

AGREEMENT FOR SIGNING AUTHORITY

MERSCORP, INC. ("MERS") and its subsidiary, MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC. CITIMORTGAGE INC. ("MEMBER") and LAW OFFICES OF DAVID J. STERN, P.A. ("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. MEMBER 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 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 MERS 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 MERS, Mortgage Electronic Registration Systems, Inc. and any employee, director, officer, agent or affiliate of MERS 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.

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: Sh Hors
Title: Vice President
Dated: 2/6/04

**MORTGAGE ELECTRONIC
REGISTRATION SYSTEMS, INC.**

By: th
Title: Secretary/Treasurer
Dated: 2/6/04

CITIMORTGAGE, INC.

By: Pamela D. Schmidt
Title: Vice President
Dated: _____

PAMELA SCHMIDT, VP
CitiMortgage, Inc./Default Mgmt.
1000 Technology Drive/MS 314
O'Fallon, MO 63304
636-261-7501
GEID 0000230625

LAW OFFICES OF DAVID J. STERN, P.A.

By: David J. Stern
Title: President
Dated: 1-21-04

MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.


CORPORATE RESOLUTION

Be it Resolved that the attached list of candidates are employee(s) of LAW OFFICES OF DAVID J. STERN, P.A. and are hereby appointed as assistant secretaries and vice presidents of Mortgage Electronic Registration Systems, Inc., and as such, are authorized to:

Assign the lien of any mortgage loan registered on the MERS® System that is shown to be registered to CITIMORTGAGE, INC. or its designee.

Release the lien of any mortgage loan registered on the MERS® System that is shown to be registered to CITIMORTGAGE, INC. or its designee.

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 6th day of Feb, 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

LIST OF EMPLOYEES

DAVID J. STERN
MIRIAM L. MENDIETA
CHERYL SAMONS
FORREST G. MCSURDY
BEVERLY A. MCCOMAS
SAMUEL HY SILVERGLATE
WENDY WASSERMAN KOFSKY