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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 COUNTRYWIDE HOME LOANS, INC. (the "Assignee"), its successors, transferees, and assigns forever, all right, title and interest of said Assignor in and to that certain Mortgage executed by GARLYN EARNEST, AN UNMARRIED WOMAN, to MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC. ACTING SOLELY AS A NOMINEE FOR AMERICA'S WHOLESALE LENDER dated the 23rd day of May, 2003, and filed for record in Instrument Number 20030604000345100, 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, MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC. has caused this instrument to be executed by Ginny C. Rutledge, as Assistant Secretary and Vice President of Mortgage Electronic Registration Systems, Inc., pursuant to that certain Agreement for signing attached hereto as Exhibit A and fully incorporated herein. This Assignment is executed on this the 29 day of February, 2008.

MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.

By: _____
Ginny C. Rutledge
Assistant Secretary and Vice President of
Mortgage Electronic Registration Systems, Inc.

STATE OF Alabama )

COUNTY OF Jefferson )

I, Heather M. Hill Jones, a Notary Public in and for the said County and State, do hereby certify that Ginny C. Rutledge, whose name as Assistant Secretary and Vice President of Mortgage Electronic Registration Systems, Inc., a corporation, 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 Assignment, he, and with full authority, executed the same voluntarily for and as the act of said corporation, and acting in its capacity as Assistant Secretary and Vice President as aforesaid.

Given under my hand and official seal this 29 day of February, 2008.

_____
Notary Public

My Commission Expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: June 10, 2008
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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

# AGREEMENT FOR SIGNING AUTHORITY

MERSCORP, INC. ("MERS") and its subsidiary, MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC., Countrywide Financial Corporation ("MEMBER") and Sirote & Permutt P.C. ("VENDOR") hereby agree as follows:

1. The purpose of this agreement for signing authority (the "Agreement") is to define the rights and obligations of the parties when Vendor performs certain duties, as described in the attached corporate resolution (the "Resolution"), relating to mortgage loans that are registered on the MERS® System and shown on the MERS® System to be serviced by Member.

2. Countrywide Financial Corporation is a member of MERS, and has signed an agreement of membership that is incorporated herein by reference. Member has entered into a separate contract with Vendor to perform certain services for Member. References herein to "mortgage(s)" and "mortgagee of record" shall include deed(s) of trust and beneficiary under a deed of trust, respectively, and any other form of security instrument under applicable state law.

3. The parties acknowledge that Mortgage Electronic Registration Systems, Inc. may be the mortgagee of record on Member's mortgages. Therefore, in order for Vendor to perform its contractual duties to Member, MERS, by corporate resolution, will grant employees of Vendor the limited authority to act on behalf of MERS to perform certain duties. Such authority is set forth in the Resolution, which is made a part of this Agreement.

4. The parties agree that Member will provide all necessary information and instructions to Vendor to perform certain duties where Mortgage Electronic Registration Systems, Inc. acts as the mortgagee of record. All parties agree that Merscorp, Inc. and Mortgage Electronic Registration Systems, Inc. are not responsible for the accuracy of any information provided by Member to Vendor, or any information entered into the MERS® System by or on behalf of Member. Any problems regarding the information or instructions between Member and Vendor must be resolved between those two parties.

5. Member and Vendor agree to indemnify and hold harmless Merscorp, Inc., Mortgage Electronic Registration Systems, Inc. and any employee, director, officer, agent or affiliate of Merscorp, Inc. or Mortgage Electronic Registration Systems, Inc. ("MERS Party") from and against any and all third-party claims, losses, penalties, fines, forfeitures, reasonable attorney fees and related costs, judgments, and any other costs, fees and expenses that result from the negligence, errors and omissions, breach of confidentiality or willful misconduct of Vendor in performing certain duties where Mortgage Electronic Registration Systems, Inc. is the mortgagee of record.

6. Vendor shall maintain appropriate insurance coverage that shall include coverage for any negligence, errors and omissions or willful misconduct of all employees authorized to sign as officers of Mortgage Electronic Registration Systems, Inc.

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7. Upon termination of the contract between Member and Vendor, this agreement shall concurrently terminate and the corporate resolution shall be revoked at such time.

8. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia without regard to its choice of law provisions.

The parties have executed this Agreement intending to be bound as of the dates indicated below.

MERSCORP, INC.

By: _____

Title: Vice President

Dated: 10-16-07

MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.

By: _____

Title: Secretary/Treasurer

Dated: 10-16-07

Countrywide Financial Corporation

By: _____

Title: ~~Brandon Sciumbato Senior Vice~~ President

Dated: September 20, 2007

Sirote & Permutt P.C.

By: _____

Title: Shareholder

Dated: 9/25/07

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# MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.

## CORPORATE RESOLUTION

Be it Resolved that the attached list of candidates are employee(s) of Sirote & Permutt P.C. and are hereby appointed as assistant secretaries and vice presidents of Mortgage Electronic Registration Systems, Inc., and as such, are authorized to:

(1) Assign the lien of any mortgage loan registered on the MERS® System that is shown to be registered to Countrywide Financial Corporation or its designee;

(2) Release the lien of any mortgage loan registered on the MERS® System that is shown to be registered to Countrywide Financial Corporation or its designee;

(3) execute any and all documents necessary to foreclose upon the property securing any mortgage loan registered on the MERS System that is shown to be registered to the Member, including but not limited to (a) substitution of trustee on Deeds of Trust, (b) Trustee's Deeds upon sale on behalf of MERS, (c) Affidavits of Non-military Status, (d) Affidavits of Judgment, (e) Affidavits of Debt, (f) quitclaim deeds, (g) Affidavits regarding lost promissory notes, and (h) endorsements of promissory notes to VA or HUD on behalf of MERS as a required part of the claims process.

I, William C. Hultman, being the Corporate Secretary of Mortgage Electronic Registration Systems, Inc., hereby certify that the foregoing is a true copy of a Resolution duly adopted by the Board of Directors of said corporation effective as of the 16 day of October 2007 which is in full force and effect on this date and does not conflict with the Certificate of Incorporation or By-Laws of said corporation.

Secretary

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Sirote & Permutt P.C.

# Mortgage Electronic Registration Systems, Inc.
# Certifying Officers

Jerry E. Held

Stephen G. Collins

Ginny C. Rutledge

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