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SCANNED

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Power of Attorney Book & Page
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Timothy A Kellar
Hancock County

Space Above Line for Recording Data

Prepared by:
RESIDENTIAL FUNDING
4600 REGENT BLVD
IRVING TX 75063
469-645-3248

Return to:
Adams & Edens, Professional Association
Closing Department
P.O. BOX 400
Brandon, Mississippi 39043
601-825-9508

Grantor:
BANK OF NEW YORK
P O BOX 769
SANTA ANA CA 92711
800-430-5262

Lender/Grantee:
RESIDENTIAL FUNDING
4600 REGENT BLVD
IRVING TX 75063
469-645-3248

Document Title: Limited Power of Attorney

1/27/11 10:09:14
DK P BK 142 PG 311
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

Stanley
Fed

After Recording Mail to:
GMAC ResCap, Attn: Melissa Windler
One Meridian Crossings
Minneapolis, MN 55423
Mail Code 3-3-40

POWER OF ATTORNEY

DK P BK 142 PG 312

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, The Bank of New York Mellon Trust Company, N.A., FKA The Bank of New York Trust Company, N.A as successor to JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, (formerly The Chase Manhattan Bank, successor in interest to The Chase Manhattan Bank, N.A.), as Trustee or Indenture Trustee (the "Trustee") under the Pooling and Servicing and Indenture Agreements identified on Schedule 1 hereto and as may be subsequently identified in one or more writings from the Bank (as defined below) to Attorneys (as defined below) referencing this Power of Attorney (collectively, as the same may be amended, supplemented or otherwise modified from time, the "Agreements"), pursuant to which Residential Funding Company, LLC acts as Master Servicer, and such Trustee being a limited purpose national banking association with trust powers organized under the laws of the United States and having its branch office at 601 Travis Street, Houston, TX 77002 and its principal office at 700 South Flowers, 2nd Floor, Los Angeles, CA 90017-4104 (the "Bank"), hereby makes, constitutes and appoints any authorized signatory (including any vice president or more senior officer) of Residential Funding Company, LLC, a limited liability company organized and existing under the laws of the State of Delaware, to be the Bank's true and lawful Attorney-in-Fact (the "Attorney"), with full power and authority to sign, execute, acknowledge, deliver, file for record and record any instrument on its behalf, and to act in the name and on behalf of the Bank, and to perform such other act or acts, as may be customarily and reasonably necessary and appropriate to effectuate only the following enumerated transactions in connection with any of the mortgages or deeds of trust (the "Mortgages" and the "Deeds of Trust," respectively) and promissory notes secured thereby (the "Mortgage Notes") for which the undersigned is acting as Trustee for various certificate holders (whether the undersigned is named therein as mortgagee or beneficiary or has become the mortgagee by virtue of endorsement of the Mortgage Note secured by any such Mortgage or Deed of Trust) and for which Residential Funding Company, LLC is acting as Master Servicer on behalf of the Bank:

1. The modification or re-recording of a Mortgage or Deed of Trust, where said modification or re-recording is for the purpose of correcting the Mortgage or Deed of Trust to conform same to the original intent of the parties thereto or to correct title errors discovered after such title insurance was issued and said modification or re-recording, in either instance, does not adversely affect the lien of the Mortgage or Deed of Trust as insured.
2. The subordination of the lien of a Mortgage or Deed of Trust to an easement in favor of a public utility company of a government agency or unit with powers of eminent domain; this section shall include, without limitation, the execution of partial satisfactions/releases, partial reconveyances or the execution or requests to trustees to accomplish same.
3. The conveyance of property to the mortgage insurer, or the closing of the title to the property to be acquired as real estate owned, or conveyance of title to real estate owned.
4. The completion of loan assumption agreements and modification agreements.

5. The full or partial satisfaction/release of a Mortgage or Deed of Trust or full conveyance upon payment and discharge of all sums secured thereby, including, without limitation, cancellation of the related Mortgage Note.

