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Karen Ellison - Recorder
Page: 1 of 12 Fee: 25.00
BK-209 PG-5809 RPTT: 0.00



I hereby affirm that this document submitted for recording does not contain a social security number.

Deborah Kiss
Signature DEBORAH KISS
Printed name & title AUDITOR

APN# 1220-03-111-004

Recording Requested By: CHICAGO TITLE

Name: CHICAGO TITLE/SERVICELINK DIVISION

Address: 400 CORPORATION DR.

City/State/Zip: ALIQUIPPA PA, 15001

Document Title: LIMITED POWER OF ATTORNEY

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AFTER RECORDING MAIL TO:
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4000 INDUSTRIAL BLVD.
ALIQUIPPA, PA 15001

Prepared by:
Janice S Hearn
1601 Bryan Street
Dallas TX 75201

Limited Power of Attorney

DOCUMENT TITLE



POA 20080357077

8 PGS

POA ✓ 20080354642

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When Recorded Mail to:

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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," acting in its Receivership capacity as Receiver for Washington Mutual Bank, formerly known as Washington Mutual Bank, FA, Henderson, Nevada (the "Institution"); and

WHEREAS, on September 25, 2008, the Institution was closed by the Office of Thrift Supervision ("OTS") and the FDIC was appointed receiver (the "Receiver") for the Institution;
a copy of the OTS order authorizing the foregoing action is attached as Exhibit "A" and incorporated herein; 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 interest of the Institution in and to all of the assets, including without limitation, all real estate (including any leasehold interest and any interest in a condominium or cooperative unit) of the Institution (collectively, the "Institution Assets"); and

WHEREAS, pursuant to the terms and conditions of a Purchase and Assumption Agreement among the FDIC, acting in its corporate capacity, the FDIC as Receiver of the Institution, and JPMorgan Chase Bank, National Association ("JPMorgan Chase"), dated as of September 25, 2008 (the "Agreement"), JPMorgan Chase acquired, among other Institution Assets, all real estate (including any interest in a condominium or cooperative unit) of the Institution, except for certain scheduled assets that were not purchased; and

WHEREAS, pursuant to the Agreement, the FDIC as Receiver granted to JPMorgan Chase an exclusive option for a period of ninety (90) days after September 25, 2008 to cause the FDIC to assign certain leases of the Institution to JPMorgan Chase; and

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

187872v1
Washington Mutual Bank/Limited Power of Attorney
REO/Leases



NOW, THEREFORE, the FDIC hereby appoints JPMorgan Chase Bank, National Association to act as Attorney-in-Fact for the Receiver and does hereby grant the Attorney-in-Fact full power to act in the name, place and stead of the FDIC for the following **LIMITED** purposes, to wit:

1. To execute, acknowledge, seal and deliver on behalf of the FDIC, acting in its capacity as Receiver of the Institution, all instruments of sale, transfer, conveyance and/or assignment,

including, without limitation, Receiver's Deeds and bills of sale or equivalent documents, appropriately completed, with all ordinary or necessary endorsements, acknowledgments, affidavits and supporting documents as may be necessary or appropriate to evidence the sale, transfer, conveyance and/or assignment of any interest in real estate (including any leasehold interest and any interest in a condominium or cooperative unit) and any personal property appurtenant to the real estate from the Receiver to JPMorgan Chase or to an affiliate of JPMorgan Chase.

The form that the Attorney-in-Fact shall use for the signature block is as follows:

FEDERAL DEPOSIT INSURANCE
CORPORATION as Receiver for Washington
Mutual Bank, formerly known as Washington
Mutual Bank, FA

By: JPMorgan Chase Bank, National Association
Its Attorney-in-Fact

By: _____
Name: _____
Title: _____

Each sale, transfer, conveyance and/or assignment shall be made without recourse, representation or warranty, express or implied, by the FDIC in its corporate capacity or as Receiver.

