

5/17/12 9:23:21
SRO DK T BK 3,441 PG 405
DE SOTO COUNTY, MS
W.E. DAVIS, CH CLERK

Prepared by and Return To:

0932508MS

NATIONWIDE TRUSTEE SERVICES, INC.

1587 Northeast Expressway

Atlanta, GA 30329

(404)-417-4040

INDEXING INSTRUCTIONS: Lot 158, Phase 3, Alexanders Ridge Subdivision, Section 27, Township 1 South, Range 6 West, DeSoto County, Mississippi

SUBSTITUTION OF TRUSTEE

WHEREAS, on November 6, 2006, Carl Grace, executed a Deed of Trust to Lem Adams, III for the use and benefit of Mortgage Electronic Registration Systems, Inc., acting solely as nominee for SunTrust Mortgage, Inc., its successors and assigns which Deed of Trust is on file and of record in the office of the Chancery Clerk of De Soto County, Mississippi, in Deed of Trust Record Book 2602, Page 16 thereof; describing the following property:

Lot 158, Phase 3, Alexanders Ridge Subdivision, situated in Section 27, Township 1 South, Range 6 West, as shown on plat of record in Plat Book 81, Page 34, in the office of the Chancery Clerk of DeSoto County, Mississippi.

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

WHEREAS, under the terms of said Deed of Trust the beneficiary or any assignee is authorized to appoint a Trustee in the place and stead of the original Trustee or any successor Trustee in said Deed of Trust; and

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 to convey title to said foreclosed property to the **U.S. BANK NATIONAL ASSOCIATION AS TRUSTEE FOR BAFC 2007-3**, its successors and assigns. The statement in the Substitute Trustee's Deed that the undersigned has requested the 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.

NOW THEREFORE, the undersigned does hereby appoint and substitute **NATIONWIDE TRUSTEE SERVICES, INC.**, as Trustee in said Deed of Trust, the said **NATIONWIDE TRUSTEE SERVICES, INC.**, to have all the rights, powers and privileges of the Trustee named in said Deed of Trust.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed on this the 7 day of MAY, 2012.

U.S. BANK NATIONAL ASSOCIATION AS TRUSTEE FOR BAFC 2007-3 BY SUNTRUST MORTGAGE, INC. AS ATTORNEY IN FACT

By: Christopher J. Davis
Its Group Vice President

It's: ATTORNEY IN FACT

POWER OF ATTORNEY ATTACHED AS EXHIBIT A



STATE OF Virginia
CITY Richmond
COUNTY OF Richmond

Personally appeared before me, the undersigned authority in and for the said ^{city} ~~county~~ and state, on this 7th day of May, 2012, within my jurisdiction, the within named Christopher J. Davis, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed in the above and foregoing instrument and acknowledged that he/she/they executed the same in his/her/their representative capacity(ies), and that by his/her/their signature(s) on the instrument, and as the act and deed of the person(s) or entity(ies) upon behalf of which he/she/they acted, executed the above and foregoing instrument, after first having been duly authorized so to do.

Shaundra Hunt
NOTARY PUBLIC

My commission expires: June 30, 2015

(Affix seal)

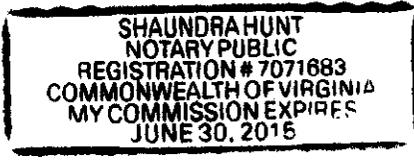


EXHIBIT A

RECORDING REQUESTED BY:
 SunTrust Mortgage, Inc.
 1001 Semmes Avenue, 4th Floor
 REO Mail code RVW3024
 Richmond, VA 23224

SPACE ABOVE THIS LINE FOR RECORDER'S USE

LIMITED POWER OF ATTORNEY

U.S. Bank National Association, as Trustee, 60 Livingston Ave, EP-MN-WS3D, St. Paul, MN 55107, hereby constitutes and appoints SUNTRUST MORTGAGE, INC., and in its name, aforesaid Attorney-In-Fact, by and through any officer appointed by the Board of Directors of SunTrust Mortgage, Inc., to execute and acknowledge in writing or by facsimile stamp all documents customarily and reasonably necessary and appropriate for the tasks described in the items (1) through (4) below; provided however, that the documents described below may only be executed and delivered by such Attorneys-In-Fact if such documents are required or permitted under the terms of the related servicing agreements listed on Exhibit A, attached hereto and made a part hereof, and no power is granted hereunder to take any action that would be adverse to the interests of U.S. Bank National Association. This Limited Power of Attorney is being issued in connection with Servicer's responsibilities to service certain mortgage loans (the "Loans") held by U.S. Bank National Association, as Trustee. These Loans are comprised of Mortgages, Deeds of Trust, Deeds to Secure Debt and other forms of Security instruments (collectively the "Security Instruments") and the Notes secured thereby.

