

Prepared by:

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

When Recorded Return to:
**RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:**
OneWest Bank, FSB
C/O NTC 2100 Alt. 19 North
Palm Harbor, FL 34683
OWBAS L#: GROUP5POA

General Counsel

Group 5

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.

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
OneWest Bank, FSB
Without Recourse

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

By: _____
Name: _____
Title: Attorney-in-Fact

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."

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.

This Limited Power of Attorney shall be effective from March 20, 2009 and shall
continue in full force and effect through June 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.

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 21th day of December, 2009.

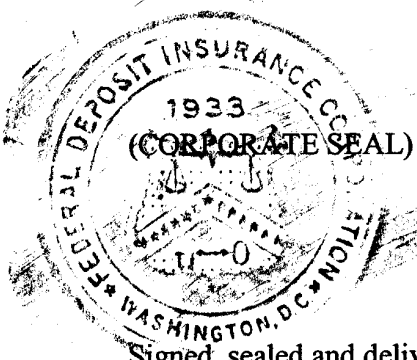
FEDERAL DEPOSIT INSURANCE CORPORATION as Receiver for IndyMac Federal Bank, FSB

By: *Herbert J. Held*
Name: Herbert J. Held
Title: Associate Director
Division of Resolutions and Receiverships

FEDERAL DEPOSIT INSURANCE CORPORATION as Receiver for IndyMac Bank, FSB

By: *Herbert J. Held*
Name: Herbert J. Held
Title: Associate Director
Division of Resolutions and Receiverships

ATTEST: *Valerie J. Best*
Name: Valerie J. Best
Title: Assistant Executive Secretary
Executive Secretary Section
Legal Division



Signed, sealed and delivered in the presence of

By: *Ann Laterra*
Name: *Ann Laterra*

Witness

By: *Patricia B. Deotti*
Name: *Patricia B. Deotti*

Witness

[ACKNOWLEDGMENT ON NEXT PAGE]

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
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John Gagnon
Carol Norton
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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
Bryan Bly
Vilma Castro
Dhurata Doko
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