

20081024000416550 1/18 \$62.00
Shelby Cnty Judge of Probate, AL
10/24/2008 11:16:58AM FILED/CERT

Prepared By and Return To:
RESOURCE TITLE AGENCY OF TN, LLC
3931-B GALLATIN PIKE
NASHVILLE, TN 37216



POA 20080289608
16 PGS

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

WHEREAS, the FEDERAL DEPOSIT INSURANCE CORPORATION is a Corporation organized and existing under an Act of Congress, hereinafter called the "FDIC," and

WHEREAS, on July 11, 2008, IndyMac Bank, F.S.B., Pasadena, (the "Institution") was closed by the Office of Thrift Supervision ("OTS") and FDIC was appointed as receiver (the "Receiver"); and

WHEREAS, pursuant to 12 U.S.C. § 1821(d)(2)(A)(i), the Receiver, by operation of law, succeeded to all of the rights, title, and interests of the Institution in and to all of the assets, including all Loans and Real Property, of the Institution (the "Institution Assets"); and

WHEREAS, upon the appointment of the Receiver, the OTS (i) chartered IndyMac Federal Bank, FSB, Pasadena, California ("IndyMac Federal"), (ii) placed IndyMac Federal in conservatorship, and (iii) appointed the FDIC as conservator for IndyMac Federal, whereupon substantially all of the Institution Assets, including all loans and real estate, were transferred to IndyMac Federal Bank, FSB. A certified copy of the OTS Order authorizing the foregoing actions is attached as Exhibit "A" and incorporated herein; and

WHEREAS, on July 25, 2008, IndyMac Federal, acting by and through its Board of Directors, did appoint Rick Hoffman (the "undersigned"), effective as of July 11, 2008, as Chief Operating Officer ("COO") of IndyMac Federal, with full authority to execute Powers of Attorney on behalf of IndyMac Federal. A Secretary's Certificate attesting to the July 25, 2008 action taken by the Board of Directors of IndyMac Federal appointing the undersigned as COO is attached as Exhibit "B" and incorporated herein;

NOW, THEREFORE, IndyMac Federal does hereby appoint those persons as set out in the Exhibit "C" attached hereto and incorporated herein for all purposes, to act as Attorney-in-Fact for IndyMac Federal and does hereby grant the Attorney-in-Fact full power to act individually in the name, place and stead of IndyMac Federal for the following **LIMITED** purposes to wit:

1. To execute, acknowledge, seal and deliver on behalf of IndyMac Federal all documents, agreements, 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 Real Estate (REO) owned by IndyMac Federal or any REO serviced by IndyMac Federal for others.

REO Auction

Davidson County POA
Recvd: 09/29/08 14:41 17 pg
Fees: 87.00 Taxes: 0.00
20080929-0098782

2. The form which the Attorney(s)-in-Fact shall use for the signature block is as follows:

INDYMAC FEDERAL BANK, FSB, in
conservatorship

By: _____

Name: _____

Title: Attorney-in-Fact

The undersigned does hereby 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 he 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 July 11, 2008 and shall continue in full force and effect through July 11, 2009, unless otherwise terminated 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, IndyMac Federal 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 this 27 day of August, 2008.

INDYMAC FEDERAL BANK, FSB

By: [Signature]

Name: Rick Hoffman

Title: Chief Operating Officer

REO Auction

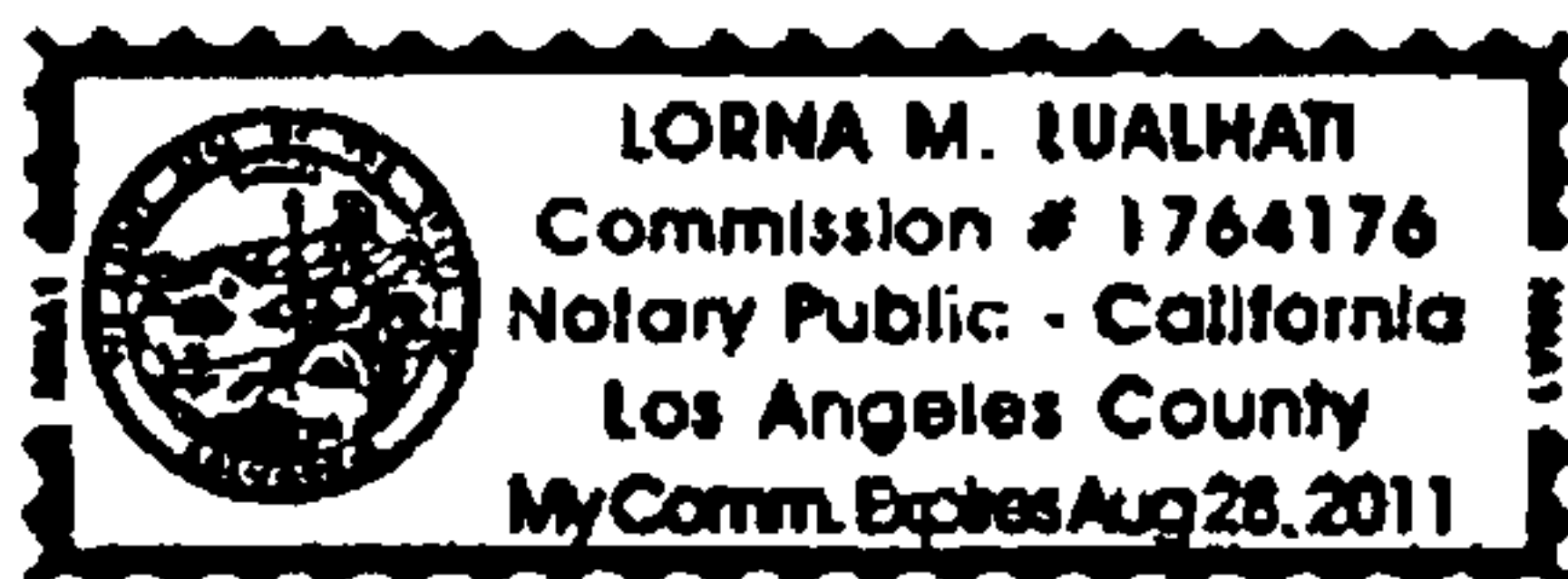
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of LOS ANGELES

On AUG. 27, 2008 before me, LORNA M. LUALHATI, NOTARY PUBLIC
Date Here Insert Name and Title of the Officer

personally appeared RICHARD HOFFMAN
Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) 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.

Signature

Lorna M. Lualhati

Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

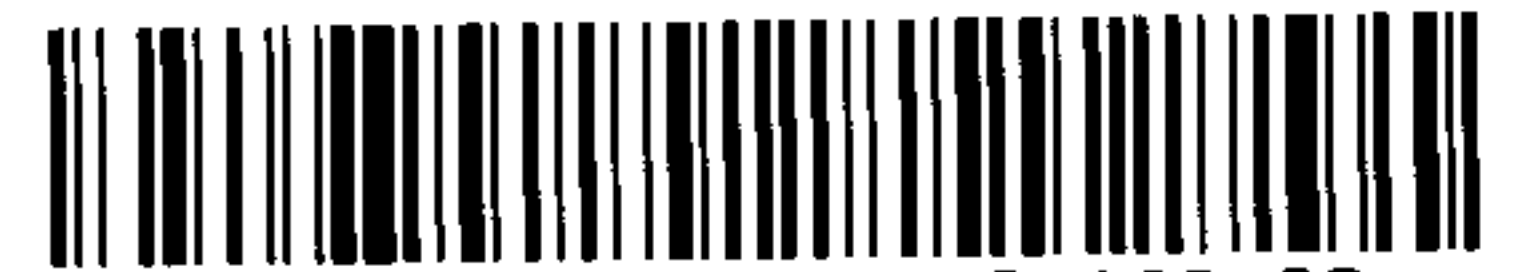
Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
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EXHIBIT A



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Office of Thrift Supervision

Department of the Treasury



*I certify that the attached is a true copy of the document described below,
made from official records of the
Office of Thrift Supervision, Department of the Treasury,
Said record is in the custody of the Dissemination Branch
and is maintained at 1700 G Street, NW, Washington, DC.*

OTS Order Number 2008-24, Pass-Through Receivership of a Federal Savings Association into a De Novo Federal Savings Association that Is Placed Into Conservatorship with the FDIC, regarding IndyMac Bank, F.S.B., Pasadena, California (OTS Docket Number 03970), executed July 11, 2008, consisting of five (5) pages.

