

R93-973

POWER OF ATTORNEY

N-066893

STATE OF Alabama
COUNTY OF Shelby

Know all men by these presence, that we, Paul E. Whiteside
and Margaret E. Whiteside, husband and wife, now of
1205 Elm Drive, Alabaster, AL 35007 but about to move
to _____
do hereby make, constitute and appoint George G. Fox, Director; Robert F. Gregory, Manager; Leslie A. Raetz, Relocation Policy Coordinator; Randy N. Schatz, Broker Referral Coordinator; Anita C. Pickens, Supervisor of Customer Service; Richard K. Donahue, Supervisor of Acquisition and Sales and William J. Lichtenberger, Supervisor of Relocation Counseling Services (all of General Motors Corporation), either individually or jointly in their sole discretion as our true and lawful attorney-in-fact for us and in our name, place and stead, and on our behalf and for our use and benefit, with respect to the real property described in Exhibit A, attached hereto and fully incorporated herein, to execute and deliver deeds and any other instruments necessary to accomplish the sale and conveyance of said real property and personal property being sold with said property to such person or persons and upon such terms and conditions as said attorney(s)-in-fact may find appropriate.

Further granting our attorney-in-fact the power to receive any and all sums of money due us, and to endorse checks and drafts, as may be necessary or proper in connection with said sale.

Further granting the said Power of Attorney to appoint such agents as are necessary in order to complete the closing documents in connection with the sale, i.e., closing statements, affidavits of title, etc.

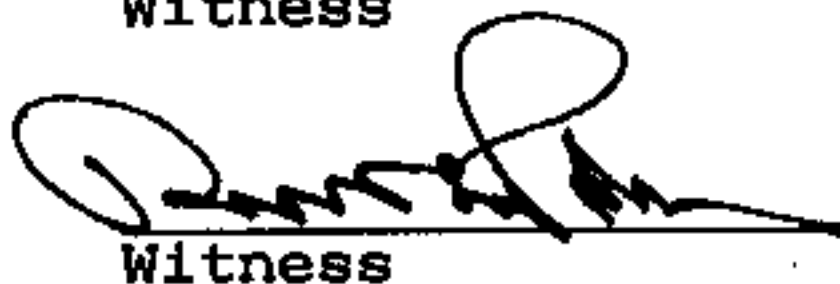
It is recognized that General Motors Corporation has purchased our interest in said real property and accordingly has an interest in the subject matter of this power and it is, therefore, agreed that said attorney is hereby irrevocably vested with the powers granted herein and we do hereby forever renounce all right to revoke this power of attorney or any of the powers conferred upon our attorneys hereby.

This power of attorney shall not be affected by physical disability or mental incompetance of the principal or principals which render either or both of them incapable of managing their estate or estates.

IN WITNESS WHEREOF, we hereunto set our hands and seal this 29 day
of October, 19 93


Witness

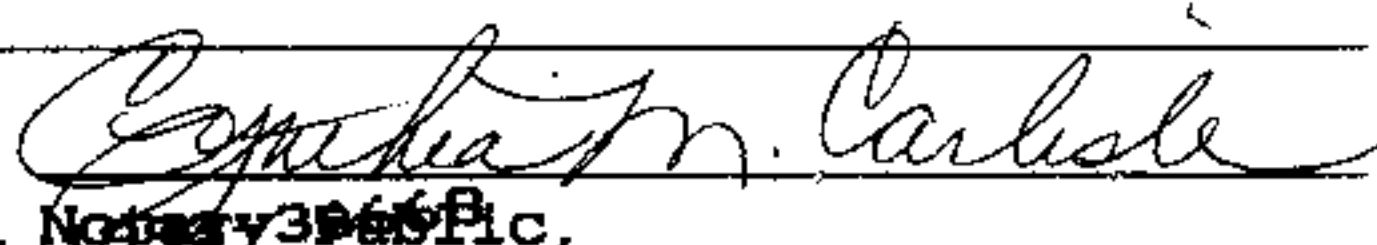

Paul E. Whiteside


Witness


Margaret E. Whiteside

STATE OF Alabama
COUNTY OF Shelby

The foregoing instrument was acknowledged before me this 29th day of
October, 19 93
by _____


Inst # N-066893,
My Commission Expires:

11/18/1993-36668
10:13 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MCD 13.50
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Aug. 4, 1997.
BONDED THRU NOTARY PUBLIC UNDER

Inst # 1993-36668