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CERTIFICATE

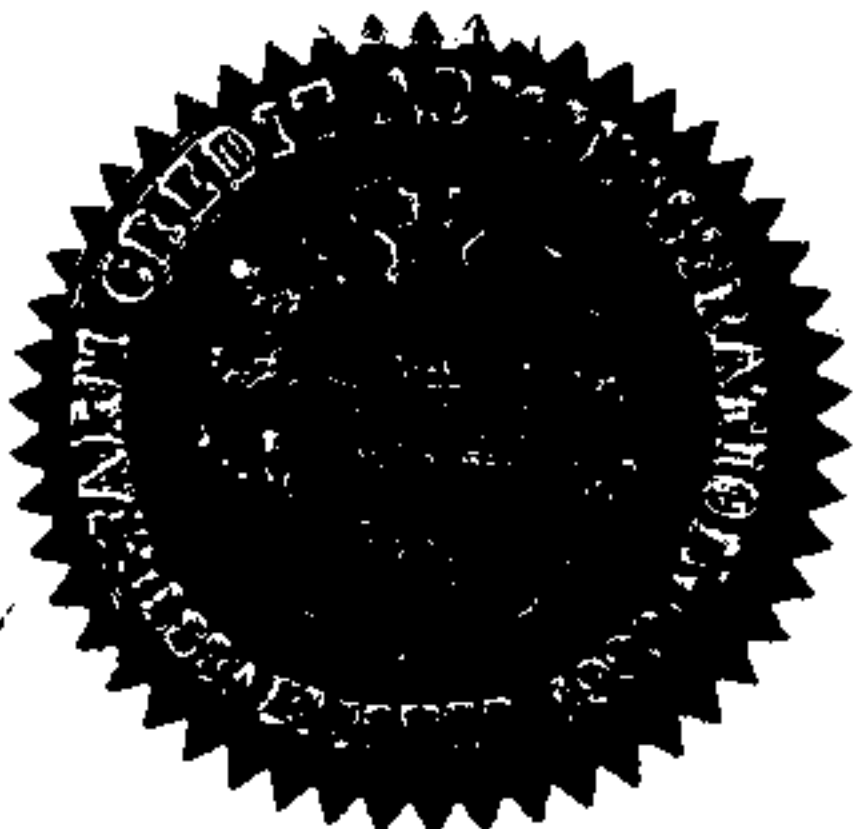
I, Cindy R. Nicholson, Paralegal Specialist for the Office of General Counsel, Farm Credit Administration, pursuant to the authority vested in me by the Chairman of the Farm Credit Administration as published in the Federal Register for September 17, 1987 (52 FR 35137), DO HEREBY CERTIFY that the attached hereto is a true and correct copy of the document hereafter described as contained in the official records and files in the custody of the Farm Credit Administration Board:

Order Appointing Receiver of the Federal Land Bank of Jackson, Mississippi, and Federal Land Bank Association of Jackson, Mississippi;

and that said Order is currently in effect.

IN WITNESS WHEREOF, by direction of the Chairman of the Farm Credit Administration, I have hereunto set my hand and affixed the seal of the Farm Credit Administration on this 22nd day of May, 1988.


Paralegal Specialist for the
Office of the General Counsel



FARM CREDIT ADMINISTRATION
McLean, Virginia

BOOK 188 PAGE 679

ORDER APPOINTING RECEIVER
OF THE FEDERAL LAND BANK OF JACKSON, MISSISSIPPI
AND
FEDERAL LAND BANK ASSOCIATION OF JACKSON, MISSISSIPPI

Pursuant to the provisions of § 4.12 (b) of the Farm Credit Act of 1971 (1971 Act), 12 U.S.C. § 2183 (b), and 12 C.F.R. § 611.1156, the Farm Credit Administration (FCA) Board, having determined that one or more of the conditions described therein exist, hereby appoints REW Enterprises, Inc., 1312 S. Troost, Tulsa, Oklahoma 74120, Receiver of the Federal Land Bank of Jackson, 1800 East County Line Road, Ridgeland, Mississippi 39157, and the Federal Land Bank Association of Jackson, 1800 East County Line Road, Ridgeland, Mississippi 39157, (together, Institutions). The Receiver shall take possession of all assets of the Institutions, wind up the their business operations, liquidate their property and assets, pay their creditors, and distribute the remaining proceeds to their stockholders, in accordance with the 1971 Act, FCA regulations, the FCA Receivership Manual, and this Order and any amendment hereto.

The following specific provisions shall apply to the conduct of the receivership:

(1) The Receiver is hereby authorized to request financial assistance from the Farm Credit System Assistance Board in connection with the operation of the receivership, including, but not limited to, debt transactions and funds for the retirement of borrower stock protected from impairment under § 4.9A of the 1971 Act.

(2) Loan assets of the Institutions shall first be offered for sale to other Farm Credit System (System) institutions prior to any offer to non-System institutions. Any sale of loan assets to a non-System institution must be conditioned on an agreement by the purchaser to comply with the borrower rights provisions of the 1971 Act, as amended.

