

When Recorded, Return to:
Fairbanks Capital Corp.
Attn: Document Control
P.O. Box 65250
Salt Lake City, UT 84165-0250

7727347
09/27/2000 04:01 PM 18.00
Book - 8390 Pg - 4303-4307
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FAIRBANKS CAPITAL CORP
3819 S WEST TEMPLE
PO BOX 65250
SLC UT 84165-0250
KCC Deputy
5p.

LIMITED POWER OF ATTORNEY

7727347

KNOW ALL MEN BY THESE PRESENTS that pursuant to the terms of each PSA identified in Exhibit Pooling and Servicing Agreements (each, a PSA and collectively, "the PSAs") identified in Exhibit "A" hereto, MANUFACTURERS AND TRADERS TRUST COMPANY, the trustee (the "Trustee") for the trust ("Trust") established under each PSA, hereby constitutes and appoints FAIRBANKS CAPITAL CORP. ("Fairbanks"), in Fairbanks' capacity as a residential mortgage loan servicer (the "Servicer") pursuant to the terms of:

1. the "Asset Purchase Agreement" dated May 12, 2000 by and between ContiMortgage Corporation and Fairbanks, and
2. the "Order Pursuant to Sections 105, 363(b), (f) and (m) and 365(a), (f), (k) and (m) of the Bankruptcy Code," dated June 21, 2000 and entered in *In re Contifinancial Corp.*, No. 00-12184 (AJG), United States Bankruptcy Court, Southern District of New York,

as its true and lawful attorney-in-fact and in its name, place and stead to take the following designated actions with respect to any mortgage loan (each, a "Mortgage Loan") or other asset held by a Trust.

1. To ask, demand, sue for, collect and receive all sums of money, debts or other obligations of any kind with respect to a Mortgage Loan which are now or shall after this date become due, owing or payable, or otherwise belong to the Trustee; to settle and compromise any of such debts or obligations that may be or become due to the Trustee; to endorse in the name of the Trustee and deposit in the appropriate account any check payable to or to the order of the Trustee; in each case with respect to a Mortgage Loan.

2. To make demand(s) on behalf of the Trustee upon any or all parties liable on a Mortgage Loan; to declare defaults with respect to a Mortgage Loan; to give notices of intention to accelerate to give notices of acceleration and any other notices as Servicer deems reasonably necessary or appropriate; to post all notices as required by law and the documents securing a Mortgage Loan in order to foreclose such Mortgage Loan; to handle all aspects of foreclosure on behalf of the Trustee including but not limited to conducting the foreclosure sale, bidding for the Trustee and executing all documents, including all deeds and conveyances, needed to effect such foreclosure sale and/or liquidation and transfer of REO property; to file suit and prosecute legal actions against all parties liable for past due amounts under a Mortgage Loan, including but not limited to any deficiency amounts due following foreclosure; and/or to take such other actions and exercise such rights which may be taken by Trustee under the terms of any Mortgage Loan including foreclosure, sale, taking possession of, realization upon all or any part of a Mortgage Loan or any collateral therefor or guaranty thereof.

This instrument is to be construed and interpreted as a Limited Power of Attorney regarding a Mortgage Loan. The enumeration of specific items, acts, rights and powers is not intended to, nor does it give rise to and it is not to be construed as a general power of attorney.

NOT OFFICIAL
This Document is the property of
the Lake County Recorder!

STATE OF INDIANA
SALT LAKE COUNTY
FILED FOR RECORDER

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The rights, powers and authority of the Servicer as attorney-in-fact of the Trustee under this Limited Power of Attorney shall commence on the date of execution hereof and shall remain in full force and effect as a Limited and Revocable Power of Attorney which may be revoked at any time by the Trustee.