*Signed in Washington, DC, and the Seal of the
Office of Thrift Supervision affixed this date:*

Peggy Daniels
Peggy Daniels
Acting Corporate Secretary
Office of Thrift Supervision

August 21, 2008



OFFICE OF THRIFT SUPERVISION

**Pass-Through Receivership Of A Federal Savings Association
Into A De Novo Federal Savings Association
That Is Placed Into Conservatorship
With the FDIC**

Date: July 11, 2008

Order No.: 2008-24

The Director of the Office of Thrift Supervision ("OTS"), or his designee, in cooperation with the Federal Deposit Insurance Corporation ("FDIC"), has determined: (1) to appoint the FDIC as receiver for the savings association specified below ("OLD THRIFT"); (2) to approve the FDIC's request for the issuance of a new federal mutual savings association charter ("NEW THRIFT") as a successor to OLD THRIFT; (3) to approve the transfer of such assets and liabilities of OLD THRIFT to its successor NEW THRIFT, as the FDIC has determined to be appropriate; and (4) to appoint the FDIC as conservator of NEW THRIFT. Collectively, numbers 2 through 4 of the foregoing are referred to herein as the "APPLICATIONS."

"OLD THRIFT," refers to:

Name	Location	OTS No.
IndyMac Bank, F.S.B.	Pasadena, California	03970

I. GROUNDS FOR ACTIONS TAKEN IN THIS ORDER:

**RECEIVERSHIP:
GROUNDS FOR APPOINTMENT OF FDIC AS
RECEIVER FOR OLD THRIFT**

The Director, or his designee, based upon the administrative record finds and determines that:

OLD THRIFT has insufficient cash and liquid assets convertible to cash necessary to pay the expected withdrawal demands of its depositors. OLD THRIFT has suffered significant deposit outflows, exceeding \$1 billion since June 26, 2008, in part because of adverse publicity. Further, because OLD THRIFT is not well capitalized, it cannot renew its large volume of brokered deposits, which will create an additional deposit outflow. In addition, OLD THRIFT has limited and diminishing liquidity sources available to it. There has been significant disruption in the markets for the types of assets, mortgage backed securities and mortgage servicing rights, held by OLD THRIFT. Therefore, those

assets that are not already subject to liens may not be marketable or only can be sold at prices that would result in OLD THRIFT failing to meet its capital requirements. Moreover, OLD THRIFT's mortgage servicing rights are the major source of OLD THRIFT's current earnings. In addition, the consequences of OLD THRIFT's top-tier holding company's July 7, 2008 public disclosure of adverse information, and the curtailment of forward mortgage lending and resulting downsizing, place OLD THRIFT in a precarious position and OLD THRIFT has been unable to find anyone who is willing and able to invest sufficient capital to alleviate its problems.

OLD THRIFT has suffered losses amounting to approximately \$842 million from the third quarter of 2007 to the first quarter of 2008 and projects to report another \$354 million loss for the second quarter of 2008. OLD THRIFT is in an unsafe and unsound condition as a result of its severe liquidity strain, deteriorating asset quality, continuing significant negative operating earnings, and declining capital with no realistic prospects for raising capital to ensure that it can repay all of its liabilities, including deposits.

OLD THRIFT has been unsuccessful in its attempts to find investors who are willing and able to recapitalize OLD THRIFT, given OLD THRIFT's current financial condition, ongoing deposit outflows, lack of liquidity, and continued asset quality deterioration. Further, OLD THRIFT projected that it would be undercapitalized as of June 30, 2008. In addition to other asset write-down's which OLD Thrift should be taking, OLD THRIFT is likely to be unable to meet its depositors' demands and other obligations in the normal course of business, and therefore, OLD THRIFT should immediately recognize additional losses on assets held for sale. The losses OLD THRIFT should recognize will result in OLD THRIFT being classified as undercapitalized. Moreover, because efforts to raise capital have proven unsuccessful, there is no reasonable prospect of OLD THRIFT becoming adequately capitalized without Federal assistance.

Therefore, the Director, or his designee, has concluded that:

(a) OLD THRIFT is likely to be unable to pay its obligations or meet its depositors' demands in the normal course of business because it does not have sufficient liquid assets to fund expected withdrawals;

(b) OLD THRIFT is in an unsafe and unsound condition to transact business due to its lack of capital and its illiquid condition;

(c) OLD THRIFT is undercapitalized as defined in section 38(b) of the FDIA, and has no reasonable prospect of becoming adequately capitalized as defined in section 38(b) of the FDIA.

