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* Re-record to correct sequence #
2010 049744 1

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2010 AUG 30 AM 9:33

MICHELLE R. FAJMAN
RECORDER

Prepared by:

Federal Deposit Insurance Corporation
550 17th Street, N.W.
Washington, D.C. 20429

True and Certified Copy

When Recorded Return to:

Statewide Title Company

OneWest Bank, FSB
888 E. Walnut Street
Pasadena, CA 91101

Attn: Executive Vice President and General Counsel

Jennifer D. Sherrell

COPY

2010 059316

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC") as Receiver for IndyMac Federal Bank, FSB and as Receiver for IndyMac Bank, FSB (hereafter collectively called the "Receiver"), hereby designates the individual(s) listed on Exhibit A hereto (the "Attorney(s)-in-Fact") for the sole purpose of executing the documents referred to in Paragraph 1 below.

WHEREAS, the undersigned has full authority to execute this instrument on behalf of the FDIC as Receiver under applicable Resolutions of the FDIC's Board of Directors and redelegations thereof.

NOW THEREFORE, the FDIC as Receiver grants to the above-named Attorney(s)-in-Fact the authority, subject to the limitations herein, as follows:

1. To execute, acknowledge, seal and deliver on behalf of the FDIC as Receiver for IndyMac Federal Bank, FSB and on behalf of the FDIC as Receiver for IndyMac Bank, FSB all instruments of transfer and conveyance, appropriately completed, with all ordinary or necessary endorsements, acknowledgments, affidavits and supporting documents as may be necessary or appropriate to evidence the sale and transfer of any asset pursuant to that certain Loan Sale Agreement, dated as of March 19, 2009, between the FDIC as Receiver for IndyMac Federal Bank, FSB and OneWest Bank, FSB.

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2010 OCT 13 AM 10:26

004365

FILED

OCT 12 2010

PEGGY HOLINGA KATONA
LAKE COUNTY AUDITOR

\$20

CHK 104334

CA

E

FILED
AUG 27 2010
PEGGY HOLINGA KATONA
LAKE COUNTY AUDITOR

00375

AMOUNT \$ _____
CASH _____ CHARGE _____
CHECK # 00039261
OVERAGE _____
COPY _____
NON-COM _____
CLERK FB

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This Limited Power of Attorney shall be effective from March 20, 2009 and shall continue in full force and effect through March 19, 2010, unless otherwise terminated by an official of the FDIC authorized to do so by the Board of Directors ("Revocation"). At such time this Limited Power of Attorney will be automatically revoked. Any third party may rely upon this document as the named individual(s)' authority to continue to exercise the powers herein granted unless a Revocation has been recorded in the public records of the jurisdiction where this Limited Power of Attorney has been recorded, or unless a third party has received actual notice of a Revocation.

2. To grant to each Attorney-in-Fact full power and authority to do and perform all acts necessary to carry into effect the powers granted by this Limited Power of Attorney as fully as FDIC or the Receiver might or could do with the same validity as if all and every such act had been herein particularly stated, expressed and especially provided for.

All other documents of assignment, conveyance or transfer shall contain this sentence: "This assignment is made without recourse, representation or warranty, express or implied, by the FDIC in any capacity."

By: _____
 Name: _____
 Title: Attorney-in-Fact
 FEDERAL DEPOSIT INSURANCE
 CORPORATION as Receiver for [IndyMac Federal
 Bank, FSB][IndyMac Bank, FSB]

The form which the Attorney(s)-in-Fact shall use for endorsing promissory notes or preparing allonges to promissory notes is as follows:
 Pay to the order of
 One West Bank, FSB
 Without Recourse

IN WITNESS WHEREOF, the FDIC by its duly authorized officer empowered by appropriate resolution of its Board of Directors, has caused these presents to be executed and subscribed in its name as of this 27th day of May, 2009.