This Limited Power of Attorney shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF the Trustee has hereunto caused this Limited Power of Attorney to be executed by its duly authorized representatives on this 14 day of September 2000

Manufacturers and Traders Trust Company, Trustee

By: K. W. Cranz
Name: Karin W. Cranz
Title: Trust Officer

By: Steven J. Wattie
Name: Steven J. Wattie
Title: Trust Officer

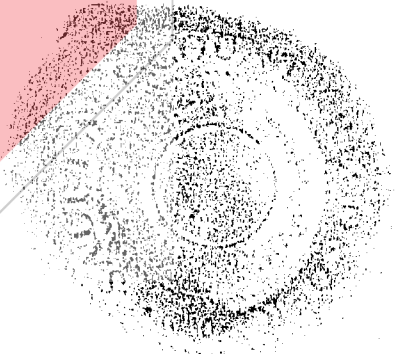
STATE OF NEW YORK)
COUNTY OF NEW YORK) ss
ERIE)

On September 14, 2000 before me personally appeared Karin W. Cranz and Steven J. Wattie who is/are known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) are subscribed to the preceding Limited Power of Attorney and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

Barbara A. Ferrulo
Notary Public

BARBARA A. FERRULO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 01/29/2002



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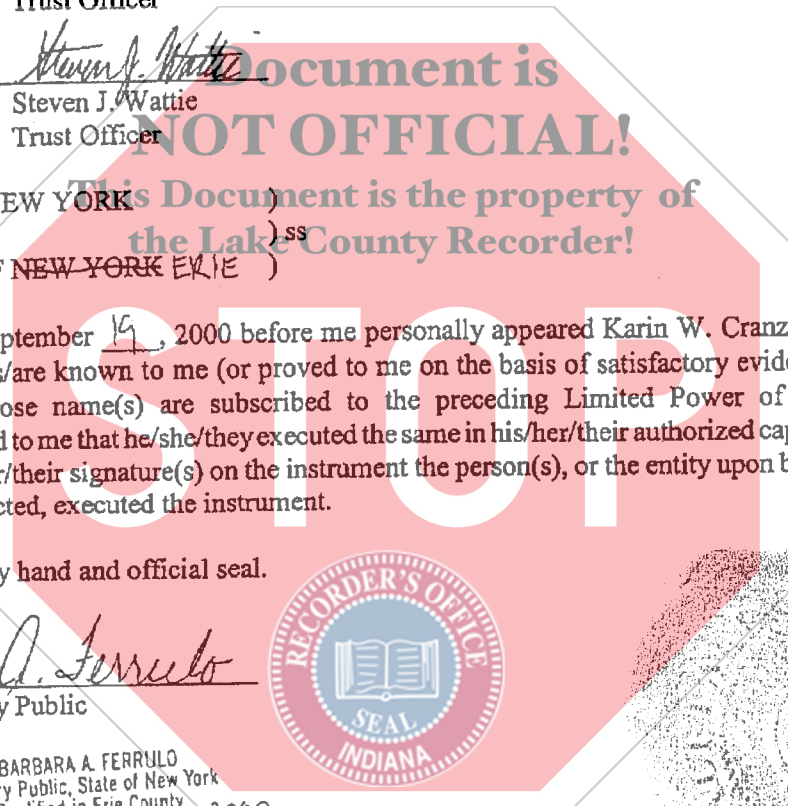


EXHIBIT "A"

1. ContiMortgage Corporation Pooling and Servicing Agreement Series 1993-4, dated December 1, 1993, between ContiMortgage Corporation and Manufacturers and Traders Trust Company;
2. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-1, dated February 1, 1994, between ContiMortgage Corporation and Manufacturers and Traders Trust Company;
3. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-2, dated March 10, 1994, between ContiMortgage Corporation and Manufacturers and Traders Trust Company;
4. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-3, dated June 1, 1994, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
15. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-4, dated August 1, 1994, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
16. ContiMortgage Corporation Pooling and Servicing Agreement Series 1994-5, dated December 1, 1994, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
17. ContiMortgage Corporation Pooling and Servicing Agreement Series 1995-1, dated March 1, 1995, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
18. ContiMortgage Corporation Pooling and Servicing Agreement Series 1995-2, dated May 1, 1995, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
19. ContiMortgage Corporation Pooling and Servicing Agreement Series 1995-3, dated August 1, 1995, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
20. ContiMortgage Corporation Pooling and Servicing Agreement Series 1995-4, dated November 1, 1995, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;
21. ContiMortgage Corporation Pooling and Servicing Agreement Series 1996-1, dated February