The Director, or his designee, therefore, has determined that grounds for the appointment of a receiver for OLD THRIFT exist under section 5(d)(2) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. § 1464(d)(2) and section 11(c)(5) of the FDIA, 12 U.S.C. § 1821(c)(5).

**TRANSFER INTO A NEW FEDERAL CHARTER;
GROUNDS FOR ISSUANCE OF NEW FEDERAL CHARTER AND
APPROVAL OF TRANSFER OF ASSETS AND LIABILITIES OF
OLD THRIFT TO NEW THRIFT**

The FDIC, as receiver of OLD THRIFT, has applied for authority to organize a new Federal mutual savings association, NEW THRIFT, that is to take over such assets and such liabilities of OLD THRIFT as the FDIC has determined to be appropriate, pursuant to section 11(d)(2)(F)(i) of the FDIA, 12 U.S.C. § 1821(d)(2)(F)(i). The FDIC would insure the accounts of NEW THRIFT.

The Director, or his designee: (i) has considered the factors set forth in section 5(e) of HOLA, 12 U.S.C. § 1464(e), with regard to granting a new federal savings association charter, has determined that the charter should be issued, that NEW THRIFT is authorized to transact business as a savings association, and that the charter and bylaws to be issued for NEW THRIFT are in a form consistent with the material provisions of the applicable regulations; and (ii) has considered the factors set forth in section 18(c) of the FDIA, 12 U.S.C. § 1821(c), and 12 C.F.R. § 563.22 with respect to the acquisition of certain assets and assumption of certain liabilities of OLD THRIFT by NEW THRIFT. Immediate action is necessary given the seriously adverse financial condition of OLD THRIFT and in order to permit NEW THRIFT to acquire certain assets and assume certain liabilities of OLD THRIFT and continue to serve OLD THRIFT's community and customers.

For the foregoing reasons, the Director, or his designee, has determined that, pursuant to 12 C.F.R. §§ 563.22 (e) and 543.7-1, public notice of the APPLICATIONS shall not be required. In addition, the Director, or his designee, finds that OTS must act immediately in order to prevent the probable default of OLD THRIFT. Therefore, the publication of notice required by section 18(c)(3) of the FDIA, the reports on the competitive factors of the acquisition required by section 18(c)(4) of the FDIA, and the delayed consummation required by section 18(c)(6) of the FDIA, shall be dispensed with. Accordingly, NEW THRIFT may immediately acquire the assets and assume the liabilities determined to be appropriate by the FDIC.

CONSERVATORSHIP:

**GROUNDS FOR APPOINTMENT OF FDIC AS
CONSERVATOR FOR NEW THRIFT**

The FDIC has indicated that, immediately upon the completion of the organization of NEW THRIFT (which will be federally chartered) and completion of the transfer of the aforesaid assets and liabilities of OLD THRIFT to NEW THRIFT, it will, in the exercise of its authority to act as the board of directors of NEW THRIFT pursuant to section 11(d)(2)(B) of the FDIA, 12 U.S.C. § 1821(d)(2)(B), consent to the OTS

appointing the FDIC as conservator for NEW THRIFT. Moreover, NEW THRIFT will have virtually the same capital and liquidity as OLD THRIFT had immediately prior to the appointment of a receiver for OLD THRIFT and, therefore, the grounds set forth in Section I above for appointment of the receiver for OLD THRIFT, are also applicable as grounds for the appointment of a conservator for NEW THRIFT.

II. ACTIONS ORDERED OR APPROVED:

APPOINTMENT OF A RECEIVER

The Director, or his designee, hereby appoints the FDIC as receiver for OLD THRIFT, for the purpose of liquidation, pursuant to section 5(d)(2) of HOLA, 12 U.S.C. §1464(d)(2), and section 11(e)(6)(B) of the FDIA, 12 U.S.C. § 1821(e)(6)(B).

**ISSUANCE OF A FEDERAL CHARTER AND
APPROVAL OF THE PASS-THROUGH OF ASSETS AND LIABILITIES**

The Director, or his designee, hereby approves: (1) the application of the FDIC to organize NEW THRIFT as a federal mutual savings association (and hereby authorizes the issuance of an appropriate charter and bylaws for NEW THRIFT in form and content approved by the Chief Counsel's Office); (2) the transfer of such assets and liabilities of OLD THRIFT to its successor, NEW THRIFT, as the FDIC has determined to be appropriate; and (3) the retention of the home and branch offices of OLD THRIFT by its successor, NEW THRIFT. Prior to the appointment or election of a board of directors for NEW THRIFT, the FDIC may, in addition to any other powers granted by applicable law, exercise the powers of the board of directors pursuant to section 11(d)(2)(B) of the FDIA, 12 U.S.C. § 1821(d)(2)(B).

