

Prepared by:

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

When Recorded Return to:

OneWest Bank, FSB  
888 E. Walnut Street  
Pasadena, CA 91101  
Attn: Executive Vice President and General Counsel

#### 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 Servicing Business Asset Purchase 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 June 19, 2010 and shall continue in full force and effect through June 19, 2011, 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 01 day of July, 2010.

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

By: *Ralph A. Malami*  
Name: Ralph A. Malami  
Title: Manager, Capital Markets & Resolutions  
Division of Resolutions and Receiverships

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

By: *Ralph A. Malami*  
Name: Ralph A. Malami  
Title: Manager, Capital Markets & Resolutions  
Division of Resolutions and Receiverships

Signed and delivered  
in the presence of

By: *Malcolm E. Davis Jr.*  
Name: Malcolm E. Davis Jr.  
Witness

By: *Dana D. Wayne*  
Name: Dana D. Wayne  
Witness

[ACKNOWLEDGMENT ON NEXT PAGE]



**Exhibit A**

**Attorneys-in-Fact**

Eric Friedman  
Terri Hunter  
Roger Stotts  
Evelyn L. Chavez  
Eric Johnson-Seck  
Kenneth E. Jancarz  
Darryl Williams  
Darcy Peters  
Bart Lerud  
Karen Mastro  
Mike Stanford  
John Gagnon  
Carol Norton  
V. Lyn Niles  
Patrick Monahan  
Karen Compton  
Aaron Wade  
Daris Buckler  
David Fawer  
Judy Mumford  
Michelle Minier  
Nancy Armour  
Paul Hoffman  
Sheila M. Nix  
William Glasgow, Jr.  
Bryan Bly  
Vilma Castro  
Dhurata Doko  
Chris Jones  
Tom McKinnon  
Elsa McKinnon  
Crystal Moore  
Jasmin Napier  
Dave Pearson  
Pamela Marsh  
Sue North  
Sandra Schneider  
Tom Kucera  
Robert Abramian  
James Greene  
Heather Guerin  
Wendy Traxler