

**This Instrument Prepared By:**  
Charles B. Griffith  
Attorney at Law  
106 Mission Court, Suite 1002  
Franklin, Tennessee 37067  
**Record and Return To:**  
LandCastle Title  
810 Crescent Centre Drive  
Suite 280  
Franklin, Tennessee 37067  
LCT File No.: MSR-0811004395

State of MS  
County of Desoto

**SPECIAL WARRANTY DEED**

FOR AND IN CONSIDERATION of the sum of ten dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned DEUTSCHE BANK NATIONAL TRUST COMPANY AS TRUSTEE FOR THE HOLDERS OF MORGAN STANLEY ABS CAPITAL I INC. TRUST 2005-HE1, MORTGAGE PASS THROUGH CERTIFICATES, SERIES 2005-HE1, ("Grantor," hereinafter) does hereby sell, assign, convey, specially warrant, and deliver unto RICKEY YEAGER, ("Grantee," hereinafter), the following described property situated in DESOTO County, Mississippi, and being more particularly described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF BY REFERENCE  
FOR LEGAL DESCRIPTION

Commonly known as street address: 7903 TYLER COVE, WALLS, MS 38680

AND THE SAID Grantor will forever specially warrant and defend the title to the above-described property unto the said Grantee and his heirs, representatives, and assigns, against the claims of all persons claiming by, through, or under the Grantor, but not otherwise.

The Grantee has thoroughly inspected, examined and accepts the parcel along with any existing structures, improvements, and appurtenances thereunto belonging, if any, and is purchasing same in "as is," "where is" condition, without warranty. In addition, Grantee understands that the Grantor, its agents, successors and/or assigns, have made no representation or warranties, other than as specifically set out herein, either expressed or implied regarding this parcel and that Grantee is purchasing same based on the Grantee's sole judgment and diligent inquiry.

By acceptance of this Deed, as evidenced by having same recorded, Grantee affirms the content of this document and expressly agrees to indemnify and hold Grantor, its agents, successors and/or assigns, harmless from any and all claims (whether made by the Grantee, its agents, successors, assigns or any other party) regarding any deficiency as to the condition of the property and/or any existing structures on said parcel.

If bounded by water, the warranty granted herein shall not extend to any part of the above-described property which is tideland or coastal wetlands as defined in the Mississippi Coastal Wetlands Protection Act and this conveyance includes any natural accretion and is subject to any erosion due to the action of the elements.

**Property Commonly Referred to As:**  
7903 Tyler Cove  
Walls, MS 38680

It is agreed and understood that taxes for the current year have been or shall be prorated on an estimated basis, effective the date of this instrument and are hereby assumed by the Grantee herein. When such actual taxes have been determined the parties hereto shall adjust the proration accordingly.

This conveyance and the warranty thereof is subject to zoning and/or other land-use regulations promulgated by federal, state, or local governments affecting the use or occupancy of the subject property, any and all prior reservations, restrictions, easements, exceptions, sales, covenants, and/or conditions of record, including mineral, oil or gas reservations, and any and all public utility easements, servitudes and rights of way and restrictive covenants which might affect the subject property.

Grantor Name and Address:

7105 Corporate Dr.  
Plano, TX 75029

Grantee Name and Address:

7903 Tyler Cove  
Walls, MS 38680

Phone Number:

615-503-9901

Phone Number:

662-893-1360

**TITLE NOT EXAMINED**

**INDEXING INSTRUCTIONS:**

**LOT 173, SECTION E, RANCH MEADOWS P.U.D. S/D, SECTION 25, T-1-S, R-9-W,  
DESOTO COUNTY, MISSISSIPPI**

**Property Commonly Referred to As:**

**7903 Tyler Cove  
Walls, MS 38680**

(Special Warranty Deed Continued)

WITNESS THE SIGNATURE of the Grantor on this 26 day of November, 2008

GRANTOR:  
Deutsche Bank National Trust Company as Trustee for the  
Holders of Morgan Stanley ABS Capital I Inc. Trust 2005-  
HE1, Mortgage Pass Through Certificates, Series 2005-HE1

BY: Countrywide Home Loans, Attorney in Fact

BY:

Alissa Owens

Alissa Owens Asst Secretary

(Print Signer's Name and Title/Capacity)

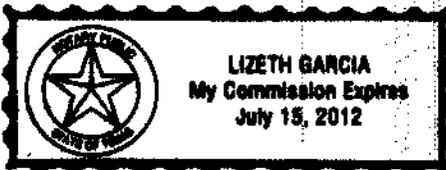
**ACKNOWLEDGEMENT**

STATE OF TEXAS )  
COUNTY OF COLLIN )

Personally appeared before me, the undersigned authority in and for the said County and State, on this \_\_\_ day of November 26, 2008, within my jurisdiction, the within named Alissa Owens (Signer) who acknowledged to me that s/he is the Asst Secretary (title/capacity) of Countrywide Home Loans (Signer's company name), the Attorney in Fact for Deutsche Bank (Grantor) and that in its capacity as Attorney in Fact for Grantor s/he executed, signed and delivered the above and foregoing instrument after having been authorized by Countrywide Home Loans (Signer's company name) and Grantor to do so.

Given under my hand and seal this the 26 day of November, 2008

Lizeth Garcia  
NOTARY PUBLIC  
My Commission Expires:



Property Commonly Referred to As:  
7903 Tyler Cove  
Walls, MS 38680

**EXHIBIT "A"**  
**(Legal Description)**

LOT 173, SECTION E, RANCH MEADOWS P.U.D. SUBDIVISION, IN SECTION 25, TOWNSHIP 1 SOUTH, RANGE 9 WEST, DESOTO COUNTY, MISSISSIPPI, AS PER PLAT THEREOF RECORDED IN PLAT BOOK 83, PAGE 39 IN THE OFFICE OF THE CHANCERY CLERK, DESOTO COUNTY, MISSISSIPPI.