**APPOINTMENT OF A CONSERVATOR
FOR NEW THRIFT**


The Director, or his designee, hereby appoints the FDIC as conservator for NEW THRIFT pursuant to sections 5(d)(2)(A) and (E) of the HOLA, 12 U.S.C. §§ 1464(d)(2)(A), 1464(d)(2)(E), effective upon receipt of the consent of NEW THRIFT to such appointment. That consent must be contained in a resolution of its board of directors issued by the FDIC in exercise of its power, as the organizer of NEW THRIFT, to act as its interim board of directors pursuant to section 11(d)(2)(B) of the FDIA, 12 U.S.C. § 1821(d)(2)(B).

5 OTS ORDER No.: 2008-24

DELEGATION OF AUTHORITY TO ACT FOR OTS

The Director, or his designee, hereby authorizes the OTS West Region Director, or his designee, and the Deputy Chief Counsel for the Business Transactions Division of the Chief Counsel's office, or his designee, to: (1) certify orders; (2) sign, execute, attest or certify other documents of OTS issued or authorized by this Order; (3) designate the person or entity that will give notice of the appointment of a receiver for OLD THRIFT and serve OLD THRIFT with a copy of this Order pursuant to 12 C.F.R. § 558.2; (4) designate the person or entity that will give notice of the appointment of a conservator for NEW THRIFT and serve NEW THRIFT with a copy of this Order pursuant to 12 C.F.R. § 558.2; and (5) perform such other functions of OTS necessary or appropriate for implementation of this Order. All documents to be issued under the authority of this Order must be first approved, in form and content, by the Chief Counsel's Office. In addition, the Director, or his designee, hereby authorizes the Deputy Chief Counsel for the Business Transactions Division of the Chief Counsel's office, or his designee, to make any subsequent technical corrections, that might be necessary, to this Order or any documents issued under the authority of this Order.

By Order of the Director of OTS, effective July 11, 2008.


John M. Reich
Director

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EXHIBIT B

SECRETARY'S CERTIFICATE

I, Lee Van Fleet, do hereby certify that I am the Assistant Secretary of IndyMac Federal Bank, FSB (hereinafter the "Bank"); that the following are true and correct copies of resolutions duly adopted by the Board of Directors of the Bank at the meeting held July 25, 2008, and entered in the minute book of the Bank; that the meeting was duly and regularly called and held in accordance with the bylaws of the Bank; and that none of the following resolutions has been rescinded or modified.

RESOLUTIONS

Following a discussion on the appointment of officers and delegations of authority, the Board, upon motion, duly seconded, and by unanimous vote, approved the following resolutions:

WHEREAS, the Chief Executive Officer ("CEO") of IndyMac Federal Bank, FSB ("IMFB") is operating under certain delegations of authority granted by the Federal Deposit Insurance Corporation (the "FDIC Delegations"); and

WHEREAS, the Chief Operating Officer ("COO") of IMFB is operating under certain delegations of authority granted by the CEO, as permitted by the FDIC Delegations; and

WHEREAS, it is clear that the CEO and COO have the power and authority to manage and operate IMFB;

WHEREAS, in order to dispel any remaining concerns regarding the authority of the CEO and COO to manage and operate IMFB, the Board of IMFB has determined to issue this resolution as evidence of the authority delegated by the Board of IMFB to the CEO and COO and as further evidence of the power and authority of the CEO and COO to manage and operate IMFB.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby confirms and approves the appointment of Rick Hoffman as Chief Operating Officer ("COO") of IMFB, retroactive to July 11, 2008;

BE IT FURTHER RESOLVED, that the Board hereby confirms and approves the appointment of Rick Hoffman as President of IMFB, retroactive to July 11, 2008;

BE IT FURTHER RESOLVED, that the Board hereby delegates to the Chief Executive Officer ("CEO") and COO, individually, the full authority to operate and manage the day-to-day affairs of IMFB, with the ability to further delegate this authority in full, in their discretion, retroactive to July 11, 2008;



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BE IT FURTHER RESOLVED, that the Board hereby specifically delegates to the COO the authority to appoint, confirm and remove officers of the IMFB except for the positions of CEO and COO, retroactive to July 11, 2008; and

BE IT FURTHER RESOLVED, that the Board hereby specifically delegates to the COO the authority to form such advisory and other committees as the COO, in his sole discretion, shall deem necessary and proper to assist him in the management of IMFB.