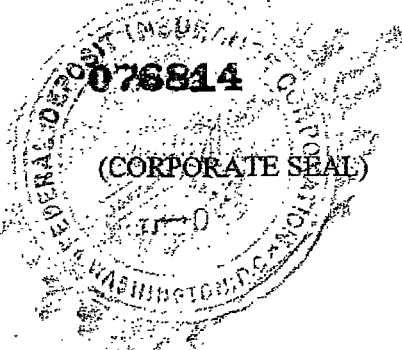
FEDERAL DEPOSIT INSURANCE CORPORATION as Receiver for IndyMac Federal Bank, FSB

By: [Signature]
Name: Herbert J. Heid
Title: Assistant Director
Division of Resolutions and Receiverships

FEDERAL DEPOSIT INSURANCE CORPORATION as Receiver for IndyMac Bank, FSB

By: [Signature]
Name: Herbert J. Heid
Title: Assistant Director
Division of Resolutions and Receiverships

ATTEST: [Signature]
Name: Herbert J. Messite
Title: Counsel
Executive Secretary Section
Legal Division



Signed, sealed and delivered in the presence of

By: Valerie J. Best
Name: VALERIE J. BEST

Witness ASSISTANT EXECUTIVE SECRETARY

By: Shirley L. Walker
Name: Shirley L. Walker
Witness

[ACKNOWLEDGMENT ON NEXT PAGE]

ACKNOWLEDGMENT

UNITED STATES OF AMERICA)
DISTRICT OF COLUMBIA)

On this 21st day of May, 2009, before me, Notary Public in and for the District of Columbia, personally appeared Herbert J. Held and Herbert J. Messite, with a business address of 550 17th Street, NW, Washington, DC 20429, who, being duly sworn, severally depose and say:

First, Herbert J. Held, first affiant, for himself, says that he is Assistant Director, Division of Resolutions and Receiverships, Federal Deposit Insurance Corporation, the Corporation in whose name the foregoing Limited Power of Attorney has been subscribed, that the said Limited Power of Attorney was subscribed on behalf of the said Corporation by due authority of the Corporation's Board of Directors, and that the said Herbert J. Held acknowledges that said Limited Power of Attorney to be the free act and deed of the said Corporation.

Second, Herbert J. Messite, second affiant, for himself, says that he is a Counsel, Executive Secretary Section, Legal Division, Federal Deposit Insurance Corporation, the Corporation in whose name the foregoing Limited Power of Attorney has been subscribed, that the seal affixed to the said Limited Power of Attorney is the corporate seal of the said Federal Deposit Insurance Corporation, that the said Limited Power of Attorney was subscribed on behalf of the said Corporation and its seal thereto affixed by due authority of the Corporation's Board of Directors, and that the said Herbert J. Messite acknowledged the said Limited Power of Attorney to be the free act and deed of the said Corporation.



Ann Laterra

Notary Public, District of Columbia
United States of America *Ann Laterra*

My Commission Expires:
SEPTEMBER 14, 2010

Exhibit A**Attorneys-in-Fact**

Eric Friedman
Terri Hunter
Roger Stotts
Evelyn L. Chavez
Bart Vincent
Erica Johnson-Seck
Kenneth E. Jancarz
Darryl Williams
Darcy Peters
Bart Lerud
Karen Mastro
Mike Stanford
Dennis Kirkpatrick
Kelley Cooper Spencer
Cynthia Prees
John Gagnon
Carol Norton
V. Lyn Niles
Patrick Monahan
Karen Compton
Aaron Wade
Daris Buckler
David Fawer
Judy Mumford
Kira A. Cleary
Michael Peterson
Michelle Minier
Nancy Armour
Paul Hoffman
Scott Van Dellen
Sheila M. Nix
William Glasgow Jr
William Rothman

Prepared by: H. Held

I affirm, under the penalties of perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law.

Jennifer D. Sherrill
By: _____, declarant

Jennifer D. Sherrill

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