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0020375425

RECORDING REQUESTED BY:

7922/0029 24 004 Page 1 of 2

2002-04-03 09:31:05

Cook County Recorder 43.50

COOK COUNTY RECORDER

AND WHEN RECORDED MAIL TO:

RICHARDSON CONSULTING GROUP, INC.
505 A SAN MARIN DR., SUITE 300
NOVATO, CA 94945
(415) 898-7200

COOK COUNTY
RECORDER
EUGENE "GENE" MOORE
MAYWOOD OFFICE



0020375425

EMC-Flow
P481 POA. 1
IL, Cook

THIS SPACE FOR RECORDER'S USE ONLY

TITLE: Power Of Attorney

Property of Cook County Clerk's Office

Prepared by:
Judy Swenson
First Union National Bank
100 Corporate Center Drive
Raleigh, NC 27607
919-852-7586

THIS PAGE ADDED TO PROVIDE ADEQUATE SPACE FOR RECORDING INFORMATION

(Additional recording fee applies)

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Limited Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, pursuant to that certain MORTGAGE LOAN AND REO PROPERTY PURCHASE AGREEMENT dated as of December 14, 2001 (the "Agreement"), FIRST UNION NATIONAL BANK, a national banking association ("FUNB"), and FIRST UNION MORTGAGE CORPORATION, a North Carolina corporation ("FUMC") (FUNB and FUMC are each referred to hereinafter as a "Seller" and collectively as the "Sellers") have sold certain mortgage loans (each a "Loan") to EMC Mortgage Corporation ("Buyer"); and

WHEREAS, the Sellers are providing this Limited Power of Attorney pursuant to the Agreement;

NOW, THEREFORE, each Seller does hereby constitute and appoint Buyer the true and lawful attorney-in-fact of Seller with respect to each Loan and in Seller's name, place and stead for the following, and only the following purposes:

- (i) executing, acknowledging, and delivering to Buyer any assignment of Mortgage or other document necessary to transfer to, or vest in Buyer or to protect the right, title and interest of Buyer in and to the Loans, provided, however, that any endorsement given or made pursuant hereto with respect to any Note or other instrument evidencing a Mortgage Loan or an interest therein shall be so given or made without recourse and without any representation or warranty of any kind, except to the extent otherwise expressly provided in the Agreement; and
- (ii) endorsing, as agent for such Seller, any checks or other instruments (made payable to such Seller) received as payment with respect to the Loans after each related Settlement Date.

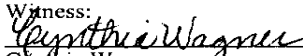
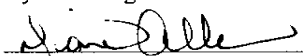
Each Seller intends that this Limited Power of Attorney ("POA") be coupled with an interest and not revocable.


Each Seller further grants to Buyer as its attorney-in-fact full authority to act in any manner both proper and necessary to exercise the foregoing powers, and ratifies every act that Buyer may lawfully perform in exercising those powers by virtue thereof.

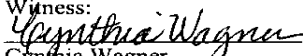

Buyer shall indemnify, defend and hold harmless each Seller, its successors and assigns, from and against any and all losses, costs, expenses, (including, without limitation, reasonable attorneys' fees), damages, liabilities, demands, or claims of any kind whatsoever ("Claims") arising out of (i) any act taken by Buyer pursuant to this POA, which act results in a Claim solely by virtue of the unlawful or improper use of this POA (and not a result of a Claim related to the underlying instrument with respect to which the POA has been used), or (ii) any use or misuse of this POA in any manner or by any person or entity not expressly authorized hereby.


Capitalized terms not otherwise defined herein shall have the meaning set forth in the Agreement.

IN WITNESS WHEREOF, each Seller has executed this Limited Power of Attorney this 12th day of December, 2001.

Witness:

 Cynthia Wagner

 Diane Allen


Seller: First Union National Bank
 By: 
 Name: Judy L. Swenson
 Title: Assistant Vice President

Witness:

 Cynthia Wagner

 Diane Allen

Seller: First Union Mortgage Corporation
 By: 
 Name: Judy L. Swenson
 Title: Assistant Vice President

STATE OF NORTH CAROLINA
COUNTY OF WAKE

On this, the 12th day of December, 2001, the foregoing instrument was acknowledged before me, a notary public, in and for the State of North Carolina, by Judy L. Swenson, personally known to me, and by me duly sworn, who did say that he is the Assistant Vice President of First Union National Bank and First Union Mortgage Corporation.


 Notary Public
 My Commission Expires: 12/13/03
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