

DOC # 727334
07/23/2008 03:03PM Deputy: EM
OFFICIAL RECORD
Requested By:
FIRST AMERICAN TITLE REN
Douglas County - NV
Werner Christen - Recorder
Page: 1 of 13 Fee: 26.00
BK-708 PG-4819 RPTT: 0.00



Assessor's Parcel Number: _____

Recording Requested By: _____

Name: Countrywide Home Loans

Address: 2505 W. Chandler Blvd.

City/State/Zip Chandler, AZ 85224

R.P.T.T.: _____

Limited Power of Attorney

(Title of Document)

This page added to provide additional information required by NRS 111.312 Sections 1-2. (Additional recording fee applies)

This cover page must be typed or legibly hand printed.

C:\bc docs\Cover page for recording

LIMITED 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, and having its principal place of business at 1761 East St. Andrew Place, Santa Ana, California, 92705, as Trustee (the "Trustee") pursuant to those certain Pooling and Servicing Agreements referenced on Exhibit A (the "Agreements") by and among the Trustee, and Countrywide Home Loans, (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 is acting as the Servicer.

This Appointment shall apply only to the following enumerated transactions and nothing herein or in the Agreements 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 Agreements.
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 July 11th, 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 Agreements, 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 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 Agreements or to allow the Servicer to take any action with respect to Mortgages, Deeds of Trust or Mortgage Notes not authorized by the Agreements.

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 Agreements or the earlier resignation or removal of the Trustee under the Agreements.

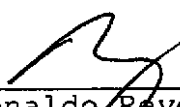
This Limited Power of Attorney is entered into and shall be governed by the laws of the State of New York, without regard to conflicts of law principles of such state.

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 11th day of July, 2008.

Deutsche Bank National Trust Company,
as Trustee

By: _____


Name: Ronaldo Reyes
Title: Vice President



Acknowledged and Agreed
Countrywide Home Loans

By: Lisa Crowen
Name: LISA CROWEN, ASSISTANT SECRETARY
Title: ASSISTANT SECRETARY

02867.001 #92035

COPY



STATE OF CALIFORNIA
COUNTY OF ORANGE

Tiffany Yuan

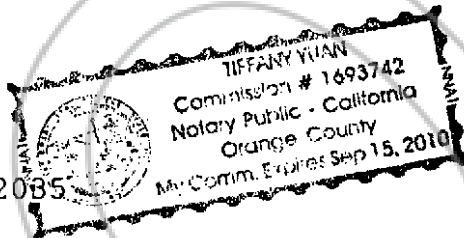
On July 11th, 2008, ~~before me, the undersigned,~~ a Notary Public in and for said state, personally appeared Ronaldo Reyes of Deutsche Bank National Trust Company, as Trustee for (SEE ATTACHED), who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the 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)

m

Notary Public, State of California



02867.001 #92085



BK-708
PG-4825

EXHIBIT A

Pursuant to those certain Pooling and Servicing Agreements
SEE BELOW THE VARIOUS POOLING AND SERVICING AGREEMENT (the
"Agreements") by and among the Trustee, and Countrywide Home
Loans (the "Servicer").

Agreements

DEUTSCHE BANK (CDC MCT 2004-HE2)
DEUTSCHE BANK (CDC MCT 2004-HE21)

DEUTSCHE BANK (CEC MCT 2004-HE2)

DEUTSCHE BANK (DLJ Mortgage Acceptance
Corporation)

DEUTSCHE BANK (WALSH 1996-1)

DEUTSCHE BANK (JP Morgan ABFC2004-FF1-G1)

DEUTSCHE BANK (FFMLT 2005-FF2)

DEUTSCHE BANK (NEW CENTURY 2005-A)

DEUTSCHE BANK (GSAA 2004-03)
DEUTSCHE BANK (GSAA 2004-05)
DEUTSCHE BANK (GSAA 2004-10)
DEUTSCHE BANK (GSAA 2004-11)

DEUTSCHE BANK (GSAA 2005-02)
DEUTSCHE BANK (GSAA 2005-04)
DEUTSCHE BANK (GSAA 2005-10)

