

**SUBSTITUTION OF TRUSTEE**

WHEREAS, on December 23, 2004, Paul L. Newman, a/k/a Paul Newman, and Wife Deborah Newman, executed a certain deed of trust to Jim B. Tohill, Trustee for the benefit of Ameriquest Mortgage Company, which deed of trust is of record in the office of the Chancery Clerk of DeSoto County, State of Mississippi in Book 2137 at Page 611, and recorded in the aforesaid Chancery Clerk's Office and being secured by real property being more particularly described as follows:

Lot 354, Section C, Lake Forest Subdivision, situated in Section 25, Township 1 South, Range 9 West, as per plat thereof recorded Plat Book 12, Page 5-7, in the Register's Office for DeSoto County, Mississippi which plat reference is hereby made for a more particular description of said property.

Being the same property conveyed to Paul Newman and wife, Deborah Newman by deed from Phyllis K. Newby filed for record in Book 216, Page 293, Register's Office for Desoto County, Mississippi, dated 7-10-89.

WHEREAS, the undersigned is the present holder and beneficiary of the deed of trust referenced above; and

WHEREAS, Deutsche Bank National Trust Company, as Trustee of Ameriquest Mortgage Securities, Inc. Asset Backed Pass Through Certificates Series 2005-R1, under the pooling and servicing agreement dated as of February 1, 2005, without recourse. pursuant to the provisions of the aforesaid Deed of Trust and for reasons satisfactory to itself, has elected to substitute J. Gary Massey as Trustee in and for the above described deed of trust and the indebtedness secured thereby; and

NOW THEREFORE, Deutsche Bank National Trust Company, as Trustee of Ameriquest Mortgage Securities, Inc. Asset Backed Pass Through Certificates Series 2005-R1, under the pooling and servicing agreement dated as of February 1, 2005, without recourse., the present owner and holder of the above described deed of trust, acting by and through its duly authorized officers, does hereby substitute and appoint J. Gary Massey as Trustee in the place and stead of the current trustee and does hereby confer upon the said J. Gary Massey full and complete power to execute said trust as Trustee as provided by the terms of the aforesaid deed of trust.

Should the undersigned become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid and to convey title to said foreclosed property to the Secretary of Housing and Urban Development or the Secretary of Veterans Affairs, or whomsoever the undersigned shall authorize. The statement in the Substitute Trustee's deed that the undersigned has requested transfer of its bid to grantee(s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereby, and that the Substitute Trustee is duly authorized and empowered to execute same.

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