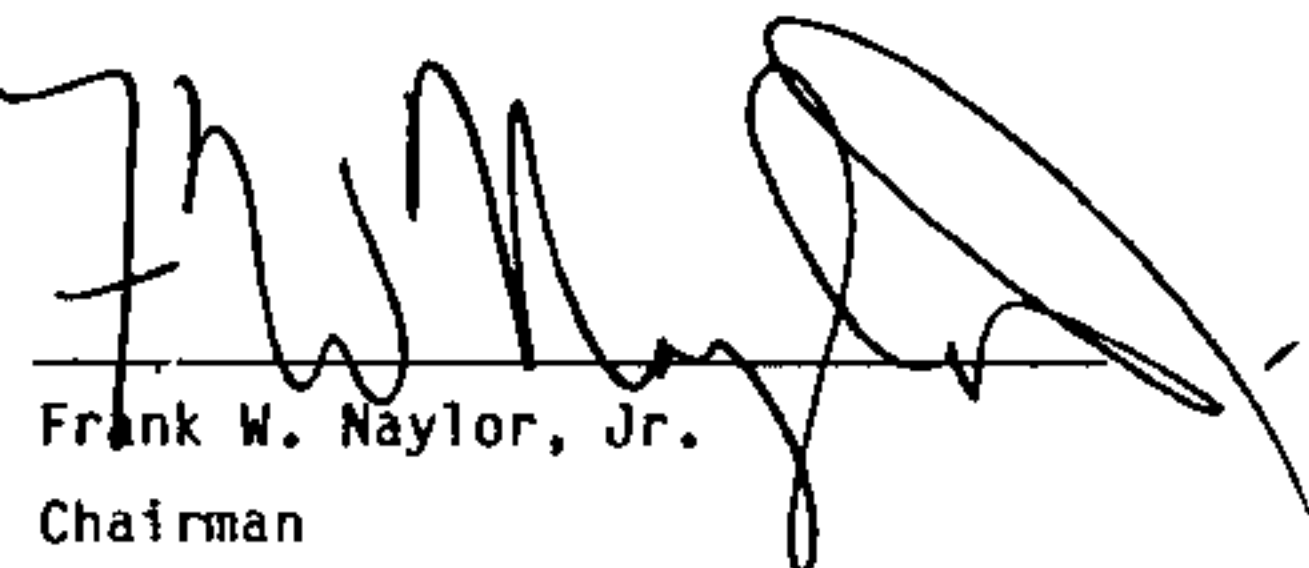
(3) The Receiver shall comply with the 1971 Act and FCA proposed regulations on borrower rights published for comment on May 12, 1988 (53 FR 16937). The Receiver shall accord to borrowers the rights granted by § 4.14A of the 1971 Act with respect to all loans in process of foreclosure on January 6, 1988, on which a judgment had not been rendered. The Receiver shall accord to borrowers the rights granted by § 4.36 of the 1971 Act in connection with any property in inventory on January 6, 1988, and any property acquired thereafter.

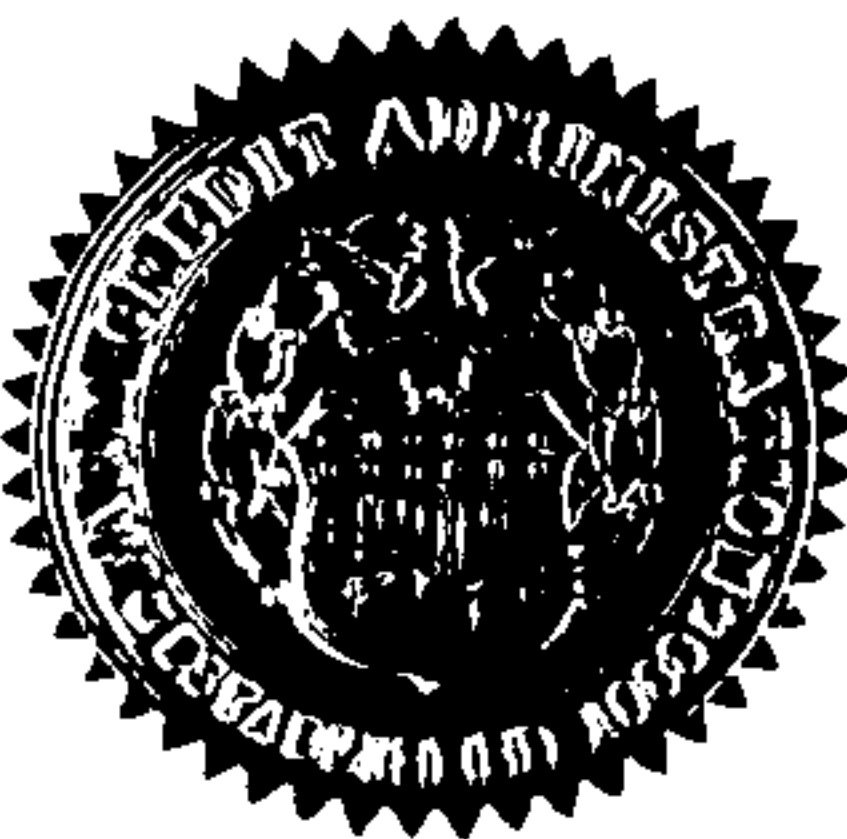
(4) Ronald E. Watkins is authorized to sign any and all documents on behalf of the Receiver and may delegate his signatory authority, with appropriate administrative controls, to any employee of the Institutions-in-receivership as he deems appropriate.

IN WITNESS WHEREOF, the Chairman of the FCA Board has executed this Order and caused the seal of the FCA to be affixed hereto this 20th day of May, 1988.

FARM CREDIT ADMINISTRATION BOARD

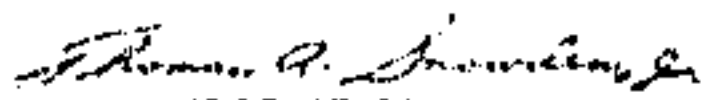
BY:


Frank W. Naylor, Jr.
Chairman



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

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JUDGE OF PROBATE

RECORDING FEES

Recording Fee	\$ 7.50
Index Fee	1.00
TOTAL	8.50