**Property Commonly Referred to As:**  
7903 Tyler Cove  
Walls, MS 38680

RECORD AND RETURN  
 COUNTRYWIDE HOME LOANS  
 2380 PERFORMANCE DRIVE  
 RGV-084 B1 83  
 RICHARDSON, TX 75082  
 Attn: Mary Lepine

Exhibit "B"

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Deutsche Bank National Trust Company, a national banking association organized and existing under the laws of the United States, formerly known as Bankers Trust Company of California, N.A. and having its principal place of business at 1761 East St. Andrew Place, Santa Ana, California, 92705, as Trustee (the "Trustee") pursuant to the agreements listed on Exhibit A attached hereto (collectively the "Agreements") by and between Deutsche Bank National Trust Company, as trustee, and Countrywide Home Loans Servicing LP, as servicer (in such capacity, the "Servicer"), hereby constitutes and appoints the Servicer, by and through the Servicer's officers, the Trustee's true and lawful Attorney-in-Fact, in the Trustee's name, place and stead and for the Trustee's benefit, in connection with all mortgage loans serviced by the Servicer pursuant to the Agreements solely for the purpose of performing such acts and executing such documents in the name of the Trustee necessary and appropriate to effectuate the following enumerated transactions in respect of 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 certificateholders (whether the undersigned is named therein as mortgagee or beneficiary or has become mortgagee by virtue of endorsement of the Mortgage Note secured by any such Mortgage or Deed of Trust) and for which Countrywide Home Loans Servicing LP is acting as the Servicer.

This Appointment shall apply only to the following enumerated transactions and nothing herein or in the Agreement shall be construed to the contrary:

1. The modification or re-recording of a Mortgage or Deed of Trust, where said modification or re-recording is solely 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; provided that (i) said modification or re-recording, in either instance, does not adversely affect the lien of the Mortgage or Deed of Trust as insured and (ii) otherwise conforms to the provisions of the Agreement.
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 the properties 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.
5. The full 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.

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 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 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.
9. With respect to the sale of property acquired through a foreclosure or deed-in lieu of foreclosure, including, without limitation, the execution of the following documentation:
  - a. listing agreements;
  - b. purchase and sale agreements;
  - c. grant/warranty/quit claim deeds or any other deed causing the transfer of title of the property to a party contracted to purchase same;
  - d. escrow instructions; and
  - e. any and all documents necessary to effect the transfer of property.
10. The modification or amendment of escrow agreements established for repairs to the mortgaged property or reserves for replacement of personal property.

The undersigned gives said Attorney-in-Fact full power and authority to execute such instruments and to do and perform all and every act and thing necessary and proper to carry into effect the power or powers

granted by or under this Limited Power of Attorney as fully as the undersigned might or could do, and hereby does ratify and confirm to all that said Attorney-in-Fact shall be effective as of **December 18, 2008**.

This appointment is to be construed and interpreted as a limited power of attorney. The enumeration of specific items, rights, acts or powers herein is not intended to, nor does it give rise to, and it is not to be construed as a general power of attorney.

Nothing contained herein shall (i) limit in any manner any indemnification provided by the Servicer to the Trustee under the Agreement, or (ii) be construed to grant the Servicer the power to initiate or defend any suit, litigation or proceeding in the name of Deutsche Bank National Trust Company except as specifically provided for herein. If the Servicer receives any notice of suit, litigation or proceeding in the name of Deutsche Bank National Trust Company or Bankers Trust Company of California, N.A., then the Servicer shall promptly forward a copy of same to the Trustee.

This limited power of attorney is not intended to extend the powers granted to the Servicer under the Agreement or to allow the Servicer to take any action with respect to Mortgages, Deeds of Trust or Mortgage Notes not authorized by the Agreement.

The Servicer hereby agrees to indemnify and hold the 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 or in connection with the exercise by the Servicer of the powers granted to it hereunder. The foregoing indemnity shall survive the termination of this Limited Power of Attorney and the Agreement or the earlier resignation or removal of the Trustee under the Agreement.

This Limited Power of Attorney is entered into and shall be governed by the laws of the State of New York, without regard to conflicts of law principles of such state.

Third parties without actual notice may rely upon the exercise of the power granted under this Limited Power of Attorney; and may be satisfied that this Limited Power of Attorney shall continue in full force and effect and has not been revoked unless an instrument of revocation has been made in writing by the undersigned.

IN WITNESS WHEREOF, Deutsche Bank National Trust Company, as Trustee has caused its corporate seal to be hereto affixed and these presents to be signed and acknowledged in its name and behalf by a duly elected and authorized signatory this **18<sup>th</sup> day of December 2008**.

Deutsche Bank National Trust Company, formerly known as Bankers Trust Company of California, N.A., as Trustee

By: \_\_\_\_\_  
Name: **Ronaldo P. Reyes**  
Title: **Vice President**

Witness: \_\_\_\_\_  
**Tim Avakian** Trust Administrator

Witness: \_\_\_\_\_  
**Richard Vieta** Trust Administrator

Acknowledged and Agreed  
Countrywide Home Loans Servicing LP

By: \_\_\_\_\_  
Name:  
Title:

02867.001 #92035

STATE OF CALIFORNIA  
COUNTY OF ORANGE

On **December 18, 2008**, before me, <sup>*Tiffany Yuan*</sup> ~~Nadia Nguyen~~, a Notary Public in and for said state, personally appeared **Ronaldo R. Reyes** of Deutsche Bank National Trust Company, as Trustee for agreements listed on Exhibit A attached hereto, 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 that same in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which the person acted and executed the instrument.

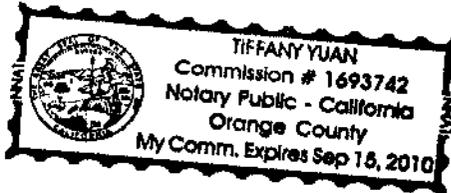
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.  
(SEAL)



\_\_\_\_\_  
Notary Public, State of California

02867.001 #92035



## EXHIBIT A

Aames Mortgage Loan Trust 2000-1 – Pooling and Servicing Agreement, dated as of September 1, 2000 by and among Aames Capital Corporation (“Aames”), as seller, Countrywide Home Loans, Inc. (Countrywide), as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2000-2 – Pooling and Servicing Agreement, dated as of December 1, 2000 by and among Aames, as seller, Countrywide, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2001-1 – Pooling and Servicing Agreement, dated as of March 1, 2001 by and among Aames, as seller, Countrywide, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2001-2 – Pooling and Servicing Agreement, dated as of June 1, 2001 by and among Aames, as seller, Countrywide, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2001-3 – Pooling and Servicing Agreement, dated as of September 1, 2001 by and among Aames, as seller, Countrywide, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2001-4 – Pooling and Servicing Agreement, dated as of December 1, 2001 by and among Aames, as seller, Countrywide, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

Aames Mortgage Loan Trust 2002-2 – Pooling and Servicing Agreement, dated as of June 1, 2001 by and among Aames, as seller, Countrywide Home Loans Servicing LP, as servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A. as trustee.