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1, 1996, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;

22. ContiMortgage Corporation Pooling and Servicing Agreement Series 1996-2, dated June 1, 1996, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;

23. ContiMortgage Corporation Pooling and Servicing Agreement Series 1996-3, dated August 1, 1996, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation and Manufacturers and Traders Trust Company;

24. ContiMortgage Corporation Pooling and Servicing Agreement Series 1996-4, dated December 1, 1996, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation and Manufacturers and Traders Trust Company;

25. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-1, dated February 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation and Manufacturers and Traders Trust Company;

26. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-2, dated March 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;

27. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-3, dated June 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;

28. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-4, dated September 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;

29. ContiMortgage Corporation Pooling and Servicing Agreement Series 1997-5, dated December 1, 1997, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;

30. ContiMortgage Corporation Pooling and Servicing Agreement Series 1998-1, dated March 1, 1998, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;

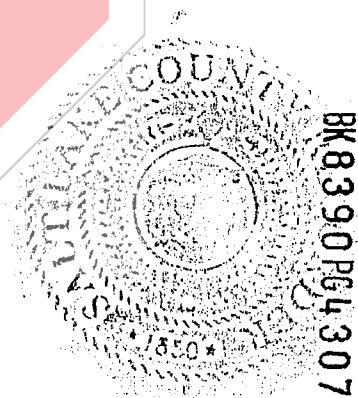
BK 8390 PG 4 306

31. ContiMortgage Corporation Pooling and Servicing Agreement Series 1998-2, dated June 1, 1998, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
32. ContiMortgage Corporation Pooling and Servicing Agreement Series 1998-3, dated September 1, 1998, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
33. ContiMortgage Corporation Pooling and Servicing Agreement Series 1998-4, dated December 1, 1998, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
34. ContiMortgage Corporation Pooling and Servicing Agreement Series 1999-1, dated March 1, 1999, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, and Manufacturers and Traders Trust Company;
35. ContiMortgage Corporation Pooling and Servicing Agreement Series 1999-2, dated March 1, 1999, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation and Manufacturers and Traders Trust Company;
36. ContiMortgage Corporation Pooling and Servicing Agreement Series 1999-3, dated June 1, 1999, between ContiMortgage Corporation, ContiSecurities Asset Funding Corporation, ContiWest Corporation, Norwest Bank Minnesota, National Association, and Manufacturers and Traders Trust Company.

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STOP



Yellow Medicine, MN



OFFICE OF COUNTY RECORDER
Yellow Medicine County, Minnesota

RECORDED
GRANTOR ✓
GRANTEE ✓
INDEXED ✓

Filed for record on **DEC 26 2000**

at 9:55 'clock A. M.

as Document No. **224813**

Kay Nerdaht, County Recorder

by Chil Rohlik, Deputy



State of Utah
County of Salt Lake

OCT 17 2000

I, the undersigned, Recorder of Salt Lake County, Utah, do hereby certify that by law I have the custody of a seal and all papers, documents, records and other writings required or permitted by law to be recorded and that the annexed and foregoing is a true and full copy of an original document on file as such Recorder.

Witness my hand and seal of said Recorder this
day of _____
Nancy Workman Recorder

By Amanda Gara
AMANDA GARA

P/29.50 Loan Servicing Center
P.O. Box 65250
Salt Lake City, UT 84165-0250
(encl. incl.)