

LIMITED POWER OF ATTORNEY

The undersigned, CAPITAL ONE, N.A. ("Capital One"), with an office at 1 South Orange Street, Wilmington, DE 19801, does hereby make, constitute and appoint KEYSTONE ASSET MANAGEMENT, INC. as its true and lawful attorney-in-fact (hereinafter referred to as "Attorney in Fact") to do and perform acts in its name, place and stead, as set forth herein, relating to the management, marketing and disposition of certain REO Properties (as defined herein).

This Limited Power of Attorney arises out of a certain Master Asset Management Agreement, as amended from time to time (the "Agreement"), entered into by and between ING Bank, f.s.b. (as assumed by Capital One, the successor by merger to ING Bank, f.s.b.) and Attorney in Fact, whereby Attorney in Fact has agreed to provide certain services in connection with 1-4 family residential real estate properties that have been acquired in the name of ING Bank, f.s.b. or its successor, Capital One, N.A., pursuant to foreclosure, power of sale, deed-in-lieu of foreclosure or similar process to the extent such properties are identified in a letter or electronic communication from ING Bank, f.s.b. or Capital One directing that such services be provided by Attorney in Fact (such properties being collectively referred to as "REO Properties").

Capital One does hereby grant to Attorney in Fact the power and authority to do and perform, in its place and stead, any and all lawful acts, matters and actions it deems necessary, proper or convenient in connection with the management, marketing and disposition of REO Properties pursuant to the Agreement, including, but not limited to, entering into and executing documents, contracts and agreement for:

- 1. Marketing and sales of REO Properties, including listing agreements, purchase agreements, and addenda related thereto; and
- 2. Closing, transfer and conveyance by Capital One to purchasers under bona fide purchase and sale agreements, affidavits, bills of sale, deeds, other title transfers, and certifications and disclosures;

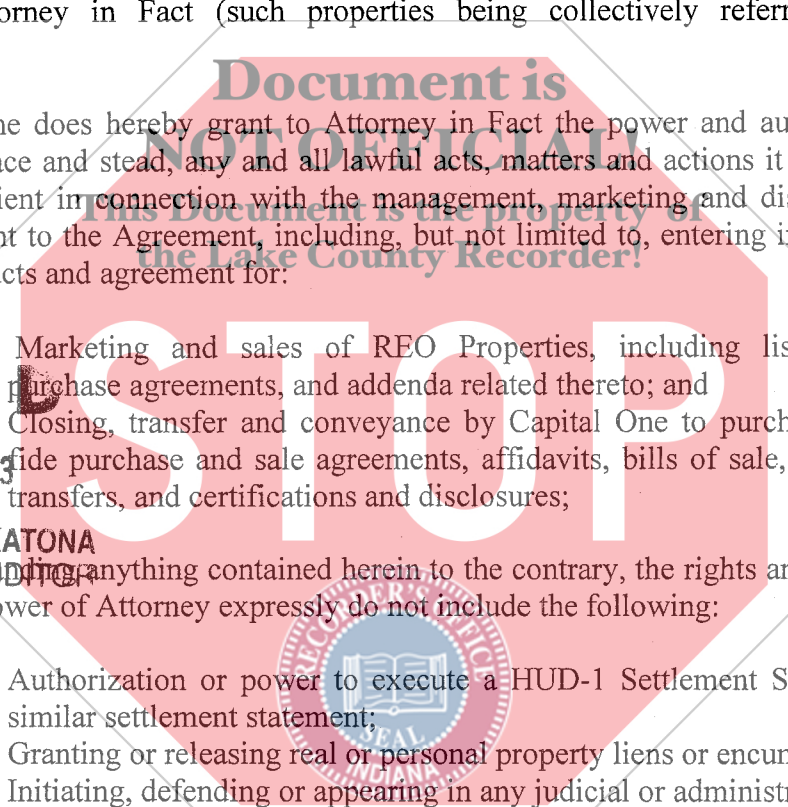
PEGGY HOLINGA KATONA
LAKE COUNTY ATTORNEY

Notwithstanding anything contained herein to the contrary, the rights and powers granted by this Limited Power of Attorney expressly do not include the following:

- 1. Authorization or power to execute a HUD-1 Settlement Statement or other similar settlement statement;
- 2. Granting or releasing real or personal property liens or encumbrances;
- 3. Initiating, defending or appearing in any judicial or administrative proceeding;
- 4. Entering into or granting any loan, mortgage, or other indebtedness;
- 5. Entering into any guaranty, surety obligation, bond, indemnity or other similar undertaking for any party;
- 6. Settlement or compromise of any claim, action or chose in action, either in favor of or against Capital One or any affiliate thereof;