BCAP TRUST LLC 2007-AA1 – Trust Agreement, dated as of February 1, 2007 between BCAP LLC, as depositor, Wells Fargo Bank, N.A., as custodian (in such capacity, the “Custodian”), and Deutsche Bank National Trust Company, as trustee

BCAP TRUST LLC 2007-AA2 - Trust Agreement, dated as of March 1, 2007 between BCAP LLC, as depositor, Wells Fargo Bank, N.A., as custodian (in such capacity, the “Custodian”), and Deutsche Bank National Trust Company, as trustee

BCAP TRUST LLC 2007-AA3 - Trust Agreement, dated as of May 1, 2007 between BCAP LLC, as depositor, Wells Fargo Bank, N.A., as custodian (in such capacity, the “Custodian”), and Deutsche Bank National Trust Company, as trustee

CDC MORTGAGE CAPITAL TRUST 2004-HE1– Pooling and Servicing Agreement is dated as of February 1, 2004, among Morgan Stanley ABS Capital I Inc, as depositor (the “Depositor”), Countrywide Home loans Servicing LP, as servicer, CDC Mortgage Capital Inc, as unaffiliated seller and Deutsche Bank National Trust Company, as Trustee

CDC MORTGAGE CAPITAL TRUST 2004-HE2 -- Pooling and Servicing Agreement is dated as of May 1, 2004, among Morgan Stanley ABS Capital I Inc, as depositor (the "Depositor"), Countrywide Home loans Servicing LP, as servicer, CDC Mortgage Capital Inc, as unaffiliated seller and Deutsche Bank National Trust Company, as Trustee

FFMLT TRUST 2005-FF2 – Pooling and Servicing Agreement is dated as of April 1, 2005, is among GS Mortgage Securities Corp., as depositor, National City Home Loan Services, Inc., as responsible party, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAA HOME EQUITY TRUST 2005-10 - Pooling and Servicing Agreement is dated as of June 1, 2004, is among GS Mortgage Securities Corp., as depositor, Ameriquest Mortgage Company , as responsible party, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAA HOME EQUITY TRUST 2005-2 – Pooling and Servicing Agreement is dated as of January 1, 2005 among GS Mortgage Securities Corp., as depositor, Countrywide Home loans Servicing LP, as the servicer, NC Capital Corporation and New Century Mortgage Corporation, as responsible party and Deutsche Bank National Trust Company, as Trustee

GSAA HOME EQUITY TRUST 2005-4 - Trust Agreement is dated as of March 1, 2005, is among GS Mortgage Securities Corp., as depositor and Deutsche Bank National Trust Company, as Trustee

GSAA TRUST 2004-10 – Pooling and Servicing Agreement is dated as of November 1, 2004, is among GS Mortgage Securities Corp., as depositor, Ameriquest Mortgage Company, as responsible party, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAA HOME EQUITY TRUST 2004-09 – Pooling and Servicing Agreement is dated as of October 1, 2004 among GS Mortgage Securities Corp., as depositor, Countrywide Home loans Servicing LP, as the servicer, NC Capital Corporation and New Century Mortgage Corporation, as responsible party and Deutsche Bank National Trust Company, as Trustee

GSAA TRUST 2006-4 – Assignment Agreement is dated as of March 2, 2006, is among GS Mortgage Securities Corp., as assignor or depositor, Wells Fargo Bank NA , as Master Servicer, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as not in its individual capacity but solely as Trustee

GSAA HOME EQUITY TRUST 2006-8 – Assignment Agreement is dated as of April 28, 2006, is among GS Mortgage Securities Corp., as assignor or depositor, Wells Fargo Bank NA , as Master Servicer, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as not in its individual capacity but solely as Trustee

GSAA HOME EQUITY TRUST 2006-16 – Assignment Agreement is dated as of September 28, 2006, is among GS Mortgage Securities Corp., as assignor or depositor, Wells Fargo Bank NA , as Master Servicer, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as not in its individual capacity but solely as Trustee

GSAA TRUST 2004-11 – Trust Agreement is dated as of December 4, 2004, is among GS Mortgage Securities Corp., as depositor and Deutsche Bank National Trust Company, as Trustee

GSAA TRUST 2004-3 – Pooling and Servicing Agreement is dated as of May 1, 2004, is among GS Mortgage Securities Corp., as depositor, Chase Manhattan Mortgage Corporation, as servicer, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAA TRUST 2004-5 – Pooling and Servicing Agreement is dated as of June 1, 2004, is among GS Mortgage Securities Corp., as depositor, Chase Manhattan Mortgage Corporation, as servicer, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAMP TRUST 2004-AR1 – Pooling and Servicing Agreement is dated as of June 1, 2004, is among GS Mortgage Securities Corp., as depositor, Ameriquest Mortgage Company, as responsible party, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAMP TRUST 2004-AR2 – Pooling and Servicing Agreement is dated as of August 1, 2004 among GS Mortgage Securities Corp., as depositor, Countrywide Home loans Servicing LP, as the servicer, Ameriquest Mortgage Company, as responsible party and Deutsche Bank National Trust Company, as Trustee

GSAMP TRUST 2004-HE2 – Pooling and Servicing Agreement is dated as of June 1, 2004, is among GS Mortgage Securities Corp., as depositor, Ameriquest Mortgage Company, as responsible party, Chase Manhattan Mortgage Corp, as servicer, Ocwen Federal Bank FSB, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAMP TRUST 2005-AHL - Pooling and Servicing Agreement is dated as of May 1, 2005 is among GS Mortgage Securities Corp., as depositor, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAMP TRUST 2005-HE1 - Pooling and Servicing Agreement is dated as of January 1, 2005 is among GS Mortgage Securities Corp., as depositor, Ocwen Federal Bank FSB, JPMorgan Chase Bank, NA, Countrywide Home loans Servicing LP, as servicers and Deutsche Bank National Trust Company, as Trustee

