

137373

BOOK 196 PAGE 591

When Recorded Return To:  
Metropolitan Financial Center  
Metwest Mortgage Services  
601 W. 1st Avenue, Dept 113200  
Spokane, Washington 99201

FILED  
SEP 8 1 56 PM '00  
Walter Trivinski  
GARY NELSON

Acct # 778969  
Attn: Cheryl Amann

### Limited Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, the Bank of New York, as Trustee (the "Trustee") pursuant to the terms of that certain Pooling and Servicing Agreement dated as of September 1, 1997, related to Metropolitan Asset Funding, Inc., II, Mortgage Pass-Through Certificates Series 1997-B (the "Agreement") does hereby make, constitute and appoint MetWest Mortgage Services, Inc., in its capacity as servicer (the "Servicer") under the Agreement, as its true and lawful attorney-in-fact for the Trustee and in its name, place and stead to do the following designated actions with respect to each mortgage loan held by the Trustee for the benefit of the Certificate holders under the Agreement (each, a "Mortgage Loan"):

1. To execute any and all documents necessary to reconvey the property which secures a Mortgage Loan upon fulfillment of the borrower's obligation thereunder.
2. To execute any and all documents necessary to bargain, sell, convey, and/or warrant any and all right, title and interest upon fulfillment of the buyer's contract obligation thereunder.

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.

The rights, powers and authority of Servicer as attorney-in-fact of the Trustee under this Limited Power of Attorney shall commence on the date of execution hereof and will remain in full force and effect for a period of three years from the date of execution. This Limited Power of Attorney is a revocable power and may be revoked at any time by the Trustee.

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

POAPIFSEC3  
Amended 1-Dec-99;ca  
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By: \_\_\_\_\_  
Notary Public  
State of \_\_\_\_\_  
My Comm. Expires \_\_\_\_\_

IN WITNESS WHEREOF the Trustee has hereunto caused this Limited Power of Attorney to be executed by its duly authorized representatives on December 1, 1999.

In Presence Of:

(corporate seal)

For Metropolitan Asset Funding, Inc., II, Mortgage Pass-Through Certificates, Series 1997-B

By: Robert P. Muller  
Its: Assistant Vice President

Witness(s):

(Please Print DAVID T. GRESSER)

(Please Print DIANA T. CERCHIO)

State of New York )

County of BROOK ) ss.

On DEC 09 1999

before me Henry Baez, the undersigned, a Notary Public in and for the State of New York, duly sworn, personally appeared Robert P. Muller, to me personally known, who, being by me duly sworn, did depose and say that he, Robert P. Muller resides 101 Barclay Street, 12E, the City of New York, County of New York, State of New York, and that he is the Assistant Vice President of the Bank of New York, as Trustee, pursuant to the terms of that certain Pooling and Servicing Agreement dated as of September 1, 1997, the trust/corporation described in, and which executed the within instrument; that he knows the seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Witness my hand and official seal hereto affixed the day and year first above written.

Notary Public in and for the State of New York.  
My commission expires:

This Document Prepared By:

Lynn Ciani, Esq.  
Metropolitan Financial Center  
601 W. 1st Avenue, Dept 115000  
Spokane, Washington 99201  
1 800 541 0828

HENRY BAEZ  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01BA6031258  
QUALIFIED IN BRONX COUNTY  
COMMISSION EXPIRES 09/27/2001

