

Prepared by:
Federal Deposit Insurance Corporation

Upon recordation, return document to:
Anderson, McCoy & Orta, P.C.
100 N. Broadway Ave., Suite 2600
Oklahoma City, OK 73102-8822
405-236-0003
AMO No. 3007.230, 232

DOCUMENT TITLE(S):

LIMITED POWER OF ATTORNEY

GRANTOR/ASSIGNOR:

MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC., a Delaware corporation

GRANTEE/ASSIGNEE:

FEDERAL DEPOSIT INSURANCE CORPORATION, AS RECEIVER FOR FRANKLIN BANK, S.S.B.

BORROWER:

N/A

ABBREVIATED LEGAL DESCRIPTION:

N/A

REFERENCE NUMBER(S) OF DOCUMENTS ASSIGNED OR RELEASED:

N/A

ASSESSOR'S PROPERTY TAX PARCEL ACCOUNT NUMBER:

N/A

Note: This cover sheet is prepared to conform to the requirements of Chapter 143, Laws of 1996. Nothing on this sheet alters the names, legal description or other information in the attached document. The only purpose of this cover sheet is to assist the auditor in indexing the document in conformance with statute.

The Recorder will rely on the information provided on this form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.



201300346374

POA 1/4

MERS LIMITED POWER OF ATTORNEY

MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC., a Delaware corporation ("MERS") and a wholly owned subsidiary of MERSCORP Holdings, Inc., a Delaware corporation ("MERSCORP Holdings"), hereby appoints the attached list of persons [Schedule A] as Attorneys-in-Fact ("Agents") for MERS for the limited purpose of executing documents and taking certain other actions as set forth below for those certain loans (the "FDIC Loans") secured by mortgages or deeds of trusts held by MERS as mortgagee or beneficiary in a nominee capacity for the FEDERAL DEPOSIT INSURANCE CORPORATION (the "FDIC"), AS RECEIVER FOR FRANKLIN BANK, S.S.B. (the "Receiver") (Org Id 1002583).

"This Limited Power of Attorney granted by MERS to the FDIC, as receiver for Franklin Bank, S.S.B., supersedes and replaces any and all previous Limited Power of Attorney granted by MERS to the FDIC, as receiver of Franklin Bank, S.S.B.

The Agents appointed hereunder shall be bound to, abide by, and follow the MERS® System Rules of Membership ("Rules") and the Memorandum of Understanding ("MOU") entered into between MERS, MERSCORP Holdings and FDIC.

Further, the authority granted to the Agents hereunder shall be specifically limited to undertaking only the actions set forth below on behalf of MERS, provided such actions are otherwise taken in accordance with the requirements of applicable laws, rules, regulations, and further that any action taken by an Agent that is not specifically enumerated below is beyond the scope of the authority granted to such Agent, is ultra vires, and shall be null and void"

(1) Release the lien of any FDIC Loan registered on the MERS® System that is shown to be registered to the Receiver;

(2) assign the lien of any FDIC Loan naming MERS as the mortgagee when the Receiver is also the current promissory note-holder, or if the FDIC Loan is registered on the MERS® System, is shown to be registered to the Receiver;

(3) execute any and all documents necessary to foreclose any property securing any FDIC Loan registered on the MERS® System that is shown to be registered to the Receiver, so long as such execution does not violate the Rules and MOU, including but not limited to (a) substitution of trustee on Deeds of Trust, (b) Trustee's Deeds upon sale on behalf of MERS, (c) Affidavits of Non-military Status, (d) Affidavits of Judgment, (e) Affidavits of Debt, (f) quitclaim deeds, and (g) endorsements of promissory notes to VA or HUD on behalf of MERS as a required part of the claims process;

(4) take any and all actions and execute all documents necessary to protect the interest of the Receiver, the beneficial owner of the FDIC Loans, or MERS, in any bankruptcy proceeding regarding a FDIC Loan registered on the MERS® System that is shown to be registered to the Receiver, so long as such execution does not violate the Rules and MOU, including but not limited to: (a) executing Proofs of Claim and Affidavits of Movant under 11 U.S.C. Sec. 501-502, Bankruptcy Rule 3001-3003, and applicable local bankruptcy rules, (b) entering a Notice of Appearance, (c) vote for a trustee of the estate of the debtor, (d) vote for a committee of creditors, (e) attend the meeting of creditors of the debtor, or any adjournment thereof, and vote on behalf of the Receiver, the beneficial owner of the FDIC Loans, or MERS, on any question that may be lawfully submitted before creditors in such a meeting, (f) complete, execute, and

return a ballot accepting or rejecting a plan, and (g) execute reaffirmation agreements;

(5) take any and all actions and execute all documents necessary to refinance, subordinate, amend, or modify any FDIC Loans registered on the MERS[®] System that is shown to be registered to the Receiver; and

(6) endorse checks made payable to Mortgage Electronic Registration Systems, Inc., to the Receiver that are received by the Receiver for payment on any FDIC Loan registered on the MERS[®] System that is shown to be registered to the Receiver.

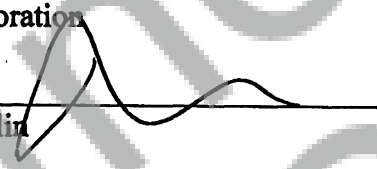
Agent(s) shall have full power and authority to act on behalf of MERS in these limited matters. This power and authority shall authorize Agent(s) to exercise all of MERS legal rights and powers, including all rights and powers that MERS may acquire in the future with regard to the FDIC Loans.

This Limited Power of Attorney shall be construed narrowly as a limited power of attorney. The description of specific powers above is intended to limit or restrict the powers granted in this Limited Power of Attorney.

This Limited Power of Attorney shall become effective immediately upon execution and shall expire (i) upon the termination or earlier repudiation (by the Receiver under 12 U.S.C. § 1821(e)) of the Franklin Bank, S.S.B.- MERS Agreement (as defined in the Letter Agreement), (ii) as to any Agent(s), at such time as such Agent is no longer an employee or agent of the FDIC, and (iii) upon the subsequent issuance of a new Limited Power of Attorney by MERS to the FDIC, as receiver for Franklin Bank, S.S.B.. This Limited Power of Attorney may be revoked by MERS and/or MERSCORP Holdings by providing written notice to Agent(s), but only at a time after all of the FDIC Loans have been transferred by MERS to the Receiver or a third party or parties designated by the Receiver.

Dated October 31, 2013.

Mortgage Electronic Registration Systems, Inc.,
a Delaware Corporation

By: 
Daniel McLaughlin
Vice President

SCHEDULE A

**Federal Deposit Insurance Corporation, as Receiver for Franklin Bank, S.S.B.
(Org ID 1002583)**

List of Agents for Mortgage Electronic Registration Systems, Inc.

Archer, Louanne
Beach, Arthur
Brown, Carmen
Deaton, Patricia
Dixon, Aritha
Flook, Marilyn
Galvan, Eugene
Hammett, James
Jones, Ophelia
Jordan, Gwen
Kinard, Glen
LaRue, Donna
Manning, Robert

McCrief, Lawrence
McGee, Paula
Meacham, Bruce
Moran, Tom
Panchalk, Ted
Romanowski, Melissa
Saville, Linda
Simpson, Bill
Stangle, Samuel R.
Terry, William
Young, Beneva
Zvara, William

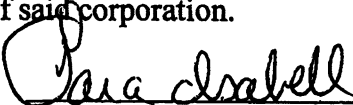
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ACKNOWLEDGMENT

STATE OF VIRGINIA
COUNTY OF FAIRFAX

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This instrument was acknowledged before me on the 31 day of October, 2013, by Daniel McLaughlin, a duly authorized representative of Mortgage Electronic Registration Systems, Inc., a Delaware corporation, on behalf of said corporation.


Notary Public, State of Virginia

Commonwealth of Virginia
Tara D Isabell - Notary Public
Commission No. 7512767
My Commission Expires October 31, 2016

Unofficial Copy

Filed and Recorded
Official Public Records
John F. Warren, County Clerk
Dallas County, TEXAS
11/08/2013 08:23:04 AM
\$28.00






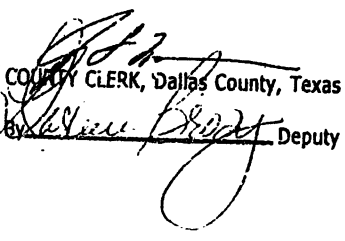
201300346374

Unofficial Copy

Cassandra Vandy 11/20/13

THE STATE OF TEXAS
COUNTY OF DALLAS
I hereby certify that the above and foregoing is a full, true, and correct photographic copy of the original record now in my lawful custody and possession, filed on the date stamped thereon and as the same is recorded in the Recorder's Records in my office under the volume and page or instrument # stamped thereon.
I hereby certify on

NOV 08 2013

 COUNTY CLERK, Dallas County, Texas
By  Deputy