GSAMP TRUST 2005-HE2 - Pooling and Servicing Agreement is dated as of March 1, 2005 is among GS Mortgage Securities Corp., as depositor, JPMorgan Chase Bank, NA, J.P. Morgan Trust Company, NA, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

GSAMP TRUST 2005-HE3 - Pooling and Servicing Agreement is dated as of June 1, 2005 is among GS Mortgage Securities Corp., as depositor, Countrywide Home loans Servicing LP, JPMorgan Chase Bank, National Association, Wilshire Credit Corporation, as the servicers, J.P. Morgan Trust Company, National Association, Wells Fargo Bank, N.A, together the custodian and Deutsche Bank National Trust Company, as Trustee

HarborView Mortgage Loan Trust Mortgage Loan Pass-Through Certificates, Series 2005-7 -- Pooling and Servicing Agreement is dated as of June 1, 2005 among Greenwich Capital Acceptance, Inc, as depositor, Greenwich Capital Financial Products, Inc., as seller and Deutsche Bank National Trust Company, as Trustee

HarborView Mortgage Loan Trust Mortgage Loan Pass-Through Certificates, Series 2006-3 -- Pooling and Servicing Agreement is dated as of April 1, 2006 among Greenwich Capital Acceptance, Inc, as depositor, Greenwich Capital Financial Products, Inc., as seller and Deutsche Bank National Trust Company, as Trustee

HarborView Mortgage Loan Trust Mortgage Loan Pass-Through Certificates, Series 2006-5 -- Pooling and Servicing Agreement is dated as of June 1, 2006 among Greenwich Capital Acceptance, Inc, as depositor, Greenwich Capital Financial Products, Inc., as seller and Deutsche Bank National Trust Company, as Trustee

HarborView Mortgage Loan Trust Mortgage Loan Pass-Through Certificates, Series 2006-9 -- Pooling and Servicing Agreement is dated as of September 1, 2006 among Greenwich Capital Acceptance, Inc, as depositor, Greenwich Capital Financial Products, Inc., as seller and Deutsche Bank National Trust Company, as Trustee

HSI Securitization Corporation Trust 2006-HE2 -- Assignment Agreement is dated as of November 1, 2006, is among HSBC Bank USA, National Association, as assignor, HSI Asset Securitization Corporation as depositor, CitiMortgage, as Master Servicer, Countrywide Home Loans Servicing LP., as Servicer and Deutsche Bank National Trust Company, as not in its individual capacity but solely as Trustee

HSI Securitization Corporation Trust 2007-HE1 -- Assignment Agreement is dated as of February 1, 2007, is among HSBC Bank USA, National Association, as assignor, HSI Asset Securitization Corporation as depositor, Wells Fargo Bank NA, as Master Servicer, Countrywide Home Loans Servicing LP, as Servicer and Deutsche Bank National Trust Company, as not in its individual capacity but solely as Trustee

HSI Securitization Corporation Trust 2007-HE2 -- Assignment Agreement is dated as of April 1, 2007, is among HSBC Bank USA, National Association, as assignor, HSI Asset Securitization Corporation as depositor, Wells Fargo Bank NA, as Master Servicer, Countrywide Home Loans Servicing LP, as Servicer and Deutsche Bank National Trust Company, as not in its individual capacity but solely as Trustee

HSI Securitization Corporation Trust 2007-NC1 -- Assignment Agreement is dated as of May 1, 2007, is among HSBC Bank USA, National Association, as assignor, HSI Asset Securitization Corporation as depositor, Wells Fargo Bank NA, as Master Servicer, Countrywide Home Loans Servicing LP, as Servicer and Deutsche Bank National Trust Company, as not in its individual capacity but solely as Trustee

Impac Secured Assets Trust 2007-3 -- Pooling and Servicing Agreement is dated as of April 1, 2005 among Impac Secured Assets Corp., as depositor, Impac Funding Corporation, as master servicer and Deutsche Bank National Trust Company, as trustee

IXIS REAL ESTATE CAPITAL TRUST 2004-HE4 -- Pooling and Servicing Agreement is dated as of November 1, 2004 among Morgan Stanley ABS Capital I Inc, as depositor, Countrywide Home Loans Servicing LP, as servicer, IXIS Real Estate Capital Inc, as unaffiliated seller, Deutsche Bank National Trust Company, as custodian and Trustee

IXIS REAL ESTATE CAPITAL TRUST 2005-HE1 -- Pooling and Servicing Agreement is dated as of February 1, 2005 among Morgan Stanley ABS Capital I Inc, as depositor, Countrywide Home Loans

Servicing LP, as servicer, IXIS Real Estate Capital Inc, as unaffiliated seller, Deutsche Bank National Trust Company, as custodian and Trustee

IXIS REAL ESTATE CAPITAL TRUST 2005-HE3 -- Pooling and Servicing Agreement is dated as of August 1, 2005 among Morgan Stanley ABS Capital I Inc, as depositor, Countrywide Home Loans Servicing LP, as servicer, IXIS Real Estate Capital Inc, as unaffiliated seller, Deutsche Bank National Trust Company, as custodian and Trustee

