

LIMITED POWER OF ATTORNEY

The undersigned _____
("Seller"), a corporation with its principal place of business located in _____

hereby constitutes and appoints US BANK, NA (USB) a corporation organized by an act of Congress, its true and lawful Attorney-In-Fact, and in its name, place and stead and for its use and benefits hereby authorizes the aforesaid Attorney-In-Fact by and through any officers or employees appointed either by the Board of Directors or Executive Committee of USB to execute and acknowledge in writing or by facsimile stamp or otherwise all documents customarily and reasonably necessary and appropriate for the tasks described in terms (i) through (iii) below relating to that certain mortgage loan (the "Loans") sold by Seller to USB. These loans were sold by the undersigned to said Attorney-In-Fact and are comprised of Mortgages, Deeds of Trust, Deed to Secure Debt, and or other forms of Security Instrument(s) (collectively the "Security Instrument(s)") and the Note(s) secured thereby.

- (i) The endorsement of the Note(s) to said Attorney-In-Fact,
- (ii) The Assignment of the Security Instrument(s) and/or Financing Statement(s) to said Attorney-In-Fact, and
- (iii) The preparation and, if necessary, execution of all other documents necessary to transfer the ownership of said Loans from the undersigned to said Attorney-In-Fact.

The undersigned gives to said Attorney-In-Fact full power and authority to do and perform all and every act and thing and whatsoever is necessary and proper to be done by authority hereof as fully, for all intents and purposes, as it, the undersigned, might or could do and hereby ratifying and confirming all that said Attorney-In-Fact shall lawfully do or cause to be done by authority hereof. Third parties without actual notice may rely upon the power granted to said Attorney-In-Fact under this Power of Attorney and may assume that, upon the exercise of such power, all conditions precedent to such exercise of power have been satisfied and this Power of Attorney has not been revoked unless an Instrument of Revocation has been recorded.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed by its

_____ on this _____ day of _____

200__ at the undersigned's office located in _____,
_____, United States of America.

Seller _____

By: _____

Name: _____

Title: _____

State of _____

County of _____

On _____, 200__ before me personally appeared _____

_____ personally known to me (or proved to me on a basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public,

RESOLUTION OF BOARD OF DIRECTORS

OF

(Name of Originating Lender)

RESOLVED, That

_____ the _____,
and
(Name of Officer) (Title) (Sample Signature)

_____ the _____,
and
(Name of Officer) (Title) (Sample Signature)

_____ the _____,
and
(Name of Officer) (Title) (Sample Signature)

_____ the _____,
and
(Name of Officer) (Title) (Sample Signature)

Of this corporation, or any one or more of them, be and each of them hereby is authorized and empowered to execute and deliver, in the name and on behalf of this corporation, a Mortgage Origination and Sale Agreement between this corporation and U.S. Bank N.A., the form and substance of which shall be acceptable to said officer(s) executing the same on behalf of this corporation; and that the execution of such agreement by one or more of the officers named above shall be conclusive evidence of this corporation's approval of the terms and conditions thereof.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Board of Directors of _____ at a meeting duly called and held at

_____ on the _____ day of _____, 20____, at which a quorum was presented and voting throughout; that such resolution is duly recorded in the minute book of this corporation; that the officers named in said resolution have been duly elected or appointed to, and are the present incumbents of the respective offices set after their respective names; and that such resolution remains in full force and effect on the date hereof.

Dated: _____ 20____. _____ Secretary _____ Signature