2. To execute, acknowledge, seal and deliver, on behalf of the FDIC, acting in its capacity as Receiver of the Institution, such documents and instruments as may be required to be delivered by the tenant under the leases of the Institution, including, without limitation, estoppel certificates, recognition agreements and subordination, nondisturbance and attornment agreements; provided, however, that such documents and instruments shall provide that they are subject to the Receiver's powers under 12 U.S.C. § 1821(e), which powers remain with the Receiver, and further provided that the powers set out in this paragraph shall terminate automatically no later than January 25, 2008.



3. The FDIC further grants to the 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 the FDIC 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.

Except as provided under paragraph two (2) above, this Limited Power of Attorney shall be effective from and after September 25, 2008, and shall continue in full force and effect through September 25, 2010, unless otherwise terminated by an official of the FDIC authorized to do so by the FDIC 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 Attorney-in-Fact's authority to continue to exercise the powers herein granted unless a Revocation by the FDIC 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 any such 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 subscribed in its name this ~~20~~ day of ~~November~~, 2008.
October

FEDERAL DEPOSIT INSURANCE CORPORATION

By: *Janice S. Hearn*
Name: Janice S. Hearn
Title: Manager of Customer Service
Dallas Regional Office

(CORPORATE SEAL)

ATTEST: *Herb J. Messite*
Name: Herbert J. Messite
Title: Counsel

076090

Signed, sealed and delivered in the presence of:

Catherine L. Hammond
Witness *Catherine L. Hammond*
Name: _____

Shirley L. Walker
Witness *Shirley L. Walker*
Name: _____

STATE OF TEXAS

COUNTY OF DALLAS

On this 30th day of ~~November~~ ^{October}, 2008, before me, a Notary Public in and for the State of Texas appeared Janice S. Hearn, to me personally known, who, being by me first duly sworn did depose that she is Manager of Customer Service, Dallas Regional Office of the Federal Deposit Insurance Corporation (the "Corporation"), in whose name the foregoing Limited Power of Attorney was executed and subscribed, and the said Limited Power of Attorney was executed and subscribed on behalf of the said Corporation by due authority of the Corporation's Board of Directors, and the said Janice S. Hearn, acknowledged the said Limited Power of Attorney to be the free act and deed of said Corporation.



Priscilla Calapat
Notary Public
My Commission expires: 11/9/2009

UNITED STATES OF AMERICA

DISTRICT OF COLUMBIA

On this 6th day of November, 2008, before me, Notary Public in and for the District of Columbia, personally appeared Herbert J. Messite, to me known personally, who being by me first duly sworn did depose that he is a Counsel, of the Federal Deposit Insurance Corporation, at the Corporation in whose name the foregoing Power of Attorney has been subscribed, who further said that the seal affixed to the said Power of Attorney is the corporate seal of the said Federal Deposit Insurance Corporation, and that the said 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 the said Herbert J. Messite, acknowledged the said Power of Attorney to be the free act and deed of the said Corporation.

Ann Laterra
Notary Public, District of Columbia ANN LATERRA
United States of America
My Commission expires: SEPTEMBER 14, 2010



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A handwritten signature in black ink, appearing to be "JF Warren".

John F. Warren, County Clerk
Dallas County TEXAS

November 17, 2008 03:22:59 PM

FEE: \$28.00

20080364642

NOV 17 2008



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EXHIBIT A

COPY



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, N.W., Washington, DC.*

OTS Order No. 2008-36, Receivership of a Federal Savings Association,
regarding Washington Mutual Bank, Henderson, Nevada (OTS Docket No.
08551), executed September 25, 2008, consisting of three (3) pages.

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

Peggy Reynolds

Peggy Reynolds
Acting Corporate Secretary
Office of Thrift Supervision

October 30, 2008



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PG-5817

OFFICE OF THRIFT SUPERVISION

Receivahip Of A Federal Savings Association

Date: September 25, 2008
Order No.: 2008-36
OTS No.: 08551

The Director of the Office of Thrift Supervision (OTS), or his designee, in cooperation with the Federal Deposit Insurance Corporation (FDIC), has determined to appoint the FDIC as receiver of Washington Mutual Bank, Henderson, Nevada (Savings Bank).

**GROUNDS FOR APPOINTMENT OF FDIC AS RECEIVER
FOR THE SAVINGS BANK**

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

- (i) The Savings Bank is likely to be unable to pay its obligations or meet its depositors' demands in the normal course of business; and
- (ii) The institution is in an unsafe or unsound condition to transact business.

