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Shelby Cnty Judge of Probate, AL
07/29/2009 10:05:04 AM FILED/CERT

RECORD AND RETURN
BAC HOME LOANS - REM ESCROW
2375 N. GLENVILLE DRIVE
MAIL CODE: TX2-983-01-01
RICHARDSON, TX 75082

ATTN: Mary Lepine

POWER OF ATTORNEY

The undersigned, as Trustee under the Pooling and Servicing Agreements (as defined below) hereby constitutes and appoints BAC Home Loans Servicing, LP FKA Countrywide Home Loans Servicing LP and its authorized officers (collectively, "CHL Servicing") and each of them, its true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for and in its name, place and stead, in any and all capacities, for the limited purpose of executing and recording any and all documents necessary to effect (i) a foreclosure of a Mortgage Loan, (ii) the disposition of an REO Property, (iii) an assumption agreement or modification agreement or supplement to the Mortgage Note, Mortgage, or deed of trust, and (iv) a reconveyance, deed of reconveyance or release or satisfaction of mortgage or such instrument releasing the lien of a Mortgage in connection with the transactions contemplated in those certain Pooling and Servicing Agreements (the "Pooling and Servicing Agreement") by and among the undersigned, CHL Servicing, CHL, and CWALT, Inc. The undersigned also grants unto said attorneys-in-fact and agents, and each of them, the full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as might or could be done in person to effect items (i), (ii) and (iii) above, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof. Any capitalized term not otherwise defined herein shall have the meaning assigned to such term in the Pooling and Servicing Agreements.

THE BANK OF NEW YORK MELLON, as Trustee

Witness:

Kaitlyn F. McEvoy
Kaitlyn F. McEvoy

By:

Diane Pickett

Diane Pickett
Vice President

Witness:

Corrie Wagner
Corrie Wagner

By:

Mauro Palladino

Mauro Palladino
Managing Director

STATE OF: New York
COUNTY OF: Queens

On the 6th day of May, 2009, before me Norman Yu, a Notary Public in and for said, personally appeared Diane Pickett, known to me to be as a Vice President, and Mauro Palladino, known to me be a Managing Director of the Bank of New York Mellon, a New York banking corporation that executed the within instrument, and also known to me to be the person who executed said instrument on behalf of said New York banking corporation and acknowledged to me that such New York banking corporation executed the within instrument.

IN WITNESS THEREOF, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written.

Norman Yu
Notary Public

Norman Yu
NOTARY PUBLIC
STATE OF NEW YORK
Qualified in Queens County
LIC# 01YU6183731
COMM. EXP. 3-24-2012