I FURTHER CERTIFY THAT each member of the Board of Directors of the Bank was furnished with notice of said meeting in compliance with the bylaws of the Bank.

IN WITNESS WHEREOF the undersigned has executed this Certificate this 29th day of August 2008.

Lee Van Fleet, Assistant Secretary
IndyMac Federal Bank, FSB

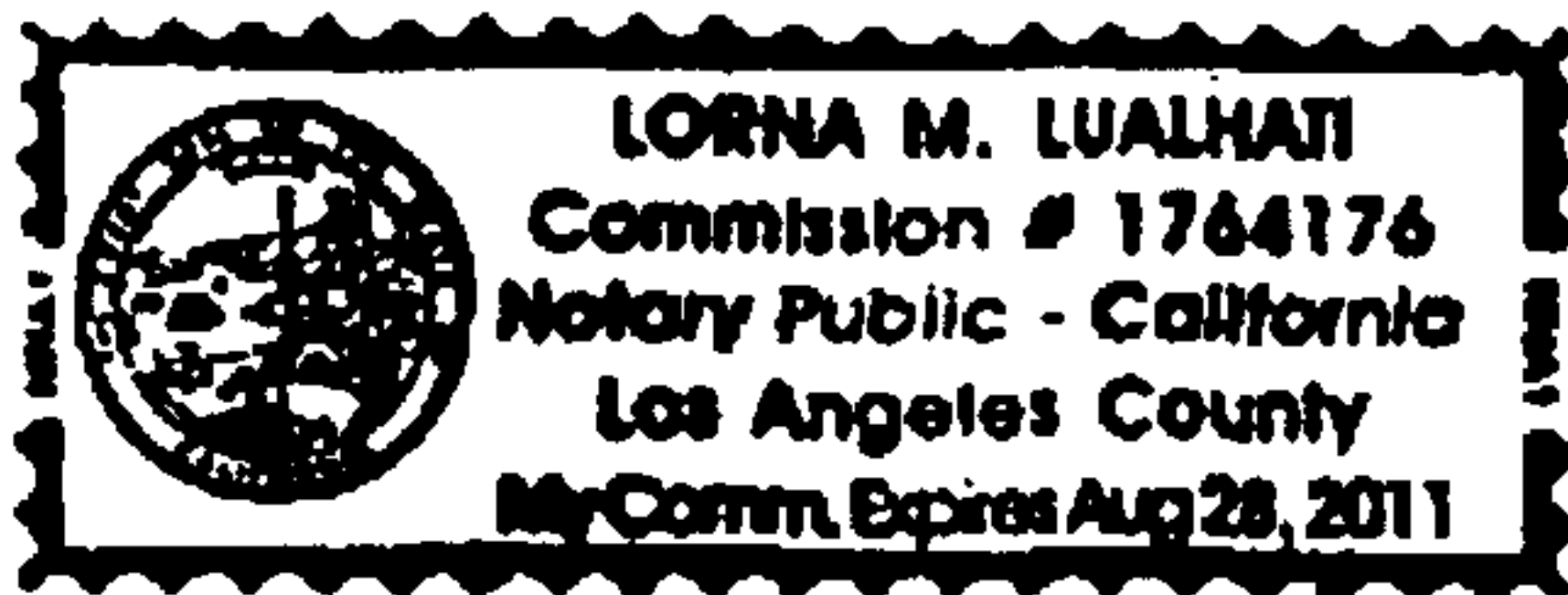
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of LOS ANGELES

On AUG. 29, 2008 before me, LORNA M. LUALHATI, NOTARY PUBLIC
Date Here Insert Name and Title of the Officer

personally appeared LEE VAN FLEET
Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity~~(ies)~~, and that by his/~~her~~/their signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ 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.

