LIMITED IRREVOCABLE POWER OF ATTORNEY

[175x746]a

[472x721](                                       ) hereby grants to U.S. Bank N.A. (USB) a Limited Irrevocable Power of Attorney and hereby irrevocably makes, constitutes and appoints USB and all of its officers, and such other USB employees as any of USB’s officer may designate from time to time the true and lawful attorney-in-fact of ______________________ any of whom may act alone for ______________________ for the following limited purposes of:

1. To sign, endorse, receive and apply the proceeds of any checks or draft payable to ______________________, but received by USB after the transfer of the loans from ______________________ to USB, pursuant to the Wholesale Mortgage Purchase Agreement between the parties dated ______________________, and relating to any loan included is such sale;

2. To execute, modify, amend or revise, in the name of ________, and record any Assignments, for the purpose of completing or correcting such Assignment and/or enabling it to be recorded in the appropriate public record;

3. To execute, in the name of ________ and record any Satisfaction of Mortgage for any mortgage transferred from __________ to USB pursuant to the above-identified Wholesale Mortgage Purchase Agreement for the purpose of completing or correcting such Satisfaction of Mortgage.

4. To do any and all acts necessary and appropriate in the name of __________, to ratify and confirm USB’s ownership of the entire interest in the Mortgages.

IN WITNESS WHEREOF, __________________________ has caused this Limited Power of Attorney to be executed in its name by its duly authorized officers on this ____________ day of ______________, 2002.

__________________________________
By _______________________________
Its ______________________________

__________________________________
By _______________________________
Its ______________________________

STATE OF __________________________)
COUNTY OF __________________________)

On this _________ day of ______________, 2002, before me a notary public in for the above county and state the undersigned officers ______________________, and ______________________ who acknowledged himself/herself to be the ______________________ and ______________________ of ______________________ a ______________________ corporation and that he/she as such officer being authorized to do so, executed the foregoing instrument for the purposes therein contained, on behalf of the corporation by the authority of its board of directors, and he/she acknowledged the execution of said instrument to be the voluntary act and deed of such corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

____________________________________________
Notary Public

This Instrument Drafted by: