

LIMITED POWER OF ATTORNEY

WHEREAS, the Resolution Trust Corporation, a corporation duly organized and existing under an act of Congress of the United States of America, with its principal offices located in Washington, D.C. (the "RTC"), wishes to appoint a representative to act on its behalf for the purposes hereinafter described; and

WHEREAS, the RTC desires to designate each of the below named employees ("Employees") of Peelle Management Corporation, a corporation organized under the laws of the State of California and having its principal place of business at 197 E. Hamilton Ave., Campbell, California 95008 ("Contractor") as its attorney(s)-in-fact for the limited purposes of effectuating the assignment and/or transfer of the servicing rights for the assets described in that certain Purchase And Sale Agreement by and between RTC as Receiver for City Savings, F.S.B. ("Seller") and Main Street Mortgage Company, L.P. ("Purchaser") dated October 14, 1992 (the "Sale Agreement") and carrying out the obligations of Seller specifically assumed by Purchaser under the terms of the Sale Agreement, which obligations will be performed by Contractor as agent for Purchaser:

Steven Pefferle
Marlene Conley
Leo Foster
Susanna Vargas
Suzie Garza
Inge Knoespel
Trina Johnson
Mary Ray
Jean Sablan
Dereck Garcia
Cynthia Gamez
Thomas Morales
Cindy Baranyai
Tracey Soler
Lisa-Marie Burns

Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

NOW, THEREFORE, RTC appoints Employees as Seller's true and lawful attorneys-in-fact to act in Seller's name, place and stead, and hereby grants Employees the authority, to sign, seal, endorse, acknowledge, assign and execute any and all instruments of assignment or endorsement necessary to effectuate the transfer or assignment of the Assets or any interests therein from Seller to Purchaser or any third party or to permit Purchaser to fulfill those obligations of Seller specifically assumed by or imposed upon Purchaser and to be performed by Contractor as Purchaser's agent with respect to the Assets under the terms of the Sale Agreement.

This Power of Attorney shall be effective for a period of one hundred eighty (180) days from the date of execution hereof (the "Termination Date") unless otherwise terminated in writing by the execution and delivery of an instrument revoking the authority hereby granted.

01/31/1994-03168
10:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD
13.50

90172

After Recording Return To:

PEELLE MANAGEMENT CORPORATION

ASSIGNMENT DIVISION

P.O. BOX 1710

CAMPBELL, CA 95009-1710

RTC VF POA FM6
LTD/PURCHASER

085088-0674

Inst # 1994-03168

692.00 cash

Executed on this 3rd day of August, 1993.

SEAL NO.
VF - 0491

RESOLUTION TRUST CORPORATION

BY:

James R. Hambric III
Vice President
Valley Forge Office

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Mary Sharp
Diana Stone

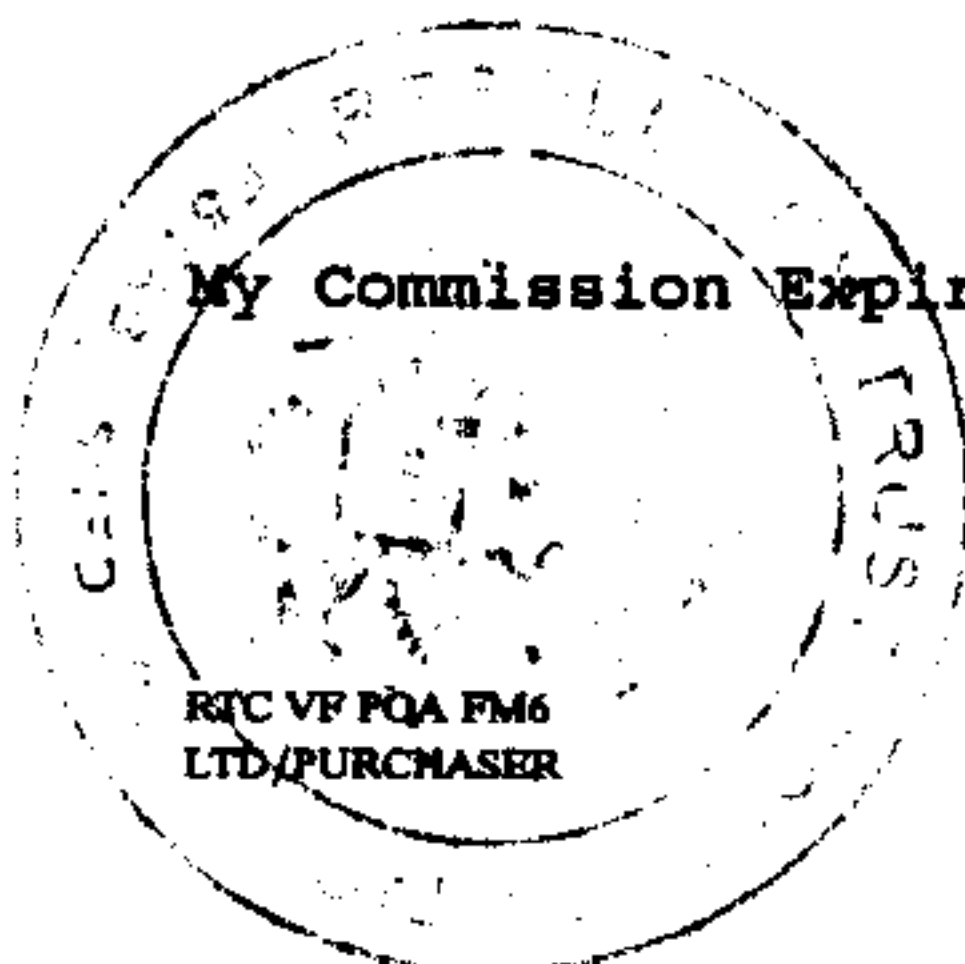
ATTEST:

Thomas D. Luck
Assistant General Counsel
Valley Forge Office

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF MONTGOMERY) SS:
)

On this 3rd day of August, 1993, before me, a Notary Public in and for the Commonwealth of Pennsylvania, personally appeared James R. Hambric III and Thomas D. Luck, to me known personally, who being by me first duly sworn, did each depose and say that they are, respectively, Vice President, and Assistant General Counsel of the Valley Forge Office of the Resolution Trust Corporation (the "Corporation") in whose name the foregoing Power of Attorney has been executed and subscribed, who further said that the seal affixed to the said Power of Attorney is the corporate seal of the said Corporation and that the said Power of Attorney was executed and subscribed on behalf of the said Corporation and its seal thereto affixed by due authority of the Corporation's Chief Executive Officer and the said James R. Hambric III and Thomas D. Luck acknowledged the said Power of Attorney to be the free act and deed of the said Corporation.

Tanya H. Fuhrmeister
Notary Public, Commonwealth of Pennsylvania
County of Montgomery



NOTARIAL SEAL
TANYA H. FUHRMEISTER, Notary Public
Bridgeport Boro. Montgomery Co.
My Commission Expires Sept. 30, 1996

DB 5008-0675

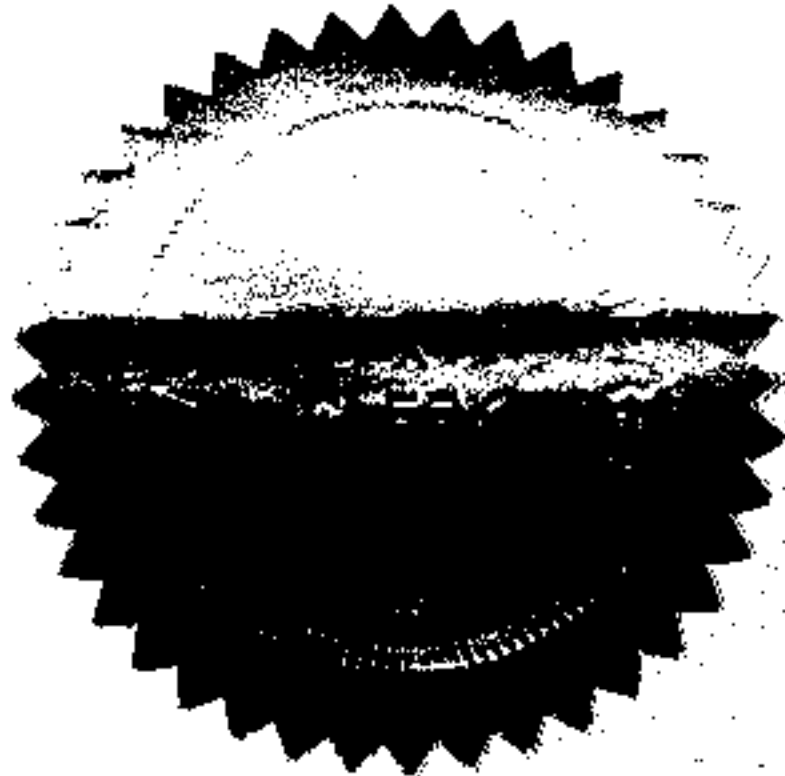
CERTIFICATION

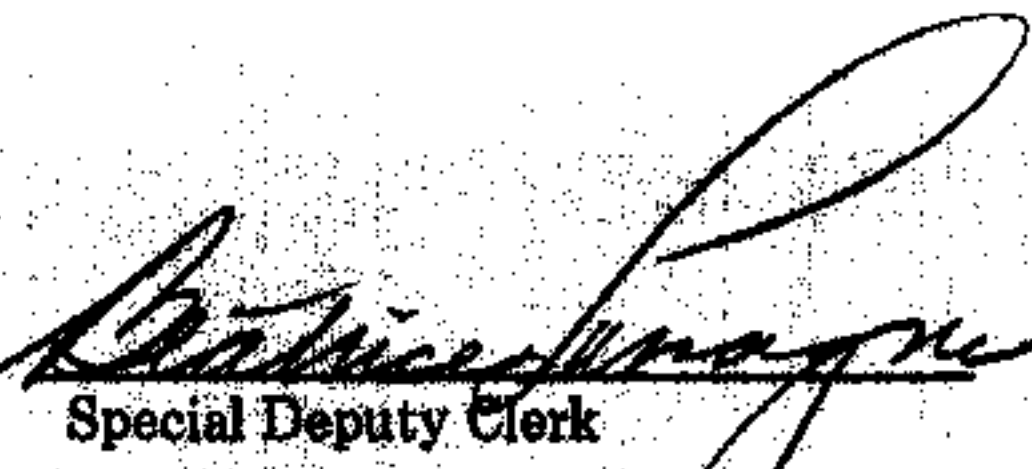
STATE OF NEW JERSEY)
COUNTY OF OCEAN) ss.
COUNTY OF OCEAN)

I, M. DEAN HAINES, COUNTY CLERK OF THE COUNTY OF OCEAN, DO HERE-
BY CERTIFY THAT the foregoing is a true full and correct copy of a certain POWER
OF ATTORNEY recorded in my office in Book 5088 of DEEDS
on Page & c.674

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Official
Seal of said County of Ocean at Toms River, New Jersey, this 20TH
day of AUGUST, A.D., Nineteen hundred and 93

M. DEAN HAINES
County Clerk
County of Ocean



By 
Special Deputy Clerk
BEATRICE LAMAGNO

Inst # 1994-03168

01/01/1994-03168
10:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 NCD 13.50

44-03168

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