1. Demand, sue for, recover, collect and receive each and every sum of money, debt, account and interest (which now is, or hereafter shall become due and payable) belonging to or claimed by U.S. Bank National Association, as Trustee, and to use or take any lawful means for recovery by legal process or otherwise, including but not limited to the substitution of trustee serving under a Deed of Trust, the preparation and issuance of statements of breach, notices of default, and/or notices of sale, taking of deeds in lieu of foreclosure, and foreclosing on the properties under the Security Instruments.
2. Execute and/or file such documents and take such other action as is proper and necessary to defend U.S. Bank National Association, as Trustee, in litigation and to resolve any litigation where the Servicer has an obligation to defend U.S. Bank National Association, as Trustee.
3. Transact business of any kind regarding the Loans, and obtain an interest therein and/or building thereon, as U.S. Bank National Association, as Trustee's act and deed, to contact for, purchase, receive and take possession and evidence of title in and to the property and/or to secure payment of a promissory note or performance of any obligation or agreement.
4. Execute bonds, notes, mortgages, deeds of trust and other contracts, agreements and instruments regarding the Borrowers and/or the Property, including but not limited to the execution of releases, satisfactions, assignments, and other instruments pertaining to mortgages or deeds of trust, and execution of deeds and associated instruments, if any, conveying the Property, in the interest of U.S. Bank National Association, as Trustee.
5. Endorse on behalf of the undersigned all checks, drafts and/or other negotiable instruments made payable to the undersigned.

Servicer hereby agrees to indemnify and hold U.S. Bank National Association, as Trustee, and its directors, officers, employees and agents harmless from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever incurred by reason or result of the exercise by the Servicer of the powers specifically granted to it under the related servicing agreements. The foregoing indemnity shall survive the termination of this Limited Power of Attorney and the related servicing agreements or the earlier resignation or removal of U.S. Bank National Association, as Trustee under the related servicing agreements.

Witness my hand and seal this 16th day of August, 2010.

(SEAL) NO CORPORATE SEAL

U.S. Bank National Association, as Trustee

[Signature]
Witness: Brian Giel

By: [Signature]
Charles F. Pedersen, Vice President

[Signature]
Witness: Erin Sandstrom

By: [Signature]
Becky Warren, Vice President

[Signature]
Attest: Trisha Willett, Trust Officer

FOR CORPORATE ACKNOWLEDGMENT

State of Minnesota
County of Ramsey

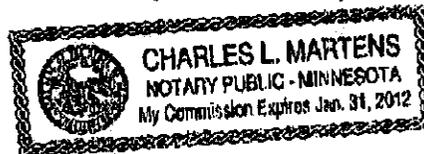
On this 16th day of August, 2010, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Charles F. Pedersen, Becky Warren and Trisha Willett, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons who executed the within instrument as Vice President, Vice President and Trust Officer of U.S. Bank National Association, a national banking association that executed the within instruments, and known to me to be the person who executed the within instrument on behalf of the national banking association therein named, and acknowledge to me that such national banking association executed the within instrument pursuant to its by-laws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

Signature [Signature]

(NOTARY SEAL)

My commission expires: 01/31/2012



Schedule A

U.S. Bank National Association, as Trustee, for

ARMT 2005-5	ARMT 2005-7	ARMT 2005-8
ARMT 2005-9	ARMT 2007-1	ARMT 2007-2
BAFC 2006-1	BAFC 2006-2	BAFC 2006-3
BAFC 2006-4	BAFC 2006-5	BAFC 2006-6
BAFC 2006-7	BAFC 2007-1	BAFC 2007-2
BAFC 2007-3	BAFC 2007-4	BAFC 2007-6
BAFC 2007-7	BAFC 2007-8	BAFC 2008-1
BART 2005-12	BSABS 2005-AC6	BSABS 2006-ST1
CMLTI 2005-7	CMLTI 2006-4	CMLTI 2007-6
CMLTI 2007-10	CMLTI 2007-AR1	CMLTI 2007-AR7
CSAB 2006-2	CSAB 2006-3	CSAB 2007-1
CSAB 2007-2		
CSMC 2006-4	CSMC 2006-5	CSMC 2006-7
CSMC 2006-8	CSMC 2006-9	CSMC 2007-1
CSMC 2007-3	CSMC 2007-5	CSMC 2007-6
CSMC 2007-7		
GSAA 2005-11	GSAA 2006-1	GSAA 2006-5
GSAA 2006-17	GSAA HET 2006-19	GSAA HET 2006-20

GSR 2005-7F	GSR 2005-AR7	GSR 2006-9F
GSR 2007-4F	GSR 2007-5F	
JPALT 2005-S1	JPALT 2006-A2	JPALT 2006-S1
JPALT 2006-S2	JPALT 2006-S3	JPALT 2006-S4
JPALT 2007-S1		
JPMMT 2005-S2	JPMMT 2006-A3	JPMMT 2006-A4
JPMMT 2006-A5	JPMMT 2006-A6	JPMMT 2006-S2
JPMMT 2007-S2		
LMT 2007-7	LXS 2007-15N	
MASTR Alternative Loan Trust Series 2005-6	MALT 2005-6	
MASTR 2005-7	MASTR 2006-1	MASTR 2006-2
MASTR 2006-3	MASTR 2007-1	MASTR 2007-2
PRIME 2003-2		
SARM 2006-1		
SASCO 2006-RF3		
STARM 2007-S1	STARM 2007-2	STARM 2007-3
TMTS 2006-7		WMLT 2005-B