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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2009 023953

2009 APR 15 AM 9:19

MICHAEL A. BLOWN
RECORDER

FILED

**RECORDING REQUESTED BY
& AFTER RECORDING RETURN TO:**

APR 13 2009

LITTON LOAN SERVICING LP

4828 Loop Central Drive
Houston, Texas 77081

Attention: Alison S. Walas

Prepared By:

Kemp

**PEGGY HOLINGA KATONA
LAKE COUNTY AUDITOR**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that

LITTON LOAN SERVICING LP became the servicer, in connection with each Agreement listed on the Addendum attached hereto (the "Agreements"), pursuant to the Asset Purchase Agreement dated as of August 29, 2008 (the "Asset Purchase Agreement") among Goldman Sachs Mortgage Company, Goldman, Sachs & Co., Litton Loan Servicing LP, as Purchasers, Popular Mortgage Servicing, Inc., Equity One, Inc., Equity One, Incorporated, Equity One Consumer Loan Company, Inc., E-LOAN Auto Fund Two, LLC Popular Financial Services, LLC, Popular FS, LLC, as Sellers, and Popular, Inc. and Popular North America, Inc.; and

the undersigned, **THE BANK OF NEW YORK MELLON F/K/A THE BANK OF NEW YORK** as successor to JPMorgan Chase Bank, National Association, having its main office at 101 Barclay Street, New York, New York 10286 (the "Bank"), hereby **appoints Litton Loan Servicing LP**, to be the Bank's true and lawful Attorney-in-Fact (the "Attorney") to act in the name, and on behalf, of the Bank with power to do only the following in connection with the Agreements on behalf of the Bank:

1. The modification or re-recording of a Mortgage or Deed of Trust, where said modification or re-recordings is for the purpose of correcting the Mortgage or Deed of Trust to conform same to the original intent of the parties thereto or to correct title errors discovered after such title insurance was issued and said modification or re-recording, in either instance, does not adversely affect the lien of the Mortgage or Deed of Trust as insured.

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2. The subordination of the lien of a Mortgage or Deed of Trust to an easement in favor of a public utility company of a government agency or unit with powers of eminent domain; this section shall include, without limitation, the execution of partial satisfactions/releases, partial reconveyances or the execution or requests to trustees to accomplish same.

Inv. #319 - Equity One ABS, Inc. & Popular ABS, Inc. w/Addendum

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3. The conveyance of the properties to the mortgage insurer, or the closing of the title to the property to be acquired as real estate owned, or conveyance of title to real estate owned.

4. The completion of loan assumption agreements and modification agreements.

5. The full or partial satisfaction/release of a Mortgage or Deed of Trust or full conveyance upon payment and discharge of all sums secured thereby, including, without limitation, cancellation of the related Mortgage Note.

6. The assignment of any Mortgage or Deed of Trust and the related Mortgage Note, in connection with the repurchase of the mortgage loan secured and evidenced thereby.

7. The full assignment of a Mortgage or Deed of Trust upon payment and discharge of all sums secured thereby in conjunction with the refinancing thereof, including, without limitation, the assignment of the related Mortgage Note.

8. With respect to a Mortgage or Deed of Trust, the foreclosure, the taking of a deed in lieu of foreclosure, or the completion of judicial or non-judicial foreclosure or termination, cancellation or rescission of termination, cancellation or rescission of any such foreclosure, including, without limitation, any and all of the following acts:

- a. the substitution of trustee(s) serving under a Deed of Trust, in accordance with state law and the Deed of Trust;
- b. the preparation and issuance of statements of breach or non-performance;
- c. the preparation and filing of notices of default and/or notices of sale;
- d. the cancellation/rescission of notices of default and/or notices of sale;
- e. the taking of a deed in lieu of foreclosure; and
- f. the preparation and execution of such other documents and performance of such other actions as may be necessary under the terms of the Mortgage, Deed of Trust or state law to expeditiously complete said transactions in paragraphs 8.a. through 8.e., above; and