Morgan Stanley 2003-NC10 - Pooling and Servicing Agreement, dated as of October 1, 2003, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor COUNTRYWIDE HOME LOANS SERVICING LP, as servicer, NC CAPITAL CORPORATION, as responsible party (the "Responsible Party"), and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2004-HE1 - Pooling and Servicing Agreement, dated as of February 1, 2004, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, CHASE MANHATTAN MORTGAGE CORPORATION, as servicer, COUNTRYWIDE HOME LOANS SERVICING LP, as servicer, AAMES CAPITAL CORPORATION, as a responsible party, ACCREDITED HOME LENDERS, INC., as a responsible party, NC CAPITAL CORPORATION, as a responsible party and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2004-HE2 - Pooling and Servicing Agreement, dated as of April 1, 2004, among Morgan Stanley ABS Capital I Inc a Delaware corporation, CHASE MANHATTAN MORTGAGE CORPORATION, COUNTRYWIDE HOME LOANS SERVICING LP, HOMEQ SERVICING CORPORATION, AAMES CAPITAL CORPORATION, ACCREDITED HOME LENDERS, INC, NC CAPITAL CORPORATION and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2004-HE8 - Pooling and Servicing Agreement, dated as of October 1, 2004, among Morgan Stanley ABS Capital I Inc a Delaware corporation, CHASE MANHATTAN MORTGAGE CORPORATION, COUNTRYWIDE HOME LOANS SERVICING LP, NEW CENTURY MORTGAGE CORPORATION, ("New Century" and, together with Chase and Countrywide, the "Servicers"), AAMES CAPITAL CORPORATION, NC CAPITAL CORPORATION, and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2004-HE9 - Pooling and Servicing Agreement, dated as of November 1, 2004, among Morgan Stanley ABS Capital I Inc a Delaware corporation, COUNTRYWIDE HOME LOANS SERVICING LP, as servicer, AAMES CAPITAL CORPORATION, NC CAPITAL CORPORATION, ACCREDITED HOME LENDERS, INC. and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2004-NC2 - Pooling and Servicing Agreement, dated as of February 1, 2004, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor ,COUNTRYWIDE HOME LOANS SERVICING LP, as servicer, NC CAPITAL CORPORATION, as responsible party and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2004-NC3 - Pooling and Servicing Agreement, dated as of April 1, 2004, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor ,COUNTRYWIDE HOME LOANS SERVICING LP, as servicer NC CAPITAL CORPORATION, as responsible party and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2004-NC5 - Pooling and Servicing Agreement, dated as of June 1, 2004, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor ,COUNTRYWIDE HOME

LOANS SERVICING LP, as servicer NC CAPITAL CORPORATION, as responsible party and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2004-NC8 - Pooling and Servicing Agreement dated as of November 1, 2004, among Morgan Stanley ABS Capital I Inc. , a Delaware corporation, as depositor, Chase Manhattan Mortgage Corporation, as servicer, Countrywide Home Loans Servicing LP, as servicer, New Century Mortgage Corporation, as servicer, NC Capital Corporation, as responsible party and Deutsche Bank National Trust Company, as Trustee

\* Morgan Stanley 2005-HE1 - Pooling and Servicing Agreement, dated as of January 1, 2005, among Morgan Stanley ABS Capital I Inc a Delaware corporation, COUNTRYWIDE HOME LOANS SERVICING LP, OPTION ONE MORTGAGE CORPORATION, HOMEQ SERVICING CORPORATION, NC CAPITAL CORPORATION, ACCREDITED HOME LENDERS, INC., DECISION ONE MORTGAGE COMPANY LLC, WELLS FARGO BANK, NATIONAL ASSOCIATION, as custodian and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2005-HE2 - Pooling and Servicing Agreement dated as of March 1, 2005, among Morgan Stanley ABS Capital I Inc a Delaware corporation ,COUNTRYWIDE HOME LOANS SERVICING LP, OPTION ONE MORTGAGE CORPORATION, HOMEQ SERVICING CORPORATION, NC CAPITAL CORPORATION, ACCREDITED HOME LENDERS, INC., DECISION ONE MORTGAGE COMPANY LLC, AAMES CAPITAL CORPORATION, WELLS FARGO BANK, NATIONAL ASSOCIATION, as custodian and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2005-HE3 - Pooling and Servicing Agreement, dated as of July 1, 2005, among Morgan Stanley ABS Capital I Inc a Delaware corporation ,COUNTRYWIDE HOME LOANS SERVICING LP, JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, HOMEQ SERVICING CORPORATION, WMC MORTGAGE CORP., NC CAPITAL CORPORATION, DECISION ONE MORTGAGE COMPANY, LLC, WELLS FARGO BANK, NATIONAL ASSOCIATION, as custodian LASALLE BANK NATIONAL ASSOCIATION, as custodian, ACCREDITED HOME LOANS, INC., AAMES CAPITAL CORPORATION and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2005-HE6 - Pooling and Servicing Agreement dated as of November 1, 2005, among Morgan Stanley ABS Capital I Inc a Delaware corporation ,COUNTRYWIDE HOME LOANS SERVICING LP, JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, HOMEQ SERVICING CORPORATION, WMC MORTGAGE CORP., NC CAPITAL CORPORATION, DECISION ONE MORTGAGE COMPANY, LLC, WELLS FARGO BANK, NATIONAL ASSOCIATION, as custodian LASALLE BANK NATIONAL ASSOCIATION, as custodian, ACCREDITED HOME LOANS, INC., AAMES CAPITAL CORPORATION and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2005-HE7 - Pooling and Servicing Agreement dated as of December 1, 2005, among Morgan Stanley ABS Capital I Inc a Delaware corporation ,COUNTRYWIDE HOME LOANS SERVICING LP, JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, HOMEQ SERVICING CORPORATION, WMC MORTGAGE CORP., NC CAPITAL CORPORATION, DECISION ONE MORTGAGE COMPANY, LLC, WELLS FARGO BANK, NATIONAL ASSOCIATION, as custodian, LASALLE BANK NATIONAL ASSOCIATION, as custodian and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2005-NC2 - Pooling and Servicing Agreement dated as of April 1, 2005, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor ,HOMEQ SERVICING CORPORATION, COUNTRYWIDE HOME LOANS SERVICING LP, NC CAPITAL CORPORATION, as

responsible party and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2005-WMC1 - Pooling and Servicing Agreement dated as of February 1, 2005, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, COUNTRYWIDE HOME LOANS SERVICING LP, as servicer, WMC MORTGAGE CORP., as responsible party, WELLS FARGO BANK, NATIONAL ASSOCIATION, as custodian and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2006-HE4 - Pooling and Servicing Agreement, dated as of June 1, 2006, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, WELLS FARGO BANK, NATIONAL ASSOCIATION, as servicer (in such capacity, the "Servicer") and a custodian, NC CAPITAL CORPORATION, as a responsible party, WMC MORTGAGE CORP., as a responsible party, DECISION ONE MORTGAGE COMPANY, LLC, as a responsible party, Deutsche Bank National Trust Company, as Trustee and LASALLE BANK NATIONAL ASSOCIATION, as a custodian