004447

AMOUNTS _____ 14
 CASH _____ CHARGE _____
 CHECK# 790442
 OVERAGE _____
 COPY _____
 NON-CONF _____ ✓
 DEPUTY _____ AD



FILED
JUL 25 2013

STATE OF FLORIDA
 LAKE COUNTY
 CLERK OF COUNTY
 RECORDED
 JUL 29 11:14 AM '13
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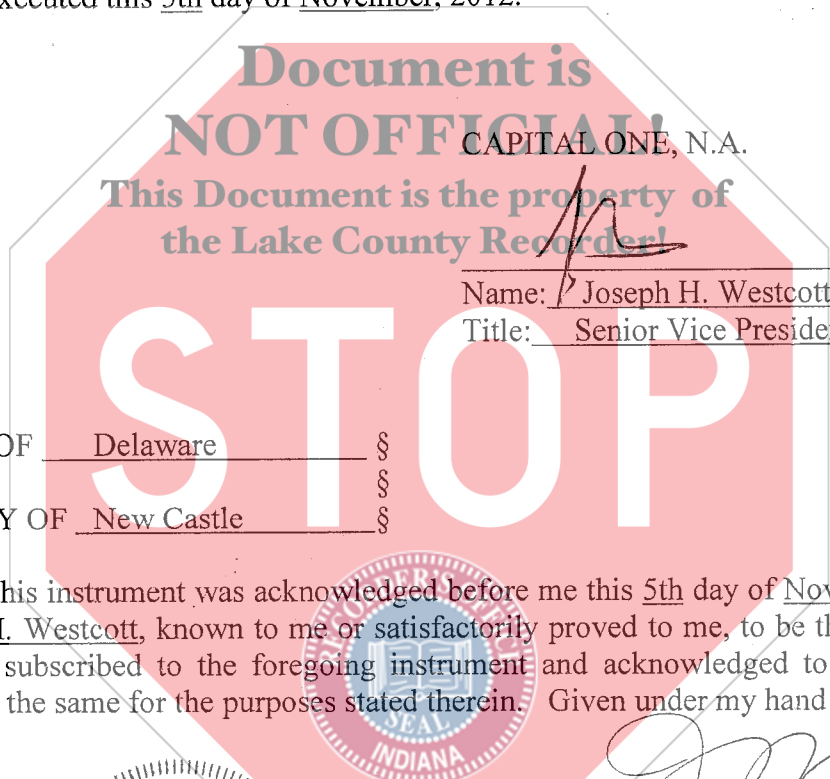
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- 7. Entering into any agreement pertaining to retail, commercial or multi-family real estate or facilities; or
- 8. Entering into, modifying, or terminating any lease or occupancy agreement.

The authority of Attorney in Fact to exercise the rights and powers herein granted shall commence and be in full force and effect on the date this Limited Power of Attorney is signed, but no sooner than November 1, 2012. Such rights and powers granted herein shall be in full force and effect until revoked by the undersigned, and all persons dealing with Attorney in Fact shall be entitled to rely on such authority unless such person has actual knowledge of the revocation of this Limited Power of Attorney by Capital One, or until a written revocation is filed in the real property records of the county or town where this Limited Power of Attorney has been previously filed, as required by applicable law. Notwithstanding the foregoing, this Limited Power of Attorney shall expire, if not sooner terminated, on October 31, 2013.

The undersigned hereby certifies that he/she is duly authorized to execute this Limited Power of Attorney on behalf of Capital One, and that all necessary action for the execution and delivery of this instrument has been taken and done.

Executed this 5th day of November, 2012.



CAPITAL ONE, N.A.

This Document is the property of the Lake County Recorder!

Name: Joseph H. Westcott
 Title: Senior Vice President

STATE OF Delaware §
 COUNTY OF New Castle §

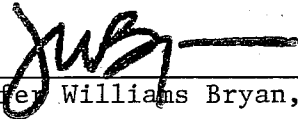
This instrument was acknowledged before me this 5th day of November 2012, by Joseph H. Westcott, known to me or satisfactorily proved to me, to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purposes stated therein. Given under my hand and seal.

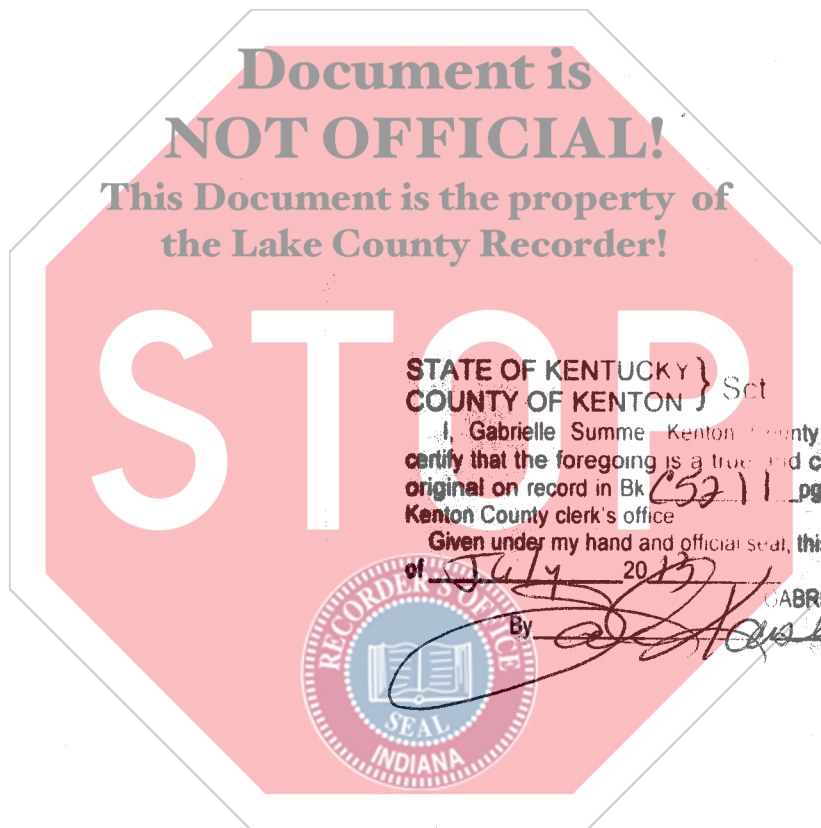


[Signature]
 Notary Public

Commission Expires: 3-18-13

Document Prepared By:
Capital One, N.A.
7933 Preston Road
Plano, TX 75024
Joseph H. Westcott
Reviewed for Form & Content By:


Jennifer Williams Bryan, Esq.



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