9. to execute any other documents referred to in the above-mentioned documents or that are ancillary or related thereto or contemplated by the provisions thereof; and

to do all things necessary or expedient to give effect to the aforesaid documents including, but not limited to, completing any blanks therein, making any amendments, alterations and additions thereto, to endorse which may be considered necessary by the Attorney, to endorse on behalf of the Trustee all checks, drafts and/or negotiable instruments made payable to the Trustee in respect of the documents, and executing such other documents as may be considered by the Attorney necessary for such purposes.

This Power of Attorney is effective for one (1) year from the date hereof or the earlier of (i) revocation by the Bank, (ii) the Attorney shall no longer be retained on behalf of the Bank or an affiliate of the Bank; or (iii) the expiration of one year from the date of execution.

The authority granted to the attorney-in-fact by the Power of Attorney is not transferable to any other party or entity.

This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York without regard to its conflicts of law principles.

All actions heretofore taken by said Attorney, which the Attorney could properly have taken pursuant to this Power of Attorney, be, and hereby are, ratified and affirmed.



IN WITNESS WHEREOF, The Bank of New York Mellon f/k/a The Bank of New York as successor to JPMorgan Chase Bank, National Association, as Trustee pursuant to that Asset Purchase Agreement dated as of August 29, 2008 and pursuant to those Agreements listed on the Addendum attached hereto, and these present to be signed and acknowledged in its name and behalf by Harold Fudali its duly elected and authorized **Managing Director** this 26th day of February, 2009.

The Bank of New York Mellon f/k/a The Bank of New York as successor to JPMorgan Chase Bank, National Association, as Trustee

By: [Signature]
 Name: Harold Fudali
 Title: Managing Director

By: [Signature]
 Name: Ashia N. Miller
 Title: Assistant Treasurer

Witness: [Signature]
 Printed Name: Lindsey Tzikakos

Witness: [Signature]
 Printed Name: Steven Chrysanthis



ACKNOWLEDGEMENT

STATE OF New York §
 COUNTY OF Queens §

Personally appeared before me the above-named Harold Fudali and Ashia N. Miller, known or proved to me to be the same persons who executed the foregoing instrument and to be the Managing Director and Assistant Treasurer respectively of **The Bank of New York Mellon f/k/a The Bank of New York as successor to JPMorgan Chase Bank, National Association, as Trustee**, and acknowledged that they executed the same as their free act and deed and the free act and deed of the Trustee.

Subscribed and sworn before me this 26th day of February, 2009.

[Signature]
 NOTARY PUBLIC

My Commission expires: _____

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

Addendum

Inv Code	Deal
#319-1	<p><u>Equity One ABS, Inc. 1998-1, Mortgage Pass-Through Certificates, Series 1998-1</u> -Pooling and Servicing Agreement dated as of November 1, 1998 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One Mortgage Company (NC), Equity One Mortgage, Inc. (DE), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), Equity One of West Virginia, Inc. (WV) and Equity One Mortgage, Inc. (NY), as Sellers and The Chase Manhattan Bank, as Trustee - Amendment No. 1 dated as of April 1, 2002 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), Equity One of West Virginia, Inc. (WV), as Sellers and JPMorgan Chase Bank, as Trustee</p>
#319-2	<p><u>Equity One ABS, Inc. 1999-1, Mortgage Pass-Through Certificates, Series 1999-1</u> -Pooling and Servicing Agreement dated as of July 31, 1999 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One Mortgage Company (NC), Equity One Mortgage, Inc. (DE), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), Equity One of West Virginia, Inc. (WV) and Equity One Mortgage, Inc. (NY), as Sellers and The Chase Manhattan Bank, as Trustee - Amendment No. 1 dated as of April 1, 2002 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), Equity One of West Virginia, Inc. (WV), as Sellers and JPMorgan Chase Bank, as Trustee</p>
#319-3	<p><u>Equity One ABS, Inc. 2001-3, Mortgage Pass-Through Certificates, Series 2001-3</u> - Pooling and Servicing Agreement dated as of October 31, 2001 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee</p>
#319-4	<p><u>Equity One ABS, Inc. 2002-1, Mortgage Pass-Through Certificates, Series 2002-1</u> - Pooling and Servicing Agreement dated as of January 31, 2002 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee</p>
#319-5	<p><u>Equity One ABS, Inc. 2002-2, Mortgage Pass-Through Certificates, Series 2002-2</u> - Pooling and Servicing Agreement dated as of March 31, 2002 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee</p>
#319-6	<p><u>Equity One ABS, Inc. 2002-3, Mortgage Pass-Through Certificates, Series 2002-3</u> - Pooling and Servicing Agreement dated as of April 30, 2002 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee</p>

