

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2006 FEB 14 AM 8:56

MICHAEL B. BROWN
RECORDER

2006 011752

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RECORDING REQUESTED BY:

When Recorded Mail to:

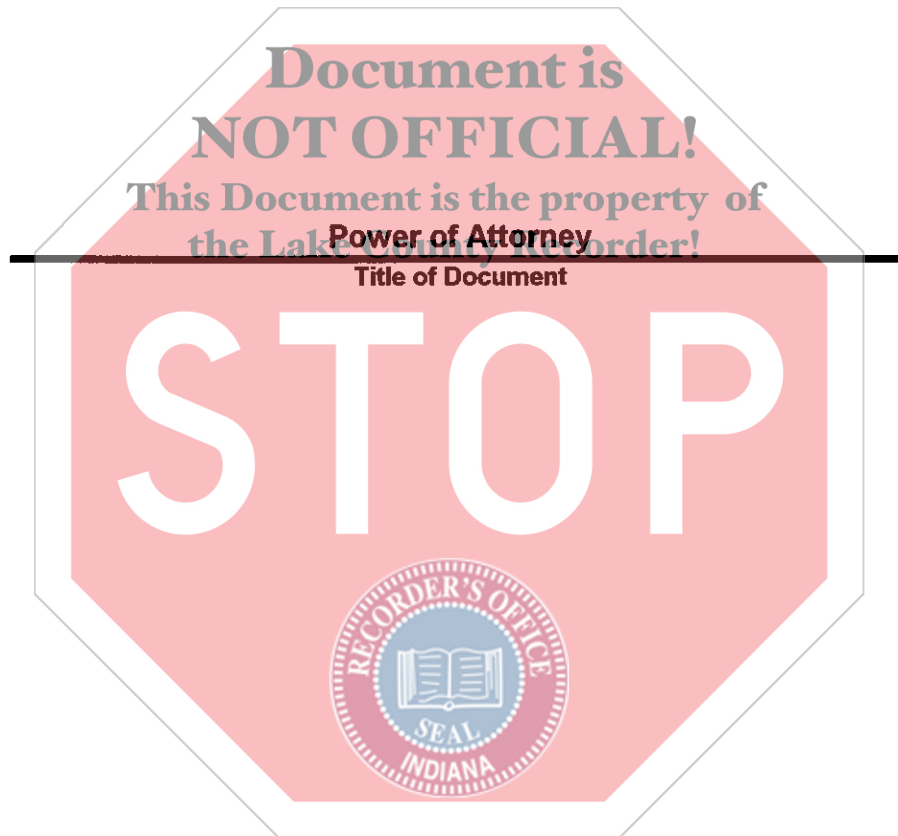
T.D. Services Company
1820 E. First Street Suite 300
PO Box 11988
Santa Ana, CA 92711-1988

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Prepared by:
George Lorilla

Inv #
RELEASE # 2980706 RLI

SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY



17-
1898063

Limited Power of Attorney

Know all Men by these Presents,

16.00
M
That STATE STREET BANK AND TRUST COMPANY, a Massachusetts banking corporation, solely as Trustee under the Pooling and Servicing Agreement dated as of June 1, 1997 (the "Agreement") among STATE STREET BANK AND TRUST COMPANY, as Trustee and Paying Agent, and not individually (the "Trustee"), BEAR STEARNS MORTGAGE SECURITIES INC., a Delaware corporation, as Seller, 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: 1-3

- (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 June 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; and
- (5) to prepare, execute and deliver such documents as are necessary to sell, lease or otherwise transfer any Mortgaged Properties, REO Properties and Mortgage Loans;

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.

Page 1 of 3

CLERK AND RECORDER OF JEFFERSON COUNTY CERTIFIED TO BE FULL
TRUE AND CORRECT COPY OF THE ORIGINAL FILED IN MY CUSTODY
DATE 6-7-04 FAYE GIBBEN, JEFFERSON COUNTY CLERK AND RECORDER

BY Carol A. Johnson DEPUTY CLERK

(404)

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:

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- (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 13th day of October, 2000.

