

POWER OF ATTORNEY

_____ (“Seller”) hereby makes, constitutes, and irrevocably appoints Impac Mortgage Corp. (“Impac”) and any officer or director of Impac or any employee of Impac duly appointed by Impac to act on its behalf, with full power of substitution, as its true and lawful attorney-in-fact with full power of authority, in the place and stead of Seller and in the name of Seller or its own name, from time to time in Impac’s discretion, to:

- 1) endorse, on behalf of Seller, any check, draft, or other instrument in its possession that is made payable to Seller, but which is due to Impac under the terms of the Mortgage Loan Purchase and Sale Agreement between Seller and Impac (“Agreement”); and
- 2) prepare, execute, and/or endorse any Mortgage Note, Assignment of Mortgage, satisfaction or release, or any other documentation as may be necessary to effect the conveyance or transfer of Mortgage Loans to Impac or the transactions contemplated by the Agreement, in Impac’s discretion.

Capitalized terms not defined herein shall have the meaning assigned to them in the Agreement. This Power of Attorney is a power coupled with an interest and shall be irrevocable.

TO INDUCE ANY THIRD PARTY TO THE ACT HEREUNDER, SELLER HEREBY AGREES THAT ANY THIRD PARTY RECEIVING A DULY EXECUTED COPY OR FACSIMILE OF THIS INSTRUMENT MAY ACT HEREUNDER AND THAT REVOCATION OR TERMINATION HEREOF SHALL BE INEFFECTIVE AS TO SUCH THIRD PARTY UNLESS AND UNTIL ACTUAL NOTICE OR KNOWLEDGE OF SUCH REVOCATION OR TERMINATION SHALL HAVE BEEN RECEIVED BY SUCH THIRD PARTY. SELLER ON ITS OWN BEHALF AND ON BEHALF OF SELLER'S ASSIGNS, HEREBY AGREES TO INDEMNIFY AND HOLD HARMLESS ANY SUCH THIRD PARTY FROM AND AGAINST ANY AND ALL CLAIMS THAT MAY ARISE AGAINST SUCH THIRD PARTY BY REASON OF SUCH THIRD PARTY HAVING RELIED ON THE PROVISIONS OF THIS INSTRUMENT.

IN WITNESS WHEREOF, Seller has executed this Power of Attorney as of the _____ day of _____, 20____

By: _____
Print Name: _____
Title: _____

STATE OF _____)

COUNTY OF _____)

On _____, 20____ before me, _____, personally appeared _____ who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

I certify under penalty of perjury under the laws of the State of _____ that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public
My Commission Expires: _____