Inv. #319 – Equity One ABS, Inc. & Popular ABS, Inc. w/Addendum

#319-7	<u>Equity One ABS, Inc. 2002-4, Mortgage Pass-Through Certificates, Series 2002-4</u> - Pooling and Servicing Agreement dated as of July 31, 2002 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee
#319-8	<u>Equity One ABS, Inc. 2002-5, Mortgage Pass-Through Certificates, Series 2002-5</u> - Pooling and Servicing Agreement dated as of September 30, 2002 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers, Federal Home Loan Mortgage Corporation, as Guarantor (with respect to the Guaranteed Certificates) and JPMorgan Chase Bank, as Trustee
#319-9	<u>Equity One ABS, Inc. 2003-1, Mortgage Pass-Through Certificates, Series 2003-1</u> - Pooling and Servicing Agreement dated as of January 31, 2003 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee
#319-10	<u>Equity One ABS, Inc. 2003-2, Mortgage Pass-Through Certificates, Series 2003-2</u> - Pooling and Servicing Agreement dated as of March 31, 2003 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee
#319-11	<u>Equity One ABS, Inc. 2003-3, Mortgage Pass-Through Certificates, Series 2003-3</u> - Pooling and Servicing Agreement dated as of June 30, 2003 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee
#319-12	<u>Equity One ABS, Inc. 2003-4, Mortgage Pass-Through Certificates, Series 2003-4</u> - Pooling and Servicing Agreement dated as of September 30, 2003 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated (PA), Equity One, Inc. (MN), Equity One Consumer Loan Company, Inc. (NH), and Popular Financial Services, LLC (DE), as Sellers and JPMorgan Chase Bank, as Trustee
#319-13	<u>Equity One ABS, Inc. 2004-1, Mortgage Pass-Through Certificates, Series 2004-1</u> - Pooling and Servicing Agreement dated as of December 31, 2003 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, as Trustee
#319-14	<u>Equity One ABS, Inc. 2004-2, Mortgage Pass-Through Certificates, Series 2004-2</u> - Pooling and Servicing Agreement dated as of March 31, 2004 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, as Trustee
#319-15	<u>Equity One ABS, Inc. 2004-3, Mortgage Pass-Through Certificates, Series 2004-3</u> - Pooling and Servicing Agreement dated as of June 30, 2004 by and between Equity One ABS, Inc., as Depositor, Equity One, Inc. (DE), as a Seller and the Servicer, Equity One, Incorporated and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, as Trustee
#319-16	<u>Popular ABS, Inc., 2004-4, Mortgage Pass-Through Certificates, Series 2004-4</u> - Pooling and Servicing Agreement dated as of August 31, 2004 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., as a Seller and the Servicer, Equity One, Incorporated and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, as Trustee
#319-17	<u>Popular ABS, Inc., 2004-5, Mortgage Pass-Through Certificates, Series 2004-5</u> - Pooling and Servicing Agreement dated as of October 31, 2004 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation, Equity One Consumer Loan Company, LLC and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee

Inv. #319 – Equity One ABS, Inc. & Popular ABS, Inc. w/Addendum

#319-18	<u>Popular ABS, Inc., 2005-1, Mortgage Pass-Through Certificates, Series 2005-1</u> - Pooling and Servicing Agreement dated as of December 31, 2004 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation, Equity One Consumer Loan Company, LLC and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-19	<u>Popular ABS, Inc., 2005-2, Mortgage Pass-Through Certificates, Series 2005-2</u> - Pooling and Servicing Agreement dated as of March 31, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-20	<u>Popular ABS, Inc., 2005-A, Mortgage Pass-Through Certificates, Series 2005-A</u> - Pooling and Servicing Agreement dated as of May 1, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation, Equity One Consumer Loan Company, LLC and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-21	<u>Popular ABS, Inc., 2005-3, Mortgage Pass-Through Certificates, Series 2005-3</u> - Pooling and Servicing Agreement dated as of June 1, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-22	<u>Popular ABS, Inc., 2005-B, Mortgage Pass-Through Certificates, Series 2005-B</u> - Pooling and Servicing Agreement dated as of July 1, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation, Equity One Consumer Loan Company, LLC and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-23	<u>Popular ABS, Inc., 2005-4, Mortgage Pass-Through Certificates, Series 2005-4</u> - Pooling and Servicing Agreement dated as of August 1, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-24	<u>Popular ABS, Inc., 2005-C, Mortgage Pass-Through Certificates, Series 2005-C</u> - Pooling and Servicing Agreement dated as of September 1, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation, Equity One Consumer Loan Company, LLC and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-25	<u>Popular ABS, Inc., 2005-5, Mortgage Pass-Through Certificates, Series 2005-5</u> - Pooling and Servicing Agreement dated as of October 1, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-26	<u>Popular ABS, Inc., 2005-D, Mortgage Pass-Through Certificates, Series 2005-D</u> - Pooling and Servicing Agreement dated as of November 1, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation, Equity One Consumer Loan Company, LLC and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-27	<u>Popular ABS, Inc., 2005-6, Mortgage Pass-Through Certificates, Series 2005-6</u> - Pooling and Servicing Agreement dated as of December 1, 2005 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee

Inv. #319 – Equity One ABS, Inc. & Popular ABS, Inc. w/Addendum

#319-28	<u>Popular ABS, Inc., 2006-A, Mortgage Pass-Through Certificates, Series 2006-A</u> - Pooling and Servicing Agreement dated as of January 1, 2006 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-29	<u>Popular ABS, Inc., 2006-B, Mortgage Pass-Through Certificates, Series 2006-B</u> - Pooling and Servicing Agreement dated as of March 1, 2006 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-30	<u>Popular ABS, Inc., 2006-C, Mortgage Pass-Through Certificates, Series 2006-C</u> - Pooling and Servicing Agreement dated as of June 1, 2006 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Popular Financial Funding, LLC, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-31	<u>Popular ABS, Inc., 2006-D, Mortgage Pass-Through Certificates, Series 2006-D</u> - Pooling and Servicing Agreement dated as of September 1, 2006 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation, Equity One Consumer Loan Company, Inc., a New Hampshire corporation and Popular Financial Services, LLC, as Sellers and JPMorgan Chase Bank, N.A., as Trustee
#319-32	<u>Popular ABS, Inc., 2006-E, Mortgage Pass-Through Certificates, Series 2006-E</u> - Pooling and Servicing Agreement dated as of November 1, 2006 by and between Popular ABS, Inc., as Depositor, Equity One, Inc., a Delaware corporation, as a Seller and the Servicer, Equity One, Incorporated, Equity One, Inc., a Minnesota corporation, Equity One Consumer Loan Company, Inc., a New Hampshire corporation and Popular Financial Services, LLC, as Sellers and The Bank of New York, as Trustee