Morgan Stanley 2006-HE5 - Pooling and Servicing Agreement, dated as of June 1, 2006, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, WELLS FARGO BANK, NATIONAL ASSOCIATION, as a servicer and a custodian, BARCLAYS CAPITAL REAL ESTATE INC. D/B/A HOMEQ SERVICING CORPORATION, as a servicer, NEW CENTURY MORTGAGE CORPORATION, NC CAPITAL CORPORATION, as a responsible party, WMC MORTGAGE CORP., as a responsible party, DECISION ONE MORTGAGE COMPANY, LLC, as a responsible party, Deutsche Bank National Trust Company, as Trustee and LASALLE BANK NATIONAL ASSOCIATION, as a custodian

Morgan Stanley 2006-HE6 - Pooling and Servicing Agreement, dated as of September 1, 2006, among Morgan Stanley ABS Capital I Inc, a Delaware corporation, as depositor, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, WELLS FARGO BANK, NATIONAL ASSOCIATION, as a servicer and a custodian, NEW CENTURY MORTGAGE CORPORATION, NC CAPITAL CORPORATION, as a responsible party, WMC MORTGAGE CORP., as a responsible party, DECISION ONE MORTGAGE COMPANY, LLC, as a responsible party, Deutsche Bank National Trust Company, as Trustee and LASALLE BANK NATIONAL ASSOCIATION, as a custodian

Morgan Stanley 2006-HE7 - Pooling and Servicing Agreement, dated as of October 1, 2006, among Morgan Stanley ABS Capital I Inc., a Delaware corporation, as depositor, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, NEW CENTURY MORTGAGE CORPORATION, as a servicer, NC CAPITAL CORPORATION, as a responsible party, WMC MORTGAGE CORP., as a responsible party, DECISION ONE MORTGAGE COMPANY, LLC, as a responsible party, WELLS FARGO BANK, NATIONAL ASSOCIATION, as a custodian, LASALLE BANK NATIONAL ASSOCIATION, as a custodian and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2006-HE8 - Pooling and Servicing Agreement, dated as of November 1, 2006, among Morgan Stanley ABS Capital I Inc., a Delaware corporation, as depositor, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, NEW CENTURY MORTGAGE CORPORATION, as a servicer, Saxon Mortgage Services, Inc., as a servicer, NC CAPITAL CORPORATION, as a responsible party, WMC MORTGAGE CORP., as a responsible party, DECISION ONE MORTGAGE COMPANY, LLC, as a responsible party, LASALLE BANK NATIONAL ASSOCIATION, as a custodian and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2006-HEL2 - Pooling and Servicing Agreement dated as of March 1, 2006, among Morgan Stanley ABS Capital I Inc., as depositor, JPMorgan Chase Bank, National Association, as

servicer, and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2006-NC5 - Pooling and Servicing Agreement, dated as of November 1, 2006, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, NEW CENTURY MORTGAGE CORPORATION, as a servicer, NC CAPITAL CORPORATION, as responsible party, and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2007-HE1 - Pooling and Servicing Agreement dated as of January 1, 2007 among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, SAXON MORTGAGE SERVICES, INC., a Delaware corporation, as a servicer, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, NC CAPITAL CORPORATION, as a responsible party, DECISION ONE MORTGAGE COMPANY, LLC, as a responsible party, Deutsche Bank National Trust Company, as Trustee and LASALLE BANK NATIONAL ASSOCIATION, as custodian

Morgan Stanley 2007-HE2 - Pooling and Servicing Agreement, dated as of February 1, 2007 among Morgan Stanley ABS Capital I Inc., a Delaware corporation, as depositor, SAXON MORTGAGE SERVICES, INC., as a servicer, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, WELLS FARGO BANK, NATIONAL ASSOCIATION, as a servicer and a custodian, NEW CENTURY MORTGAGE CORPORATION, as a servicer, NC CAPITAL CORPORATION, as a responsible party, WMC MORTGAGE CORP., as a responsible party, DECISION ONE MORTGAGE COMPANY, LLC, as a responsible party, Deutsche Bank National Trust Company, as Trustee and LASALLE BANK NATIONAL ASSOCIATION, as a custodian

Morgan Stanley 2007-HE3 - Pooling and Servicing Agreement, dated as of February 1, 2007 among Morgan Stanley ABS Capital I Inc., a Delaware corporation, as depositor, SAXON MORTGAGE SERVICES, INC., as a servicer, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, NC CAPITAL CORPORATION, as responsible party, Deutsche Bank National Trust Company, as Trustee and WELLS FARGO BANK, NATIONAL ASSOCIATION, as custodian

Morgan Stanley 2007-NC1 - Pooling and Servicing Agreement, dated as of January 1, 2007, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, SAXON MORTGAGE SERVICES, INC, as a servicer, NC CAPITAL CORPORATION, as responsible party and Deutsche Bank National Trust Company, as Trustee

Morgan Stanley 2007-NC2 - Pooling and Servicing Agreement, dated as of April 1, 2007, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, SAXON MORTGAGE SERVICES, INC, as a servicer, NC CAPITAL CORPORATION, as responsible party and Deutsche Bank National Trust Company, as Trustee, WELLS FARGO BANK, NATIONAL ASSOCIATION, as Master Servicer.

