

POWER OF ATTORNEY

1000

STATE OF NEW YORK)
 : ss
COUNTY OF NEW YORK)

KNOW ALL MEN BY THESE PRESENTS: That

THE COLONIAL LIFE INSURANCE CO. OF AMERICA

(hereinafter called the Grantor), does hereby nominate, constitute and appoint ICM Mortgage Company, a division of Investors Central Management Corporation (hereinafter called the Grantee), a duly existing corporation with principal office at 220 East 42nd Street, New York, New York, acting jointly by any two of the following officers, namely President, Vice President or Assistant Vice President, as its true and lawful Attorney-in-Fact and in its place and stead and for its use and benefits:

To have prepared, executed and delivered to the appropriate recorder's office the Assignment Instruments which assign the Grantor's beneficial interest in certain mortgage loans to Morgan Guaranty Trust Company of New York as Trustee under Declaration of Trust dated December 9, 1960, as amended for the Commingled Pension Trust Fund (Fixed Income-Mortgages).

GIVING AND GRANTING unto said Attorney full authority and power to do and perform any and all other acts necessary or incident to the performance and execution of the powers herein expressly granted as the Grantor might or could do if personally present hereby ratifying all that the Grantor's Attorney shall lawfully do or cause to be done by virtue of the powers expressly granted herein.

The Grantor, shall have the right to terminate this power of attorney at any time upon giving written notice to the Grantee of such termination. Said termination shall be effective upon recording a copy of said notice in the recorder's office in which this Power has been recorded, with a statement contained in said recorded notice reciting that a copy thereof has been delivered to the Grantee which shall be conclusive evidence of that fact.

IN WITNESS WHEREOF the said GRANTOR, has caused this instrument to be signed, acknowledged and delivered in its name and behalf by its *Vice President* this *fourth* day of *April*, 1986.

THE COLONIAL LIFE INSURANCE CO. OF AMERICA

BY: *[Signature]*



STATE OF NEW YORK)
 : ss
COUNTY OF NEW YORK)

Then personally appeared the above named *EDWARD J. GRZYBOWSKI* and acknowledged the foregoing instrument to be the free act and deed of THE COLONIAL LIFE INSURANCE CO. OF AMERICA, before me,

[Signature]
Notary Public

My Commission Expires: *March 30, 1987*

DORIS F. VILLEGAS
NOTARY PUBLIC, State of New York
No. 01VI4612879
Qualified in Putnam County
Certificate Filed in New York County
Commission Expires March 30, 1987.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1986 OCT 10 AM 10:21

[Signature]
JUDGE OF PROBATE

RECORDING FEES

Recording Fee \$ 2.50
Index Fee 1.00
TOTAL \$ 3.50

Mtg Corp of the Co.

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