DEUTSCHE BANK (GSAMP 2004-AR1)
DEUTSCHE BANK (GSAMP 2004-AR2)
DEUTSCHE BANK (GSAMP 2004-HE2)
DEUTSCHE BANK (GSAMP 2005-AHL)
DEUTSCHE BANK (GSAMP 2005-HE1)
DEUTSCHE BANK (GSAMP 2005-HE2)
DEUTSCHE BANK (GSAMP 2005-HE3)

DEUTSCHE BANK (GSAMP TRUST 2004-AR1)
DEUTSCHE BANK (GSAMP TRUST 2005-AHL)
DEUTSCHE BANK (GSAMP TRUST 2005-HE1)

DEUTSCHE BANK (HARBORVIEW 2006-3)
DEUTSCHE BANK (HARBORVIEW 2006-5)
DEUTSCHE BANK (HARBORVIEW 2006-9)

DEUTSCHE BANK (IXIS 2004-HE4)
DEUTSCHE BANK (IXIS 2005-HE1)



DEUTSCHE BANK (IXIS 2005-HE3)
DEUTSCHE BANK (MSIX 2006-2)

DEUTSCHE BANK (MSHEL 2006-1)
DEUTSCHE BANK (MSHEL 2006-2)
DEUTSCHE BANK (MSHEL 2007-1)

DEUTSCHE BANK (SOUNDVIEW 2005-A)
DEUTSCHE BANK (SOUNDVIEW 2005-DO1)
DEUTSCHE BANK (SOUNDVIEW 2006-A)
DEUTSCHE BANK (SOUNDVIEW 2007-WMC1)

DEUTSCHE BANK (MSAC)
DEUTSCHE BANK (MSAC 2003-NC10)
DEUTSCHE BANK (MSAC 2004-HE1)
DEUTSCHE BANK (MSAC 2004-HE2)
DEUTSCHE BANK (MSAC 2004-HE4)
DEUTSCHE BANK (MSAC 2004-HE5)
DEUTSCHE BANK (MSAC 2004-HE6)
DEUTSCHE BANK (MSAC 2004-HE7)
DEUTSCHE BANK (MSAC 2004-HE8)
DEUTSCHE BANK (MSAC 2004-HE9)
DEUTSCHE BANK (MSAC 2004-HE21)
DEUTSCHE BANK (MSAC 2004-NC2)
DEUTSCHE BANK (MSAC 2004-NC3)
DEUTSCHE BANK (MSAC 2004-NC5)
DEUTSCHE BANK (MSAC 2004-NC8)
DEUTSCHE BANK (MSAC 2005-HE1)
DEUTSCHE BANK (MSAC 2005-HE2)
DEUTSCHE BANK (MSAC 2005-HE3)
DEUTSCHE BANK (MSAC 2005-HE6)
DEUTSCHE BANK (MSAC 2005-HE7)
DEUTSCHE BANK (MSAC 2005-NC2)
DEUTSCHE BANK (MSAC 2005-WMC1)
DEUTSCHE BANK (MSAC 2006-HE4)
DEUTSCHE BANK (MSAC 2006-HE5)
DEUTSCHE BANK (MSAC 2006-HE6)
DEUTSCHE BANK (MSAC 2006-HE7)
DEUTSCHE BANK (MSAC 2006-NC5)
DEUTSCHE BANK (MSAC 2007-HE1)
DEUTSCHE BANK (MSAC 2007-HE2)
DEUTSCHE BANK (MSAC 2007-HE3)
DEUTSCHE BANK (MSAC 2007-NC1)

Aames Mortgage Loan Trust 2000-1 - Pooling and Servicing Agreement, dated as of September 1, 2000, by and among the 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 September 1, 2000, by and among the Aames, 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 September 1, 2001, by and among the Aames, 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 September 1, 2001, by and among the Aames, 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 the Aames, 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 September 1, 2001, by and among the Aames, 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 September 1, 2002, by and among the Aames, 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

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 Countywide 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 Countywide 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

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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

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Vendee Mortgage Trust 2000-2 Amended and Restated 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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 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 2002-2 Amended and Restated 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 2002-1 Amended and Restated 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 Amended and Restated 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 Amended and Restated Pooling and Servicing Agreement, dated as of February 1, 2002, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company, as Trustee

Vendee Mortgage Trust 2003-2 Amended and Restated Pooling and Servicing Agreement, dated as of October 1, 2002, by and among VA, Countrywide, as Master Servicer, and Deutsche Bank National Trust Company, as Trustee