Morgan Stanley ABS Capital I Inc. Trust 2004-HE2, Mortgage Pass-Through Certificates Series 2004-HE2 Dated as of April 1, 2004 by and between Morgan Stanley ABS Capital I Inc. (as Depositor), Homeq Servicing Corporation (as Servicer), Aames Capital Corporation (as Responsible Party) and NC Capital Corp. (as Responsible Party) and Accredited Home Lenders, Inc. (as Responsible Party) and Deutsche Bank National Trust Company (as Trustee)

Morgan Stanley ABS Capital I Inc. Trust 2004-HE4, Mortgage Pass-Through Certificates Series 2004-HE-4 Dated as of June 1, 2004 by and between Morgan Stanley ABS Capital I Inc. (as Depositor), Homeq Servicing Corporation (as Servicer), Aames Capital Corporation (as Responsible Party) and NC Capital Corp. (as Responsible Party) and Accredited Home Lenders, Inc. (as Responsible Party) and Deutsche Bank National Trust Company (as Trustee)

Morgan Stanley ABS Capital I Inc. Trust 2004-HE5, Mortgage Pass-Through Certificates Series 2004-HE5 Dated as of July 1, 2004 by and between Morgan Stanley ABS Capital I Inc. (as Depositor), Chase Manhattan Mortgage Corporation (as Servicer), Countrywide Home Loans Servicing LP (as Servicer), Homeq Servicing Corporation (as Servicer), Accredited Home Lenders, Inc. (as Responsible Party), NC Capital Corporation (as Responsible Party), and Deutsche Bank National Trust Company (as Trustee)

Morgan Stanley ABS Capital I Inc. Trust 2004-HE6, Mortgage Pass-Through Certificates Series 2004-HE6 Dated as of August 1, 2004 by and between Morgan Stanley ABS Capital I Inc. (as Depositor), Chase Manhattan Mortgage Corporation (as Servicer), Countrywide Home Loans Servicing LP (as Servicer), Homeq Servicing Corporation (as Servicer), Accredited Home Lenders, Inc. (as Responsible Party), NC Capital Corporation (as Responsible party), and Deutsche Bank National Trust Company (as Trustee)

Morgan Stanley ABS Capital I Inc. Trust 2004-HE7, Mortgage Pass-Through Certificates Series 2004-HE7 Dated as of August 1, 2004 by and between Morgan Stanley ABS Capital I Inc. (as Depositor), Chase Manhattan Mortgage Corporation (as Servicer), Countrywide Home Loans Servicing LP (as Servicer), Homeq Servicing Corporation (as Servicer), New Century Mortgage Corporation (as Servicer), Aames Capital Corporation (as Responsible Party), MILA, Inc. (as Responsible party), NC Capital Corporation (as Responsible party), and Deutsche Bank National Trust Company (as Trustee)

Morgan Stanley ABS Capital I Inc. Trust 2005-HE1, Mortgage Pass-Through Certificates Series 2005-HE1 Dated as of January 1, 2005 by and between Morgan Stanley ABS Capital I Inc. (as Depositor), Countrywide Home Loans Servicing LP (as Servicer), Homeq Servicing Corporation (as Servicer), Decision One Mortgage Company LLC (as Responsible Party), Option One Mortgage Corporation (as Responsible Party and Servicer), NC Capital Corporation (as Responsible Party), Accredited Home Lenders, Inc. (as Responsible Party), Wells Fargo Bank, National Association (as Custodian) and Deutsche Bank National Trust Company (as Trustee)

Morgan Stanley ABS Capital I Inc. Trust 2005-HE2, Mortgage Pass-Through Certificates Series 2005-HE2 Dated as of March 1, 2005 by and between Morgan Stanley ABS Capital I Inc. (Depositor), Option One Mortgage Corporation (Responsible Party and Servicer), Homeq Servicing Corporation (Servicer), Decision One Mortgage Company LLC (Servicer), NC Capital Corporation (Responsible Party), Accredited Home Lenders, Inc. (Responsible Party) Aames Capital Corporation (Responsible Party), Wells Fargo Bank, National Association (Custodian) and Deutsche Bank National Trust Company (Trustee)

**Morgan Stanley ABS Capital I Inc. Trust 2005-NC2, Mortgage Pass-Through Certificates Series 2005-NC2 Dated as of April 1, 2005 by and between Morgan Stanley ABS Capital I Inc. (Depositor), HomeEq Servicing Corporation (Servicer), Countrywide Home Loans Servicing LP (Servicer), NC Capital Corporation (Responsible Party), and Deutsche Bank National Trust Company (Trustee)**

**Morgan Stanley ABS Capital I Inc. Trust 2005-HE6, Mortgage Pass-Through Certificates Series 2005-HE6 Dated as of November 1, 2005 by and between Morgan Stanley ABS Capital I Inc. (Depositor), Wells Fargo Bank, National Association (Custodian), Countrywide Home Loans Servicing LP (Servicer), HomeEq Servicing Corporation (Servicer), JP Morgan Chase Bank, National Association (Servicer), Decision One Mortgage Company LLC (Responsible Party), NC Capital Corporation (Responsible Party), Accredited Home Lenders, Inc. (Responsible Party), WMC Mortgage Corp. (Responsible Party), Aames Capital Corporation (Responsible Party), LaSalle Bank National Association (Custodian) and Deutsche Bank National Trust Company (as Trustee)**

**Morgan Stanley ABS Capital I Inc. Trust 2005-HE7, Mortgage Pass-Through Certificates Series 2005-HE7 Dated as of December 1, 2005 by and between Morgan Stanley ABS Capital I Inc. (Depositor), Wells Fargo Bank, National Association (Custodian), Countrywide Home Loans Servicing LP (Servicer), HomeEq Servicing Corporation (Servicer), JP Morgan Chase Bank, National Association (Servicer), Decision One Mortgage Company LLC (Responsible Party), NC Capital Corporation (Responsible Party), WMC Mortgage Corp. (Responsible Party), LaSalle Bank National Association (Custodian) and Deutsche Bank National Trust Company (as Trustee)**

**Morgan Stanley ABS Capital I Inc. Trust 2006-HE8, Mortgage Pass-Through Certificates Series 2006-HE8 Dated as of November 1, 2006 by and between Morgan Stanley ABS Capital I Inc. (Depositor), Wells Fargo Bank, National Association (Master Servicer), Countrywide Home Loans Servicing LP (Servicer), New Century Mortgage Corp (Servicer), Saxon Mortgage Services, Inc. (Servicer), Decision One Mortgage Company LLC (Responsible Party), NC Capital Corporation (Responsible Party), WMC Mortgage Corp. (Responsible Party), Aames Capital Corporation (Responsible Party), LaSalle Bank National Association (Custodian) and Deutsche Bank National Trust Company (as Trustee)**

