

122016114-009

Record and Return to
Countrywide Home Loans, Inc.
Attn: Reconveyance Department
6400 Legacy Drive, PTX 41
Plano, Texas 75024

76645K TL

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS The Bank of New York, a banking corporation organized and existing under the laws of the State of New York and having an office for the conduct of business at 101 Barclay Street, New York, New York 10286 solely in its capacity as trustee (in such capacity the "Trustee") under various Pooling and Servicing Agreement Entered into from time to time among CWMBS, Inc. (CWMBS), as Depositor, Countrywide Home Loans, Inc. ('CHL), formerly known as Countrywide Funding Corporation, as seller and master servicer (the 'Seller and Master Servicer), and the Trustee (each a 'Pooling Agreement') pursuant to which CWMBS, Inc., Mortgage Pass-Through Certificates are issued and not in its individual corporation capacity, hereby constitutes and appoints CHL, a corporation organized and existing under the laws of the State of New York and having an office for the conduct of business at 400 Countrywide Way, Simi Valley, California 93065, in its capacity as Master Servicer, as its true and lawful attorney-in-fact, in its name, place and stead for its use and benefit, in accordance with the terms of the related Pooling Agreement, to execute and acknowledge in writing or by facsimile stamp and all instruments, of satisfaction or cancellation, or of partial or full release or discharge and all other comparable instruments, with respect tot the Mortgage Loan, and with respect to the Mortgaged Properties held for the benefit of the Certificate holders, to execute and acknowledge in writing or by facsimile stamp any and all documents which are customarily and reasonably necessary and appropriate to effectuate foreclosure, and legal action brought to obtain judgment against the Mortgagor or the Mortgage Note or the Mortgage, to obtain a deficiency judgment or other conversion of the ownership of the Mortgage Property securing any Mortgage loan, to execute and acknowledge in writing or by facsimile stamp all documents which are customarily and reasonable necessary and appropriate (including Uniform Commercial Code termination statements) for the release of assignment (whether by Mortgage Extension and Consolidation Agreement or other form of Assignment) of a mortgage, deed of trust or deed to secure debt or other similar security instruments (including co-op mortgages) upon payment and discharge of all sums secured thereby and which relate to Mortgage Loans owned by the undersigned, as Trustee serviced by CHL pursuant to the related Pooling Agreement whether the undersigned is named therein as mortgage or beneficiary or has become mortgage or beneficiary by virtue of assignment of such mortgage, deed of trust or deed to secure debt or other similar instrument (including co-op mortgages).

The undersigned gives to said attorney-in-fact full power and authority to execute such instruments as if the undersigned were personally present, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by authority hereof. Third parties without actual notice may rely upon the power granted to said attorney-in-fact under this Power of Attorney and may assume that, upon the exercise of such power, all conditions precedent to such exercise of power have been satisfied and this Power of Attorney has not been revoked unless and Instrument of Revocation has been recorded.

This power of attorney has been executed and is effective this 30th day of September, 1997 and the same shall continue in full force and effect until the occurrence of any of the following events or until revoked in writing by the undersigned:

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- i. the suspension of termination of CHL as Master Servicer with respect to the Mortgage Loans serviced under all of the Pooling Agreements.
- ii. the transfer of servicing to another Master Servicer from CHL with respect to the Mortgage Loans serviced under all of the Pooling Agreements.
- iii. the appointment of a receiver or conservator with respect to the business of CHL.
- iv. the filing of a voluntary petition of bankruptcy by CHL or any of its creditors.

Notwithstanding the foregoing, the power and authority given to said attorney-in-fact under the Power of Attorney shall be revoked with respect to a particular Pooling Agreement and the Mortgage Loans, subject thereto upon the occurrence of:

- i. the suspension and termination of CHL as Master Servicer under such Pooling Agreement or of attorney-in-fact under the related Agreement, or
- ii. the transfer of servicing under such Pooling Agreement from CHL to another Servicer or from said attorney in fact under the related Agreement to another Master Servicer.

Nothing contained herein shall be deemed to amend or modify the related Pooling Agreement or the respected rights, duties, or obligations, of the Trustee or CHL thereunder, and nothing herein shall constitute a waiver of any rights or remedies thereunder.

Capitalized terms used but not defined herein shall have the meaning ascribed to them under the Pooling Agreement.

The Bank of New York, as Trustee
as aforesaid and not individually

WITNESS:

- 1. CARRIE SCHNEIDERMAN
- 2. MEILEEN G. LIONG

KELLY A. SHEAHAN

SEAL

State of New York)
)ss
County of New York)

On the APR 02 1998, before me, a Notary Public in and for said State, personally appeared Kelly A. Sheahan, know to me to be an Assistant Treasurer of The Bank of New York, a banking corporation that executed the within instrument and also known to me to be the persons who executed said instrument on behalf of said New York banking corporation and acknowledged to me that such New York banking corporation executed the within instrument.

IN WITNESS THEREOF, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written.

My Commission Expires: **O. D. SCOTT, JR.**
Notary Public, State of New York
No. 01SC5059513
Qualified in New York County
Commission Expires April 29, 1998

[Signature]

SEAL

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COPY

REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2000 DEC 13 PM 12: 49

LINDA SLATER
RECORDER

\$ 9.00 PAID BC DEPUTY

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