

LOAN NUMBER: 000112435800MN35

STATE OF ALABAMA)

COUNTY OF SHELBY)

ASSIGNMENT OF MORTGAGE

FOR VALUE RECEIVED, the undersigned MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC. (the "Assignor"), does hereby transfer, assign, set over and convey unto BANK OF NEW YORK AS TRUSTEE FOR THE CERTIFICATE HOLDERS CWABS, INC. ASSET-BACKED NOTES, SERIES 2006-SD3 (the "Assignee"), its successors, transferees, and assigns forever, all right, title and interest of said Assignor in and to that certain Mortgage executed by FRANKLIN P. SPENCER AND JARQUNDRALA L. SPENCER, HUSBAND AND WIFE, to MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC., ACTING SOLELY AS A NOMINEE FOR AMERICA'S WHOLESALE LENDER dated the 19th day of August, 2005, and filed for record in Instrument No. 20050823000435270, in the Probate Office of Shelby County, Alabama, covering property described in said Mortgage, together with the note and indebtedness secured by the Mortgage, and all interest of the undersigned in and to the property described in said Mortgage.

It is expressly understood and agreed that the within transfer and assignment of the said Mortgage is without warranty, representation or recourse of any kind whatsoever.

IN WITNESS WHEREOF, said Assignor has hereunto set its signature this 1 day of March, 2007.

MORTGAGE ELECTRONIC REGISTRATION
SYSTEMS, INC.

By: 

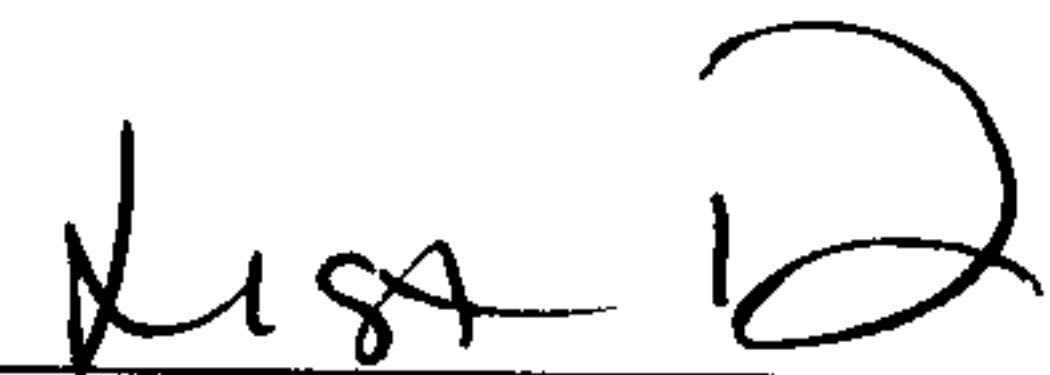
ITS: MICALL BACHMAN, VICE PRESIDENT

STATE OF TEXAS)

COUNTY OF COLLIN)

I, Lisa Tabares, a Notary Public in and for the said County and State, do hereby certify that MICALL BACHMAN, VICE PRESIDENT, whose name as VICE PRESIDENT of MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC., is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he/she, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 1 day of March, 2007.



Notary Public

My Commission Expires: 2/13/08

This instrument prepared by:
Ginny Rutledge
Sirote & Permutt, P.C.
P. O. Box 55727
Birmingham, AL. 35255