**Morgan Stanley ABS Capital I Inc. Trust 2007-HE7, Mortgage Pass-Through Certificates Series 2007-HE7 Dated as of September 1, 2008 by and between Morgan Stanley ABS Capital I Inc. (Depositor), Wells Fargo Bank, National Association (Master Servicer), Countrywide Home Loans Servicing LP (Servicer), Saxon Mortgage Services, Inc. (Servicer), LaSalle Bank National Association (Custodian) and Deutsche Bank National Trust Company (as Trustee)**

**Morgan Stanley Home Equity Loan Trust 2006-1, Mortgage Pass-Through Certificates Series 2006-1 Dated as of January 1, 2006 by and between Morgan Stanley ABS Capital I Inc. (Depositor), Countrywide Home Loans Servicing, LLP (Servicer), HomeEq Servicing Corporation (as Servicer), First NLC Financial Services, LLC (Responsible Party), Decision One Mortgage Company, LLC (Responsible Party), LaSalle Bank National Association (Custodian) and Deutsche Bank National Trust Company (as Trustee)**

**Morgan Stanley HEL 2006-1 - Pooling and Servicing Agreement, dated as of January 1, 2006, among Morgan Stanley ABS Capital I Inc a Delaware corporation ,HOMEQ SERVICING CORPORATION, DECISION ONE MORTGAGE COMPANY, LLC, FIRST NLC FINANCIAL SERVICES, LLC, Deutsche Bank National Trust Company, as Trustee and LASALLE BANK NATIONAL ASSOCIATION, as custodian**

Morgan Stanley HEL 2007-1 - Pooling and Servicing Agreement, dated as of February 1, 2007, among Morgan Stanley ABS Capital I Inc a Delaware corporation, as depositor, SAXON MORTGAGE SERVICES, INC., as a servicer, WELLS FARGO BANK, NATIONAL ASSOCIATION, as a servicer and as custodian, COUNTRYWIDE HOME LOANS SERVICING LP, as a servicer, FIRST NLC FINANCIAL SERVICES, LLC, as the responsible party and Deutsche Bank National Trust Company, as Trustee

MORGAN STANLEY IXIS REAL ESTATE CAPITAL TRUST 2006-2 - Pooling and Servicing Agreement is dated as of November 1, 2006, among Morgan Stanley ABS Capital I Inc, as depositor, Saxon Mortgage Services Inc, Countrywide Home loans Servicing LP, ("Countrywide Servicing" and, together with Saxon the "Servicers"), First NLC Financial Services LLC, as responsible party, Ixis Real Estate Capital Inc, and Deutsche Bank National Trust Company, as Trustee

New Century Home Equity Loan Trust, Series 2005-A - Pooling and Servicing Agreement is dated as of June 1, 2005, New Century Mortgage Securities, Inc as Depositor, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

Soundview Home Loan Trust 2005-4 - Pooling and Servicing Agreement is dated as of November 1, 2005 among Financial Asset Securities Corp, as depositor, Countrywide Home Loans Servicing LP, JPMorgan Chase Bank, National Association and National City Home Loan Services Inc, as servicers, Deutsche Bank National Trust Company, as Trustee

Soundview Home Loan Trust 2005-A --Pooling and Servicing Agreement is dated as of June 1, 2006 among Financial Asset Securities Corp., as depositor, Countrywide Home loans Servicing LP and GMAC Mortgage Corporation, as servicers and Deutsche Bank National Trust Company, as Trustee

Soundview Home Loan Trust 2005-DO1 --Pooling and Servicing Agreement is dated as of May 15, 2005 among Financial Asset Securities Corp., as depositor, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

Soundview Home Loan Trust 2006-A --Pooling and Servicing Agreement is dated as of June 1, 2006 among Financial Asset Securities Corp., as depositor, Litton Loan Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

Soundview Home Loan Trust 2007-WMC1 --Pooling and Servicing Agreement is dated as of March 1, 2007 among Financial Asset Securities Corp., as depositor, Countrywide Home loans Servicing LP, as servicer and Deutsche Bank National Trust Company, as Trustee

Vendee Mortgage Trust 1994-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among the Department of Veteran Affairs ("VA"), Countrywide Home Loans, Inc. ("Countrywide") (successor to Countrywide Funding Corporation ("Countrywide Funding")), as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1995-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide (successor to Countrywide Funding), as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1995-3--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide (successor to Countrywide Funding), as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1996-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1997-1--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1997-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1997-3--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1998-1--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1998-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1998-3--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1999-1--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1999-2--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 1999-3--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2000-1--Amended and Restated Pooling and Servicing Agreement, dated as of July 25, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2000-2--Pooling and Servicing Agreement, dated as of June 1, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2000-3--Pooling and Servicing Agreement, dated as of September 1, 2000, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2001-1--Pooling and Servicing Agreement, dated as of February 1, 2001, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2001-2--Pooling and Servicing Agreement, dated as of June 1, 2001, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2001-3--Pooling and Servicing Agreement, dated as of October 1, 2001, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2002-1--Pooling and Servicing Agreement, dated as of February 1, 2002, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company formerly known as Bankers Trust Company of California, N.A., as Trustee

Vendee Mortgage Trust 2002-2--Pooling and Servicing Agreement, dated as of June 1, 2002, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company, as Trustee

Vendee Mortgage Trust 2002-3--Pooling and Servicing Agreement, dated as of September 1, 2002, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company, as Trustee

Vendee Mortgage Trust 2003-1--Pooling and Servicing Agreement, dated as of February 1, 2003, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company, as Trustee

Vendee Mortgage Trust 2003-2--Pooling and Servicing Agreement, dated as of October 1, 2003, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company, as Trustee  
WALSH ACCEPTANCE CORP 1996-1 --Pooling and Servicing Agreement is dated as of September 1, 1996, among Walsh Acceptance Corp. as depositor (the "Depositor"), Temple-Inland Mortgage Corporation, as Master Servicer, Deutsche Bank National Trust Company, formerly known as Bankers Trust Company, as Trustee

GSR Mortgage Loan Trust 2006-OA1 – Master Servicing and Trust Agreement, dated as of August 1, 2006, is among GS Mortgage Securities Corp., as depositor, Wells Fargo Bank, N.A., as Security Administrator and Master Servicer, and Deutsche Bank National Trust Company, as Trustee