


Prepared by and When Recorded Mail to:

HomEq Servicing
4837 Watt Avenue, Suite 100
Mailcode CA3501
North Highlands, CA 95660
Attn: Cindy Belasco
Confirmation Number: (877) 867-7378

0326329695

RETURN TO:
First National Financial Title Svcs
5034 Thoroughbred Lane, Suite C
Brentwood, TN 37027


20100107000006110 1/2 \$14.00
Shelby Cnty Judge of Probate, AL
01/07/2010 11:01:43 AM FILED/CERT

LIMITED POWER OF ATTORNEY

This Limited Power of Attorney is granted in connection with that certain Assignment, Assumption and Recognition Agreement dated as of September 16, 2009 (the "Assignment Agreement"), among Sutton Funding LLC, a Delaware limited liability company ("Sutton"), Baroreo Lloyd Corp., a Delaware limited liability company ("Baroreo" and together with Sutton, the "Assignors"), Protium REO I LP, a Delaware limited partnership ("Assignee"), and Barclays Capital Real Estate Inc. d/b/a HomEq Servicing, a Delaware corporation ("Company").

Assignee hereby makes, constitutes and appoints Company for Assignee's benefit and in Assignee's name, place, and stead, Assignee's true and lawful attorney-in-fact, with full power of substitution, to act in any manner necessary and proper to exercise the servicing and administrative powers set forth in the Cell Agreement, the Subprime Agreement and the Greenpoint Agreement as defined in the Assignment Agreement with respect to those assets transferred to Company pursuant to the terms of the Assignment Agreement. Such servicing and administrative powers shall include, without limitation: to endorse or sign any documents necessary to assign, transfer, release or partially release, subordinate, convey or otherwise carry out the intent of the Assignment Agreement with respect to notes, contracts, mortgages, security instruments related to the receivables, and to initiate, appear, respond, defend, prosecute, settle, terminate, testify and otherwise participate in litigation arising out of the serviced assets in the name of and/or on behalf of Assignee. Authority is also granted to execute deeds of conveyance and such other documents as are necessary to sell, transfer and convey REO properties owned by Assignee.

Assignee will not be responsible for inspection of any items being executed pursuant to this Limited Power of Attorney and as such, is relying upon Company to undertake whatever procedures may be necessary to confirm the accuracy of such items.

Any third party may rely upon a copy of this Limited Power of Attorney, to the same extent as if it were an original, and shall be entitled to rely on a writing signed by Company to establish conclusively the identity of a particular right, power, capacity, asset, liability, obligation, property, loan or commitment of Company for all purposes of this Limited Power of Attorney.

Company shall not be obligated to furnish bond or other security in connection with its actions hereunder.

Assignee authorizes Company, by and through any of its directors or officers, or any other employee who is duly authorized by Company to certify, deliver and/or record copies and originals of this Limited Power of Attorney.

If any provision of this Limited Power of Attorney shall be held invalid, illegal or unenforceable, the validity, legality or enforceability of the other provisions hereof shall not be affected thereby.

NOTHING CONTAINED IN THIS DOCUMENT SHALL REVOKE ANY POWERS OF ATTORNEY PREVIOUSLY EXECUTED BY THE GRANTOR.

IN WITNESS WHEREOF, Assignee has caused this Limited Power of Attorney to be executed and subscribed as of September 30, 2009.

BK/PG: 3432/312-313
09052188

2 PGS : POWER OF ATTORNEY	
MONTIE BATCH: 159650	
10/13/2009 - 12:11 PM	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	10.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	12.00

STATE OF TENNESSEE, SEVIER COUNTY
SHERRY ROBERTSON HUSKEY
REGISTER OF DEEDS

PROTIUM REO I LP

20100107000006110 2/2 \$14.00
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By: Protium Finance I LLC, its general partner

By: [Signature]

Printed Name: David Winterstein

Title: Authorized Signatory

Witness:

Printed Name, Address and Occupation: James Dooley, 200 Park Avenue, New York, NY 10166
Finance

Witness:

Printed Name, Address and Occupation: Robert Vacca, 200 Park Avenue, New York, NY 10166
Finance

State of New York

County of New York

ACKNOWLEDGMENT
(for use within the State of New York)

STATE OF NEW YORK, COUNTY OF NY

ss.:

On the 30th day of Sept. in the year 2009, before me, the undersigned, a Notary Public in and for said State, personally appeared
personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Diana Henderson
Notary Public, State of New York
No. 01HE5086727
Qualified in New York County
Commission Expires 03/16/2010

[Signature]
Notary Public: State of New York