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6. The assignment of any Mortgage or Deed of Trust and the related Mortgage Note, in connection with the repurchase of the mortgage loan secured and evidenced thereby.

7. The full assignment of a Mortgage or Deed of Trust upon payment and discharge of all sums secured thereby in conjunction with the refinancing thereof, including, without limitation, the assignment of the related Mortgage Note.

8. With respect to a Mortgage or Deed of Trust, the foreclosure, the taking of a deed in lieu of foreclosure, or the completion of judicial or non-judicial foreclosure (including resolution of defenses thereto) or termination, cancellation or rescission of any such foreclosure, including, without limitation, any and all of the following acts:

- a. the substitution of trustee(s) serving under a Deed of Trust, in accordance with state law and the Deed of Trust;
- b. the preparation and issuance of statements of breach or non-performance;
- c. the preparation and filing of notices of default and/or notices of sale;
- d. the cancellation/rescission of notices of default and/or notices of sale;
- e. the taking of a deed in lieu of foreclosure; and
- f. the preparation and execution of such other documents and performance of such other actions as may be necessary under the terms of the Mortgage, Deed of Trust or state law to expeditiously complete said transactions in paragraphs 8.a. through 8.e., above; and

9. The qualified subordination of the lien of a Mortgage or Deed of Trust to a lien of a creditor that is created in connection with the refinancing of a debt secured by a lien that was originally superior to the lien of the Mortgage or Deed of Trust.

10. To execute any other documents referred to in the above-mentioned documents or that are ancillary or related thereto or contemplated by the provisions thereof; and to do all things necessary or expedient to give effect to the aforesaid documents including, but not limited to, completing any blanks therein, making any amendments, alterations and additions thereto, to endorse which may be considered necessary by the Attorney, to endorse on behalf of the Trustee all checks, drafts and/or negotiable instruments made payable to the Trustee in respect of the documents, and executing such other documents as may be considered by the Attorney necessary for such purposes.

This Power of Attorney is effective from the date hereof until the earlier of (i) revocation by the Bank, (ii) with respect to a particular Agreement, the date the Attorney shall no longer be acting as Master Servicer in respect of such agreement; and (iii) March 26, 2011.

This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York without regard to its conflict of laws principles. Power of Attorney Book & Page

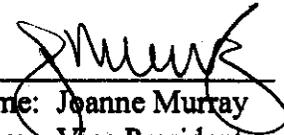
All actions heretofore taken by said Attorney, which the Attorney could properly have taken pursuant to this Power of Attorney, be, and hereby are, ratified and affirmed.

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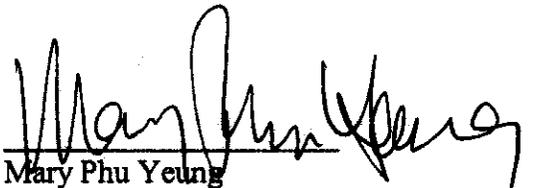
IN WITNESS WHEREOF, The Bank of New York Mellon Trust Company, N.A., FKA The Bank of New York, N.A. as successor in interest to JPMorgan Chase Bank, N.A, as Trustee under the Agreements, by its officers Rafael A. Herrera (Managing Director) and Joanne Murray (Vice President), thereunto duly appointed, has duly executed this Power of Attorney as of this 15th day of December, 2009.

**The Bank of New York Mellon Trust Company,
National Association**

By: 
Name: Rafael A. Herrera
Title: Managing Director

By: 
Name: Joanne Murray
Title: Vice President

Witness: 
Barbara J. Rios

Witness: 
Mary Phu Yeung

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Schedule I

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Pooling and Servicing Agreements and Indentures re: Power of Attorney dated as of December 15th 2009, issued by The Bank of New York Mellon Trust Company, N.A. in favor of Residential Funding Company, LLC.

