) to do and perform each and every act and thing whatsoever desirable or necessary to be done under and in accordance with the Agreement with respect to the Mortgage Loans, Mortgaged Properties and REO Properties dated as of October 1, 1997;
- (2) to prepare, execute and deliver financing statements, continuation statements and other documents or instruments necessary to maintain the lien on each Mortgaged Property and the related collateral;
- (3) to prepare, execute and deliver any instruments of satisfaction, cancellation, partial or full release, discharge, transfer and all other comparable instruments, with respect to the Mortgage Loans, the Mortgaged Properties and REO Properties;
- (4) to prepare, execute and deliver such documents as are required to effectuate foreclosure or other conversion of ownership of the Mortgaged Properties;
- (5) to prepare, execute and deliver such documents as are necessary to sell or otherwise transfer any Mortgaged Properties, REO Properties and Mortgage



**FILED**

JUN 25 2002

PETER BENJAMIN  
LAKE COUNTY AUDITOR

as fully to all intents and purposes as the Trustee might or could do if personally present, hereby ratifying and confirming all that the Master Servicer as said attorney shall lawfully do or cause to be done by virtue hereof.

Capitalized terms used herein shall have the meaning given to them in the Agreement.

Security Title Services, LLC  
3850 Priority Way S. Dr.  
Suite 120  
Indianapolis, IN 46240 ←

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M.V.  
8656

This Power of Attorney is effective as of the date hereof and shall continue in full force and effect until the earliest of any of the following events, unless sooner revoked in writing by the Trustee:

- (i) the termination of EMC Mortgage Corporation as Master Servicer under the Agreement; or
- (ii) the transfer by EMC Mortgage Corporation of its master servicing obligations under the Agreement to another Servicer.

Nothing herein shall be deemed to amend or modify the Agreement or the respective rights, duties and obligations of the Trustee or the Master Servicer thereunder, and nothing herein shall constitute a waiver of any rights or remedies thereunder.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 19<sup>th</sup> day of September, 2000.



STATE STREET BANK AND TRUST COMPANY  
as Trustee under the Agreement and not individually

[Corporate Seal]

By: [Signature]  
 Name: \_\_\_\_\_  
 Title: V.P.

Attest: [Signature]

Signed and delivered in the presence of:

[Signature]

Unofficial Witness

[Signature]

Unofficial Witness

Commonwealth of Massachusetts )  
 )  
County of Suffolk )

On the 19<sup>th</sup> day of Sept, 2000 before me a notary public in and for said county and commonwealth personally appeared James H. Byrnes (name), VP (title) and Susan M. Gauthier (name), AVP (title) of State Street Bank and Trust Company, Trustee and acknowledged the signing of the foregoing instrument to be his/her free act and deed and the free act and deed of said Corporation by him/her as such officer. The above witnesses also acknowledged before me that this instrument was executed in their presence.

*Maryellen Hunter*  
Notary Public

My Commission Expires:

Notary Seal