Document is
NOT OFFICIAL!
 This Document is the property of
 STATE STREET BANK AND TRUST COMPANY
 as Trustee under the Agreement and not individually
 the Lake County Recorder!

[Corporate Seal]

By: David Duclos
 Name: David Duclos
 Title: Vice President

Attest: Leah Barrett
 Leah Barrett
 Assistant Vice President

Signed and delivered in the presence of:

[Signature]
 Unofficial Witness
[Signature]
 Unofficial Witness



Commonwealth of Massachusetts)
)
County of Suffolk)

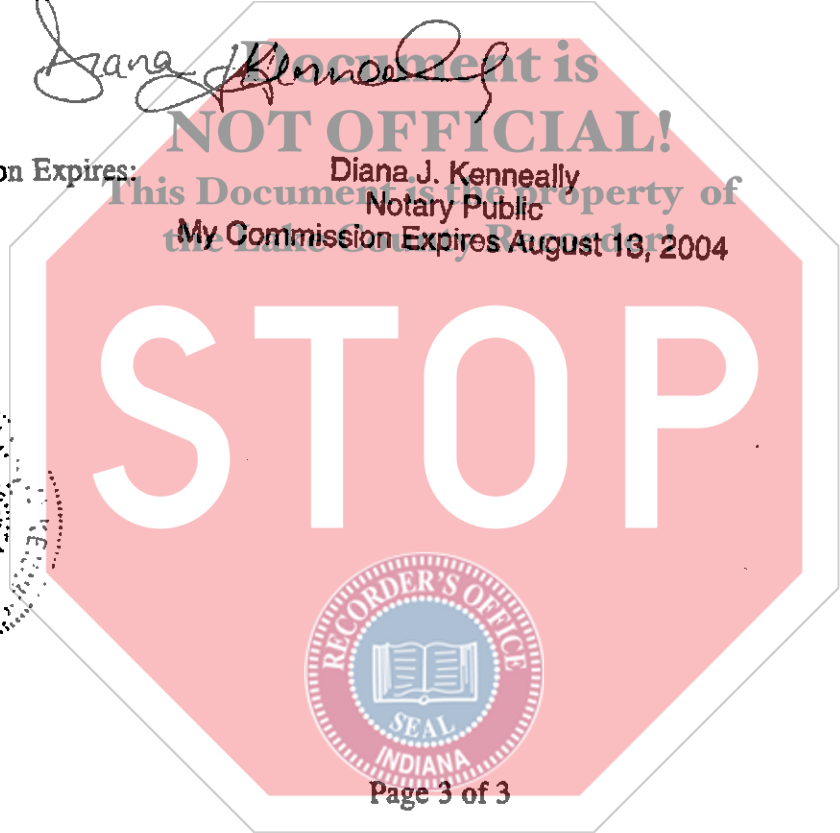
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On the 13th day of October, 2000 before me a notary public in and for said county and commonwealth personally appeared Jorge J. Santos (name), Vice President (title) and Leah Barnett (name), Assistant Vice President (title) of State Street Bank and 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.

Notary Public Diana J. Kenneally

My Commission Expires: Diana J. Kenneally
Notary Public
My Commission Expires August 13, 2004

Notary Seal



Prescribed by the
State Board of Accounts
(2005)

County form 170

Declaration

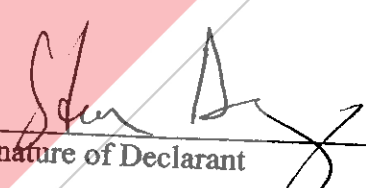
This form is to be signed by the preparer of a document and recorded with each document in accordance with IC 36-2-7.5-5(a).

I, the undersigned preparer of the attached document, in accordance with IC 36-2-7.5, do hereby affirm under the penalties of perjury:

1. I have reviewed the attached document for the purpose of identifying and, to the extent permitted by law, redacting all Social Security number in attached document.
2. I have redacted, to the extent permitted by law, each Social Security number in the attached document.

I, undersigned, affirm under the penalties of perjury, that the foregoing declarations are true.




Signature of Declarant

STEVEN DANG
Printed Name of Declarant