

*W.E.* 8/12/11 11:10:50  
DK P BK 145 PG 797  
DESOTO COUNTY, MS  
W.E. DAVIS, CH CLERK

LIMITED POWER OF ATTORNEY  
AAMES CAPITAL CORPORATION  
TO  
RESIDENTIAL CREDIT SOLUTIONS, INC.

*Shapiro & Massey*  
*LLP*



LIMITED POWER OF ATTORNEY

Know all men by these presents that Aames Capital Corporation, dba Aames Home Loan, a California corporation ("Aames"), whose principal place of business is 9915 Mira Mesa Blvd., Ste. 100, San Diego, CA 92131, does hereby make and appoint Residential Credit Solutions, Inc. ("RCS"), whose principal place of business is 4282 North Freeway, Fort Worth, Texas 76137, as its attorney-in-fact with full authority for and on its behalf to do and perform the following acts only:

Pursuant to and in accordance with the Asset Purchase Agreement between Accredited Home Lenders, Inc., Aames Capital Corporation, and Residential Credit Solutions, Inc. dated December 22, 2006, as amended, RCS may:

Service and administer the Mortgage Loans and undertake any actions in connection with such servicing and administration, including but not limited to the sale, transfer, or conveyance of any such real property serviced, which RCS may deem necessary or desirable in accordance with generally accepted servicing practices and in compliance with all applicable federal and state statutes, rules, and regulations incident to the servicing of the Loans, including but not limited to the federal Fair Debt Collection Practices Act and the Fair Credit Reporting Act.

This Limited Power of Attorney shall be effective upon execution and shall continue in full force and effect until revoked in writing by Aames, which revocation may be made at any time without cause or notice.

RCS shall indemnify, defend, and hold harmless Aames, 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, related to, or in connection with (i) any act taken by RCS pursuant to this Limited Power of Attorney, which act results in a Claim solely by virtue of the unlawful use of this Limited Power of Attorney (and not as a result of a Claim related to the underlying instrument with respect to which this Limited Power of Attorney has been used), or (ii) any use or misuse of this Limited Power of Attorney in any manner or by any person not expressly authorized hereby.

The undersigned represents and warrants that he has authority to execute this power of attorney on behalf of Aames. These presents bind Aames hereunder, as well as upon all checks, drafts, and other negotiable instruments endorsed or delivered by RCS by virtue hereof. This power of attorney is executed in the State of California and shall be interpreted and governed by the laws of the State of California.

Executed on February 23, 2010 at San Diego, California.

AAMES CAPITAL CORPORATION,  
A California corporation,

By:

  
James K. Ransom  
VP/Controller

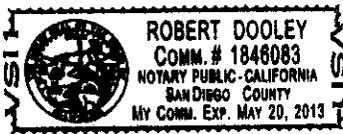
State of California )  
 ) ss.  
County of San Diego )

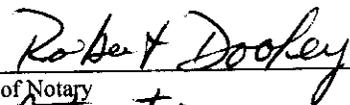
On February 23, 2010, before me, Robert Dooley, Notary Public, personally appeared James K. Ransom, VP/Controller of Aames Capital Corporation, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Seal]



  
Signature of Notary

Return to:  
SHAPIRO & MASSEY  
1910 LAKELAND DRIVE  
SUITE B  
JACKSON, MS 39216  
11-002963