The Savings Bank is a Federally chartered savings bank, the accounts of which are insured by the Deposit Insurance Fund (DIF). The Savings Bank has its home office in Henderson, Nevada. As of June 30, 2008, the Savings Bank reported total assets of \$307 billion.

**DISCUSSION OF GROUNDS FOR APPOINTMENT
OF A RECEIVER FOR THE SAVINGS BANK**

Section 5(d)(2)(A) of the Home Owners' Loan Act (HOLA), 12 U.S.C. § 1464(d)(2)(A), provides that the Director may appoint a receiver for any insured savings association if the Director determines that one or more grounds specified in section 11(c)(5) of the Federal Deposit Insurance Act (FDIA), 12 U.S.C. § 1821(c)(5), exist.

Under section 11(c)(5)(F) of the FDIA, the Director may appoint a receiver if a savings association 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. The Savings Bank has insufficient cash and liquid assets convertible to cash necessary to pay its obligations and the expected withdrawal demands of its depositors. The Savings Bank has suffered significant cash outflows, exceeding



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\$22 billion since July 2008, in part because of adverse publicity. The Savings Bank has limited and diminishing liquidity sources available to it and the current rate of outflow will deplete the Savings Bank's cash resources and liquidity within a short period of time.

Therefore, the Director concludes that the Savings Bank 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 pay those obligations and fund the expected withdrawals.

Under section 11(c)(5)(C) of the FDIA, the Director may appoint a receiver if a savings association is in an unsafe or unsound condition to transact business. The Savings Bank is in an unsafe and unsound condition as a result of its severe liquidity strain, deteriorating asset quality, and continuing significant negative operating earnings with no realistic prospects for raising capital to ensure that it can repay all of its liabilities, including deposits.

The Director, or his designee, therefore, has determined that grounds for the appointment for a receiver for the Savings Bank exist under section 5(d)(2) of the HOLA, and sections 11(c)(5)(C) and (F) of the FDIA, 12 U.S.C. §§ 1821(c)(5)(C) and (F).

ACTIONS ORDERED OR APPROVED

Appointment of a Receiver

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

Delegation of Authority to Act for OTS

The Director, or his designee, hereby authorizes the OTS West Regional Director, or his designee, and the Deputy Chief Counsel for the Business Transactions Division of the Chief Counsel's office, or his designee, to: (i) certify orders; (ii) sign, execute, attest, or certify other documents of OTS issued or authorized by this Order; (iii) designate the persons or entity that will give notice of the appointment of a receiver for the Savings Bank and serve the Savings Bank with a copy of this Order pursuant to 12 C.F.R. § 558.2; and (iv) 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

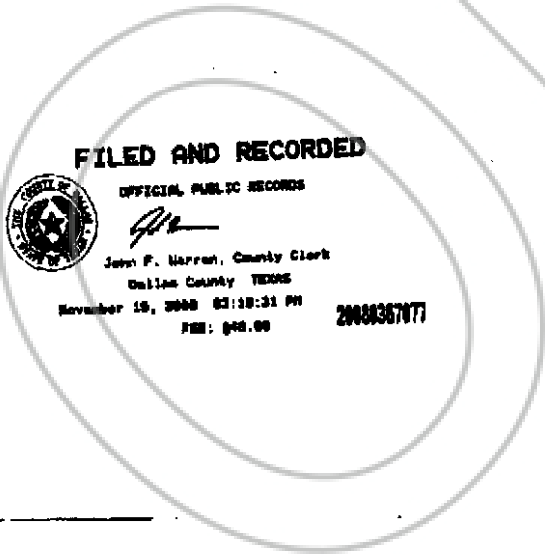


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make any subsequent technical corrections, that might be necessary, to this Order, or any documents issued under the authority of this Order.

By Order of the Director of OTS, effective September 25, 2008.


John M. Reich
Director



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JFR

John F. Warren, County Clerk

Dallas County TEXAS

November 19, 2008 03:18:31 PM

FEE: \$48.00

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