

UTC 8/19/08

2010-003865

Klamath County, Oregon



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03/30/2010 11:28:29 AM

Fee: \$42.00

Limited Power of Attorney

Roosevelt Mortgage Acquisition Company (the "Company"), a statutory trust organized and existing under the laws of the state of Delaware, having an office for the conduct of business at 1540 Broadway, New York, NY 10036, constitutes and appoints **AtlanticPacific REO Resolution & Management, Inc.** ("Manager"), organized under the laws of the State of Texas, the true and lawful attorney-in-fact to act in its name, place, and stead for the purposes set forth below. This Limited Power of Attorney is given pursuant to the Asset Management and Disposition Agreement dated as of December 19, 2008 ("Agreement").

Now, therefore, the Company does hereby constitute and appoint Manager the true and lawful attorney-in-fact of the Company and in the Company's name, place and stead with respect to each residential real property managed by Manager for the Company pursuant to the Agreement for the following, and only the following, purposes:

To execute, acknowledge, seal and deliver any and all documents that are customarily and reasonably necessary and appropriate for the management, sale and closing of sale of residential real property owned by the Company, including, without limitation, purchase and sale contracts, bills of sale, tax authority notifications and declarations, special warranty deeds, quit claim deeds and/or other instruments of sale, conveyance and transfer, appropriately completed, with all ordinary or necessary endorsements, acknowledgements, affidavits, and supporting documents as may be necessary or appropriate to effect its execution, delivery, conveyance, and recordation or filing.

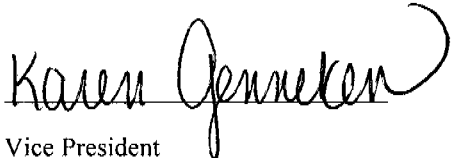
The Company further grants to its attorney-in-fact full authority to act in any manner both proper and necessary to exercise the foregoing powers, and ratifies every act that Manager may lawfully perform in exercising those powers by virtue hereof.

The following representatives of the attorney-in-fact are hereby individually authorized to execute, acknowledge, seal and deliver documents pursuant to this limited power of attorney on behalf of the Company:

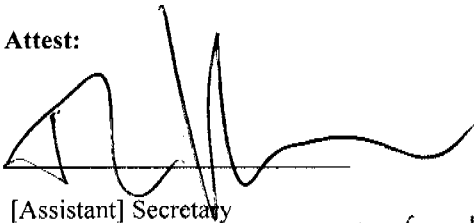
Jack Valerius, Jr. - President
Robert Norrell - Executive Vice President
Carrie Halpain - Assistant Vice President
Larry Kehlenbrink - Manager
Jolene Myers - Manager

The rights, powers and authority of the Attorney-in-Fact to exercise any and all of the rights and powers herein granted shall commence and be in such full force and effect on the date of the execution by the Company, and such rights, powers, and authority shall remain in full force and effect on the date of execution by the Company and such rights, powers and authority shall remain in full force and effect thereafter until an instrument of revocation has been executed.

Executed this 27 day of August, 2009.


Vice President

Attest:



[Assistant] Secretary

Thomas Walsh

42nd

LAWYERS TITLE INS. CORP. 509 006 1748X
return to 925 Commercial St. SE, Ste 100
Salem, OR 97302

Limited Power of Attorney

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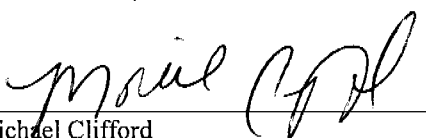
ACKNOWLEDGEMENT

THE STATE OF TEXAS

COUNTY OF DALLAS)

Before me, the undersigned authority, on this day personally appeared Karen Genneken and Thomas Walsh, a Vice President and [Assistant] Secretary, respectively, of Roosevelt Mortgage Acquisition Company, a Delaware statutory trust, known to me to be the persons and officers whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purpose and consideration therein expressed, in the capacity therein stated, and as the act of said trust.

Given under my hand and seal of office on this 27th day of August, 2009.



Michael Clifford
Notary Public, State of Texas

My Commission Expires:

