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STATE OF INDIANA
LAKE COUNTY
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2017 067912

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MICHAEL B. BROWN
RECORDER

RETURN TO:
C. R. Hall
Orion Financial Group, Inc.
2860 Exchange Blvd. # 100
Southlake, TX 76092

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Lake, IN 170926416

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LIMITED POWER OF ATTORNEY
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After Recorded Return To: I
Orion Financial Group, Inc. I
2860 Exchange Blvd, Suite 100 I
Southlake, TX 76092 I
Attention: Mike Wileman I

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

THAT, COUNTRYWIDE HOME LOANS, INC. ("CHLI"),¹ a New York corporation located at 1800 Tapo Canyon Rd., Simi Valley, CA, 93063, by these presents does hereby make, constitute and appoint Orion Financial Group, Inc. ("Orion"),² a Texas corporation located at 2860 Exchange Blvd., Suite 100, Southlake, TX 76092, to be CHLI's true and lawful attorney-in-fact and hereby grants Servicer authority and power to take, through its duly authorized officers, such Actions (as defined below) as may be appropriate, in CHLI's name, place and stead. This limited power of attorney ("Limited Power of Attorney") is given in connection with and relates solely to that certain Sale of Servicing Rights for Certain Mortgage Loans letter dated March 31, 2017 between Bank of America, N.A. ("Seller") and 2005 Residential Trust 3-1 ("Purchaser"), under the terms of which Seller sold to Purchaser the servicing rights to certain mortgage loans (such loans, the "Loans"). Each of the Loans comprises a promissory note evidencing a right to payment and performance secured by a security interest or other lien on real property evidenced by one or more mortgages, deeds of trust, deeds to secure debt, or other forms of security instruments (each, a "Mortgage"). The parties agree that this Limited Power of Attorney is coupled with an interest.

As used above, the term "Actions" shall mean and be limited to the following acts, in each case only with respect to the Loans and in accordance with state, federal and applicable law:

1. Execute or file assignments of mortgages or of any beneficial interest in a Mortgage;
2. Execute or file reconveyances, deeds of reconveyance or releases or satisfactions of mortgage or similar instruments releasing the lien of a Mortgage;
3. Correct or otherwise remedy any errors or deficiencies contained in any transfer or reconveyance documents provided or prepared by CHLI or a prior transferor, including, but not limited to note indorsements;
4. Indorse all checks, drafts and/or other negotiable instruments made payable to CHLI as payments by borrowers in connection with the Loans;
5. Execute or file quitclaim deeds or, only where necessary and appropriate, special warranty

¹ This Limited Power of Attorney is intended to cover Actions, as such term is defined herein, taken in the name of: Countrywide Home Loans, Inc.; or Countrywide Home Loans, Inc., formerly known as Countrywide Funding Corporation; Countrywide Home Loans, Inc., formerly did business as America's Wholesale Lender.

² Orion is a third-party vendor of 2005 Residential Trust 3-1, the Investor of the Loans.

LIMITED POWER OF ATTORNEY TO ORION FINANCIAL GROUP, INC.

THIS INSTRUMENT PREPARED BY AMIE ELDRED 7315 S DURANGO DRIVE, LAS VEGAS, NV 89113

deeds or other deeds causing the transfer of title to Servicer or a third party, in respect of property acquired through a foreclosure or deed-in-lieu of foreclosure (“REO Property”);

6. Execute and deliver documentation with respect to the marketing and sale of REO Property, including, without limitation: listing agreements; purchase and sale agreements; escrow instructions; HUD-1 settlement statements; and any other document necessary to effect the transfer of REO Property;
7. Execute or file any documents necessary and appropriate to substitute the creditor or foreclosing party in a bankruptcy or foreclosure proceeding in respect of any of the Loans;

provided, however, that nothing herein shall permit Servicer to commence, continue, or otherwise prosecute or pursue any foreclosure proceedings in the name of CHLI. All indorsements executed pursuant to this Limited Power of Attorney shall contain the words “without recourse,” and unless the law requires otherwise, all other documents of transfer executed pursuant to this Limited Power of Attorney shall contain the following sentence: “This [insert document title] is made without recourse to or against [insert name of entity in whose name the Action is taken] or Countrywide Home Loans, Inc., and without representation or warranty, express or implied, by [insert name of entity in whose name the Action is taken] or Countrywide Home Loans, Inc.”

With respect to the Actions, CHLI gives to said attorney-in-fact full power and authority to execute such instruments and to do and perform all and every act and thing requisite, necessary, and proper to carry into effect the power or powers granted by or under this Limited Power of Attorney as fully, to all intents and purposes, as the undersigned might or could do, and hereby does ratify and confirm all that said attorney-in-fact shall lawfully do or cause to be done by authority hereof.

Nothing contained herein shall be construed to grant Servicer the power to (i) initiate or defend any suit, litigation, or proceeding in the name of CHLI or be construed to create a duty of CHLI to initiate or defend any suit, litigation, or proceeding in the name of Servicer, (ii) incur or agree to any liability or obligation in the name of or on behalf of CHLI, or (iii) execute any document or take any action on behalf of, or in the name, place, or stead of, CHLI, except as provided herein. This Limited Power of Attorney is entered into and shall be governed by the laws of the State of New York without regard to conflicts of law principles of such state.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Countrywide Home Loans, Inc. has executed this Limited Power of Attorney this this 18th day of May 2017.

COUNTRYWIDE HOME LOANS, INC.

By: *Brigitte Long*
 Name: Brigitte Long
 Title: Vice President

Witness: *Amy Hamlin*
 Name: Amy Hamlin
 Title: Assistant Vice President

Witness: *Alan G. De Leon*
 Name: Alan G. De Leon
 Title: Notary Public

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A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.



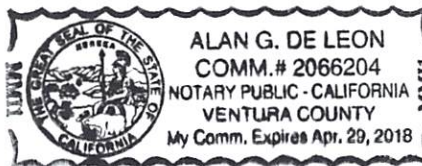
STATE OF CALIFORNIA :
 : ss.
 VENTURA COUNTY :

On May 18, 2017, before me, Alan G. De Leon, Notary Public, personally appeared Brigitte Long, Vice President of Countrywide Home Loans, Inc., a New York corporation, on behalf of said corporation, 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 she executed the same in her authorized capacity, and that by her signature on the instrument the person, or 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 California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Alan G. De Leon
 Notary Public Name: Alan G. De Leon
 My commission expires: April 29, 2018



LIMITED POWER OF ATTORNEY TO ORION FINANCIAL GROUP, INC.

THIS INSTRUMENT PREPARED BY AMIE ELDRED 7315 S DURANGO DRIVE, LAS VEGAS, NV 89113