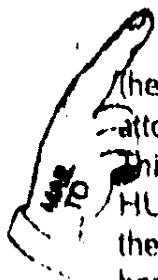


RETURN TO:
CF/SPC 1995, Inc.
2448 East 81st St., Suite 3000
Tulsa, OK 74137

UNOFFICIAL COPY

LIMITED POWER OF ATTORNEY



THE UNITED STATES DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT (hereinafter called "HUD") hereby appoints CF/SPC 1995, INC., severally, as its true and lawful attorneys-in-fact to act in the name, place and stead of HUD for the purposes set forth below. This limited power of attorney is given pursuant to a certain Loan Agreement by and between HUD and CF/SPC 1995, INC. dated the 27th day of October, 1995, to which reference is made for the definition of all capitalized terms herein. The said attorneys-in-fact, and each of them, are hereby authorized, and empowered, as follows:

1. To execute, acknowledge, seal and deliver the Deed of Trust/Mortgage Note Endorsements, on behalf of HUD, with respect to the Mortgage Notes for all of the Mortgage Loans, provided that the form of each such Endorsement shall be as set forth in Exhibit "E" to the Loan Sale Agreement, appropriately completed.;

2. To execute, acknowledge, seal and deliver, on behalf of HUD, the Assignments and Lost Note Affidavits with respect to any Mortgage Notes which have been lost or are otherwise unavailable, as provided for in the Loan Sale Agreement, provided that such Assignments and Lost Note Affidavits shall be in the form of Exhibit "A" to the Loan Sale Agreement, appropriately, completed.

3. To execute, acknowledge, seal and deliver the Assignment of Mortgage and Other Collateral Loan Documents with respect to all of the Mortgage Loans, provided that the form of such Assignment shall be in the form of Exhibit "B" to the Loan Sale Agreement, appropriately completed.

4. To execute and mail to the Taxing Authorities, the Taxing Authority Notifications, in the form of Exhibit "C" to the Loan Sale Agreement, appropriately completed.

This instrument is to be construed and interpreted as a limited power of attorney and does not empower or authorize the said attorneys-in-fact to do any act or execute any document on behalf of HUD not specifically described herein.

The rights, powers, and authority of the attorneys-in-fact granted in this Instrument shall commence and be in full force and effect on the date hereof and such rights, powers and authority shall remain in full force and effect until 11:59 p.m., Washington, D.C. time, on November 29, 1996.

DATED: _____

U. S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT

DEPT-01 RECORDING
T#0008 TRAN 7069 05/01/97 15:02:10
#3935 # RH # -97-30610
COOK COUNTY RECORDER

(Authorized Agent) James Sorrentino

DEPT-10 RENALTY

23.00
20.00
43.00

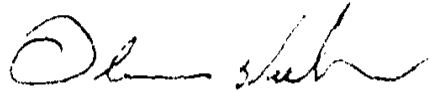
UNOFFICIAL COPY

Acknowledgement

Washington, District of Columbia)

BEFORE ME, Oliver Walker, a Notary Public in and for the jurisdiction aforesaid, on this 8th day of August, 1996, personally appeared James Sorrentino, who is personally well-known to me (or sufficiently proven) to be an authorized agent of the Department of Housing and Urban Development and the person who executed the foregoing instrument by virtue of the authority vested in him and he did acknowledge the signing of the foregoing instrument to be his free and voluntary act and deed as an authorized agent of the Secretary of Housing and Urban Development for the uses, purposes and consideration therein set forth.

Witness my hand and seal this 8th day of August, 1996.



NOTARY PUBLIC
Oliver Walker

My Commission Expires April 1, 1999

97366130

Property of Cook County Clerk's Office