Signature

Lorna M. Lualhati

Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

**RIGHT THUMBPRINT
OF SIGNER**
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Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
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Signer Is Representing: _____

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OF SIGNER**
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EXHIBIT C

EXHIBIT "C"

Victor M. Robert
David Stell
Douglas E. Woodward
Philip Thomas
J. K. Huey
Eric Friedman
Mitch Oringer
Bart Vincent
Erica Johnson-Seck
Paige Holen
Roger Stotts
Tim Beadnell
Scott Van Dellen
Bill Rothman
Daris Buckler
Todd Camp
Bruce Beaumont
James Fraser
Vartan Derbedrossian
Maureen Connaughton

FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

[Signature]
John F. Warren, County Clerk
Dallas County TEXAS

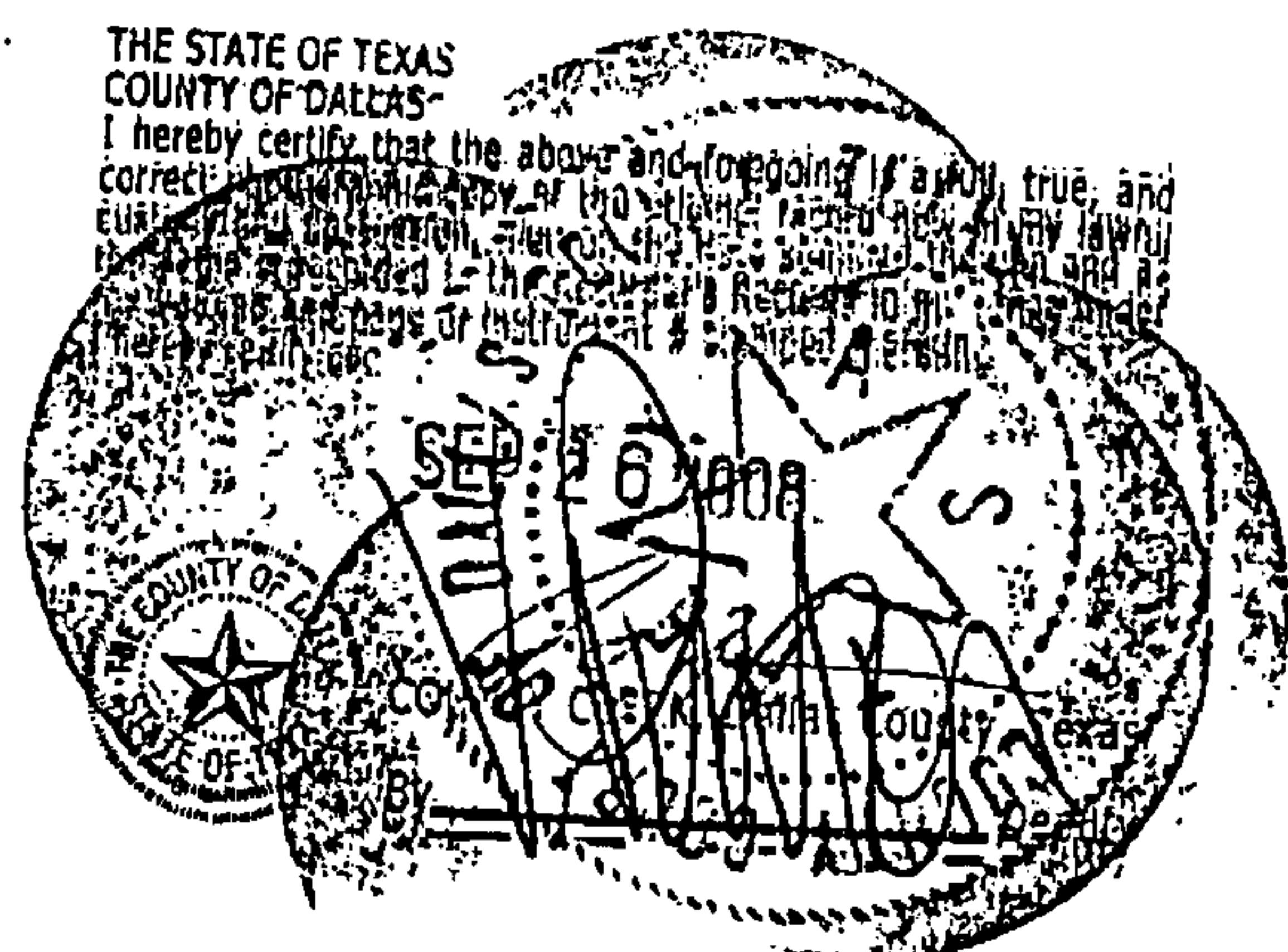
September 05, 2008 02:58:15 PM
FEE: \$75.00

