(2)

This instrument prepared by
Floyd Healy
1405 N. Pierce, Suite 306
Little Rock, Arkansas 72207
(501) 663-6200

mc 1/22/08 9:46:56
BK 2,846 PG 547
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

SUBSTITUTION OF TRUSTEE

WHEREAS, Tony L. Wilson and Arinthia Wilson executed a Deed of Trust dated July 13, 2006, in favor Davis Law Firm, PC, Trustee(s), and New Century Mortgage Corporation, Lender, for the benefit of the owner and holder of a certain indebtedness, New Century Mortgage Corporation; and

WHEREAS, said Deed of Trust was filed of record on July 19, 2006, and recorded in Book 2519, at Page 626, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, said Deed of Trust was assigned to U.S. Bank National Association as Trustee under Pooling and Servicing Agreement Dated as of December 1, 2006 MASTR Asset Backed Securities Trust 2006-HE5 Mortgage Pass-Through Certificates Series 2006-HE5, by an Assignment filed of record on _____, and recorded in Book _____, at Page _____, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, U.S. Bank National Association as Trustee under Pooling and Servicing Agreement Dated as of December 1, 2006 MASTR Asset Backed Securities Trust 2006-HE5 Mortgage Pass-Through Certificates Series 2006-HE5, the legal holder of said Deed of Trust and the said indebtedness, has requested foreclosure proceedings to be instituted; and

WHEREAS, U.S. Bank National Association as Trustee under Pooling and Servicing Agreement Dated as of December 1, 2006 MASTR Asset Backed Securities Trust 2006-HE5 Mortgage Pass-Through Certificates Series 2006-HE5, the owner and legal holder of said indebtedness, does hereby desire Floyd Healy to act as trustee in the place and stead of Davis Law Firm, PC, or any subsequently appointed Substitute Trustee, as appointed under said Deed of Trust.

THEREFORE, the undersigned does hereby, in accordance with the terms of said Deed of Trust, appoint, nominate, and constitute the said Floyd Healy as Substitute Trustee in the place and stead of the said Davis Law Firm, PC, or any subsequently appointed Substitute Trustee.

Default having been made in the payment of said indebtedness, U.S. Bank National Association as Trustee under Pooling and Servicing Agreement Dated as of December 1, 2006 MASTR Asset Backed Securities Trust 2006-HE5 Mortgage Pass-Through Certificates Series 2006-HE5, the owner and legal holder, has further requested that said Floyd Healy, Substitute Trustee under said Deed of Trust, proceed

mc R. Coleman

3

with foreclosure and to do any and all things necessary and in accordance with the terms of said Deed of Trust as though the said Floyd Healy had been originally appointed as Trustee hereunder.

Should U.S. Bank National Association as Trustee under Pooling and Servicing Agreement Dated as of December 1, 2006 MASTR Asset Backed Securities Trust 2006-HE5 Mortgage Pass-Through Certificates Series 2006-HE5, 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 foreclosure property to the Administrator of Veterans Affairs or the Secretary of Housing and Urban Development, 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 thereto, that the Substitute Trustee was duly authorized and empowered to execute same.

IN WITNESS WHEREOF, the undersigned, owner and holder of said indebtedness, has hereunto caused this instrument to be executed by and through its duly authorized officers, this the 14 day of JAN., 2008.

Name: Noriko Colston
Title: Assistant Secretary
U.S. Bank National Association as Trustee under Pooling and Servicing Agreement Dated as of December 1, 2006 MASTR Asset Backed Securities Trust 2006-HE5 Mortgage Pass-Through Certificates Series 2006-HE5, by Barclays Capital Real Estate Inc. dba HomEq Servicing, Attorney-in-Fact

ACKNOWLEDGEMENT

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, _____, before me personally appeared _____, to me personally well known, who acknowledged that s/he was the _____ of Barclays Capital Real Estate Inc. dba HomEq Servicing and that Barclays Capital Real Estate Inc. dba HomEq Servicing was duly and properly appointed Attorney-in-Fact for U.S. Bank National Association as Trustee under Pooling and Servicing Agreement Dated as of December 1, 2006 MASTR Asset Backed Securities Trust 2006-HE5 Mortgage Pass-Through Certificates Series 2006-HE5, and that s/he, as such officer, being authorized to do so, had executed the foregoing instrument of the purpose therein contained, by signing the same of the national association by him/herself as such officer.

ALL PURPOSE NOTARY ACKNOWLEDGEMENT

State of California }
County of Sacramento } ss.

On January 14, 2008, before me, C. Howell, personally appeared Noriko Colston, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) 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.

Notary signature C. Howell

C. HOWELL
COMM. # 1712838
NOTARY PUBLIC-CALIFORNIA
SACRAMENTO CO.
EXP. JAN 24, 2011