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ACKNOWLEDGEMENT

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STATE OF TEXAS

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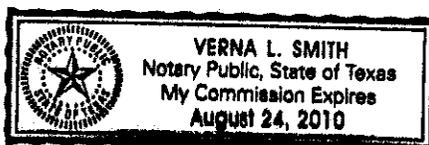
DK P BK 142 PG 316

COUNTY OF HARRIS

Personally appeared before me the above-named Rafael A. Herrera known or proved to me to be the same person who executed the foregoing instrument and to be the Managing Director of The Bank of New York Mellon Trust Company, N.A., and acknowledged that he executed the same as his free act and deed and the free act and deed of The Bank of New York Mellon Trust Company, N.A..

Subscribed and sworn before me this 15th day of December, 2009.


NOTARY PUBLIC
My Commission expires: 8-24-2010



ACKNOWLEDGEMENT

STATE OF TEXAS

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§
§

DK P BK 142 PG 317

COUNTY OF HARRIS

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Power of Attorney Book & Page

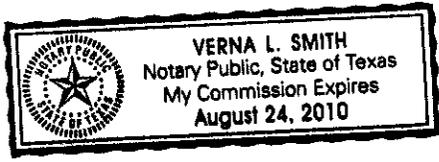
Personally appeared before me the above-named Joanne Murray known or proved to me to be the same person who executed the foregoing instrument and to be the Vice President of The Bank of New York Mellon Trust Company, N.A., and acknowledged that she executed the same as her free act and deed and the free act and deed of The Bank of New York Mellon Trust Company, N.A..

Subscribed and sworn before me this 15th day of December, 2009.

Verna L. Smith

NOTARY PUBLIC

My Commission expires: 8-24-2010



1.	Pooling and Servicing Agreement for Residential Funding Mortgage Securities I, Inc, Mortgage Pass-Through Certificates, Series 2004-S1, dated as of February 1, 2004, by and between Residential Funding Mortgage Securities I, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Funding Mortgage Securities I, Inc, Mortgage Pass-Through Certificates, Series 2004-S2, dated as of March 1, 2004, by and between Residential Funding Mortgage Securities I, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Funding Mortgage Securities I, Inc, Mortgage Pass-Through Certificates, Series 2004-S3, dated as of March 1, 2004, by and between Residential Funding Mortgage Securities I, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Funding Mortgage Securities I, Inc, Mortgage Pass-Through Certificates, Series 2004-S4, dated as of April 1, 2004, by and between Residential Funding Mortgage Securities I, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Funding Mortgage Securities I, Inc, Mortgage Pass-Through Certificates, Series 2004-S5, dated as of May 1, 2004, by and between Residential Funding Mortgage Securities I, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Funding Mortgage Securities I, Inc, Mortgage Pass-Through Certificates, Series 2004-S6, dated as of June 1, 2004, by and between Residential Funding Mortgage Securities I, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Funding Mortgage Securities I, Inc, Mortgage Pass-Through Certificates, Series 2004-SA1, dated as of June 1, 2004, by and between Residential Funding Mortgage Securities I, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2004-SP1, dated as of June 1, 2004, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2004-SP2, dated as of July 1, 2004, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2004-SP3, dated as of October 1, 2004, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2005-SP1, dated as of May 1, 2005, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2005-SP2, dated as of September 1, 2005, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2005-SP3, dated as of December 1, 2005, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2006-SP1, dated as of February 1, 2006, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2006-SP2, dated as of April 1, 2006, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee
1.	Pooling and Servicing Agreement for Residential Asset Mortgage Products, Inc, Mortgage Loan Asset-Backed Pass-Through Certificates, Series 2006-SP3, dated as of August 1, 2006, by and between Residential Asset Mortgage Products, Inc, as Depositor, Residential Funding Corporation as Servicer and JPMorgan Chase Bank N.A as Trustee



Hancock County
I certify this instrument was filed on
12-02-2010 12:04:00 PM
and recorded in Power of Attorney Book
2010 at pages 813 - 829
Timothy A Kellar

STATE OF MS
COUNTY OF HINDS
FILED-RECORDED
1ST DISTRICT

2010 JUL 28 PM 3: 03

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EDDIE JEAN CARR
CHANCERY CLERK

Leticia L. Lee