20080289608

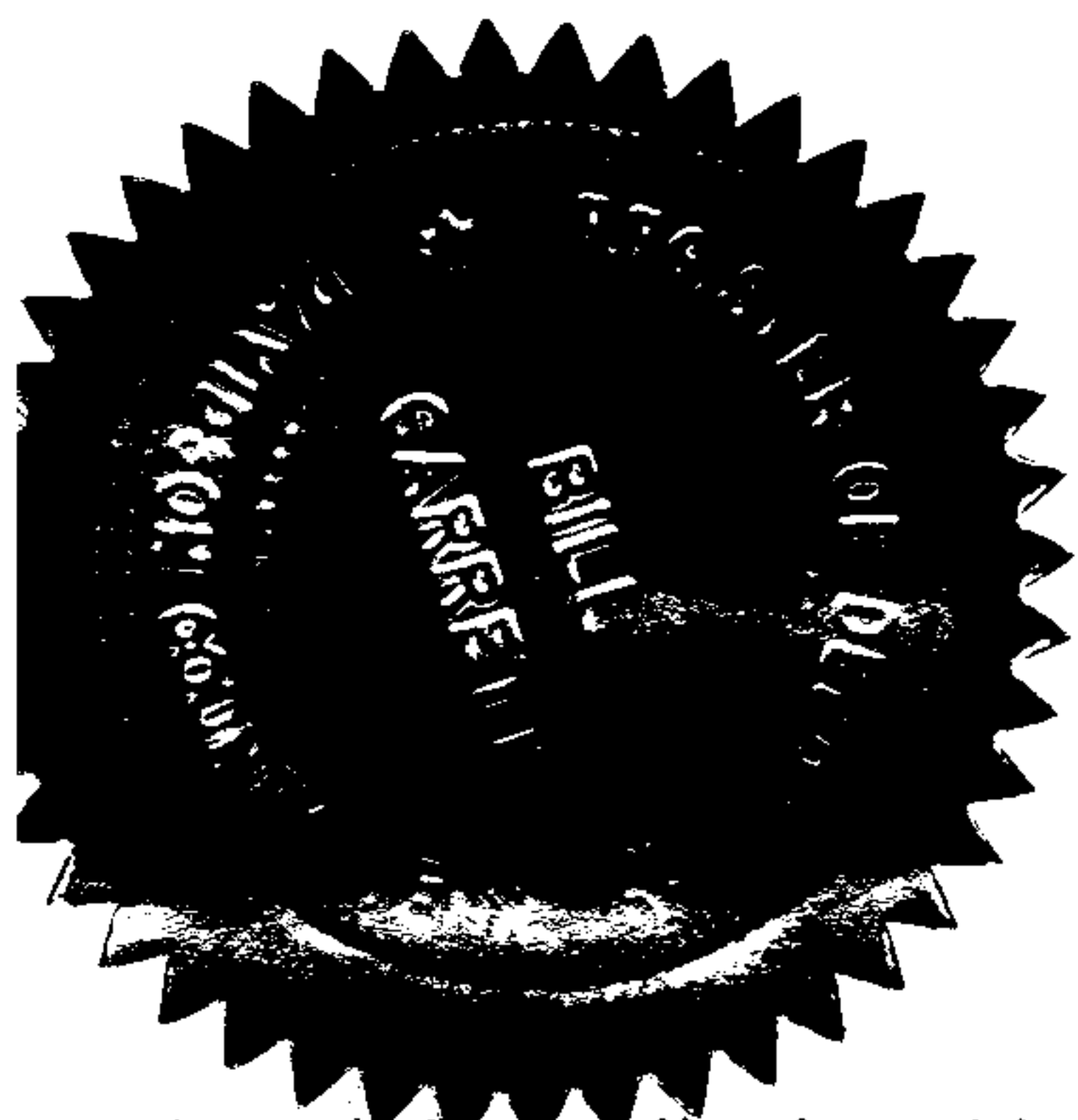
REO Auction



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10/24/2008 11:16:58AM FILED/CERT



I hereby certify that this is a true copy of
the original instrument filed in my office as
Instrument No. 200809290098782
This 24 day of SEPT 2008
By BILL GARRETT Register of Deeds
DEPUTY REGISTER
DEPUTY Register