

State of New Hampshire

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Form LLC-2
RSA 304-C:5 and 66 II

LIMITED LIABILITY COMPANY STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH.

PURSUANT TO THE PROVISIONS OF SECTION 5 OR 66 II OF CHAPTER 304-C OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, THE UNDERSIGNED LIMITED LIABILITY COMPANY, FORMED UNDER THE LAWS OF THE STATE OF Delaware SUBMITS THE FOLLOWING STATEMENT FOR THE PURPOSE OF CHANGING ITS REGISTERED OFFICE OR ITS REGISTERED AGENT, OR BOTH, IN THE STATE OF NEW HAMPSHIRE:

FIRST: The name of the limited liability company is:
PROSPECT MORTGAGE, LLC

SECOND: The name of its registered agent is recorded as:
National Registered Agents, Inc.

THIRD: The street address, town/city of its registered office is recorded as:
63 Pleasant Street, Concord, NH 03301

FOURTH: The name of its new registered agent is (Note 1):
Corporation Service Company d/b/a Lawyers Incorporating Service

FIFTH: The street address, town/city of its new registered office is (Note 1):
14 Centre Street, Concord, New Hampshire 03301

SIXTH: The street address, town/city of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: (This article is to be completed only if the entity is a foreign limited liability company): I hereby consent to serve as registered agent for this limited liability company:

Corporation Service Company d/b/a Lawyers Incorporating Service.

By: Grace Kirby
Signature of new agent Grace E Kirby, Assistant Vice President

EIGHTH: This document must be executed by a manager or member below.

By: Blanca Lozada
Title: Attorney in Fact (Note 2)

Blanca Lozada

Print or type name

Date signed: November 8, 2010

State of New Hampshire
Form LLC 2 - Change of Registered Agent/Registered Office 2 Page(s)



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DISCLAIMER: All document available for public inspection:

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North Main Street, Concord, N

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State, 107

STATE OF *California*)
COUNTY OF *Los Angeles*)

LIMITED POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Ronald Bergum, the CEO of Prospect Mortgage, LLC ("the Company"), a Limited Liability Company established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Blanca Lozada and Elizabeth A. Dawson attorneys-in-fact for the Company and for the subsidiary entities in their roles as agents of Corporation Service Company (CSC), to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

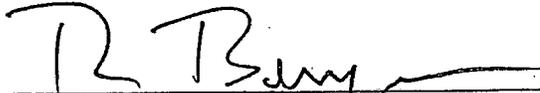
In the execution of any documents necessary for the purposes set forth herein, Blanca Lozada shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earlier to occur of (a) completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to Blanca Lozada and Elizabeth A. Dawson.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 18th day of October, 2010 (the "Effective Date").

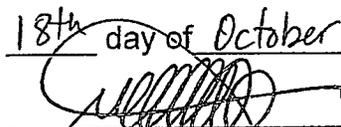
Prospect Mortgage, LLC

BY:



Ronald Bergum, CEO of Manager; Prospect Management Services Corp
CEO Prospect Mortgage, LLC

Subscribed and sworn to before me this 18th day of October, 2010.



Notary Public

