

POWER OF ATTORNEY

Know all persons by these presents that MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York banking company having its principal place of business in New York, New York, as Secured Party for a group of lenders pursuant to the Pledge and Security Agreement referred to below (in its capacity as such Secured Party, "Morgan"), does hereby constitute and appoint NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION, a national banking association (hereinafter "Norwest"), and each of the following officers or employees of Norwest:

- 1. Babette Schaefer
- 2. Christine Johnson
- 3. Holly B. Ert
- 4. Kathleen A. Marshall
- 5. Kathryn M. Schwarz
- 6. William D. Wilson

and any of the foregoing, with full power of substitution, its true and lawful attorney-in-fact (collectively, the "Attorneys-in-fact") for it and in its name, place and stead to do and execute all or any of the following:

On receipt by any Attorney-in-fact of instructions from Miles Homes Services, Inc. (formerly Miles Homes, Inc., and hereinafter "MHI") or Plymouth Capital Company, Inc. ("PCC"), to transfer a custodial file back to MHI or PCC, or to any other person or persons as MHI or PCC may direct (MHI, PCC or any other such person, an "Assignee"), pursuant to the terms of the Pledge and Security Agreement dated as of June 30, 1988 among MHI, PCC, J.P. Morgan Delaware (formerly Morgan Bank (Delaware)), as collateral agent, and Morgan, as Secured Party (as amended, the "Pledge and Security Agreement"), or otherwise, to execute and deliver on behalf of Morgan an instrument of assignment in favor of MHI, PCC or any other Assignee of any mortgage, deed of trust or land contract that had been assigned to Morgan as Secured Party by MHI or PCC, all in such form and containing such provisions as any such Attorney-in-fact in its discretion may determine to be necessary or advisable (such determination to be conclusively evidenced by such execution), to assign, transfer and convey any and all of the interest of Morgan, as Secured Party, in any such mortgage, deed of trust or land contract and any note related thereto to MHI, PCC or any other Assignee, and to take any and all other action incidental thereto or in furtherance thereof as any such Attorney-in-fact in its discretion may determine to be necessary and advisable (such determination to be conclusively evidenced by the taking of such action).

Morgan hereby grants unto the Attorneys-in-fact, and each of them, full power and authority to do and perform every act and thing requisite and necessary or proper to be done in the premises, Morgan hereby satisfying and confirming all that each Attorney-in-fact shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the said Morgan Guaranty Trust Company of New York has hereunto caused its corporate name to be signed by its its Assistant and its seal to be affixed and attested by its Secretary being done in the City of New York, and State of New York, on this 3rd day of June, 1994.

ATTEST:

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

Lilli Bocher
[Secretary]

By D. Linda Murphy
Title: PP

102408

FILED AND RECORDED AT REQUEST OF
Norwest Mortgage Document Custody

September 16, 1994

AT 22 MINUTES PAST 2 O'CLOCK

LINCOLN COUNTY, MINNESOTA, PLACE

Yariko Setzer

By Lilli Bocher, Deputy

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