

1585

POWER OF ATTORNEY

STATE OF GEORGIA)
)
COUNTY OF FULTON)

KNOW ALL MEN BY THESE PRESENTS, that I, WILLIAM H. FRANKLIN, JR., of 3464 Hidden Acres Drive, Atlanta, Georgia 30340 as the General Partner of two Georgia limited partnerships entitled Thompson & Franklin 120 AG 370 Ltd. and Thompson & Franklin 120 (S) AG 370 Ltd. (the "Partnerships"), and acting for said Partnerships, do hereby make, constitute and appoint Ron Rockhill as the true and lawful attorney-in-fact for the Partnerships, for the following purposes:

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1. To grant, bargain, sell, convey, or contract for the sale and conveyance of the property (the "Property") described in Exhibit "A" attached hereto and incorporated herein by reference, said property being owned by the Partnerships. Said attorney-in-fact is authorized to grant, bargain, convey, sell, or to contract for the sale and conveyance of the Property to any person for such price or prices, and on such terms and conditions, as said attorney-in-fact may deem proper, and in the name of the Partnerships, to make, execute, acknowledge, and deliver good and sufficient deed or deeds of conveyance, or other instrument or instruments, necessary to effect such sale, conveyance, or agreement.

2. To execute on behalf of the Partnerships a release and satisfaction of that certain note and mortgage from MYCA

Balch, Bingham

Inc., an Alabama Corporation, to Thompson & Franklin 120 AG 370 Ltd., a Georgia limited partnership, and Thompson & Franklin 120 (S) AG 370 Ltd., a Georgia limited partnership, and dated October 8, 1986, said mortgage being filed for record October 9, 1986 and recorded in Real 94, Page 934 in the Probate Office of Shelby County, Alabama.

3. All rights, powers, and authority of said attorney-in-fact to exercise any and all of the rights and powers herein granted shall commence and be in full force and effect on November 22, 1988, and such rights, powers and authorities shall remain in full force and effect until December 1, 1988 unless sooner terminated in writing by the undersigned.

IN WITNESS WHEREOF, I have signed this Power of Attorney as the General Partner of the Partnerships this 22nd day of November, 1988.


WILLIAM H. FRANKLIN, JR.
General Partner of Thompson & Franklin 120 AG 370 Ltd., a Georgia Limited Partnership, and Thompson & Franklin 120 (S) AG 370 Ltd., a Georgia Limited Partnership

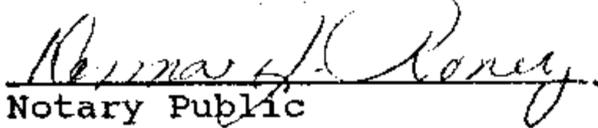
STATE OF GEORGIA)
)
COUNTY OF FULTON)

I, Anna J. Roney, a notary public in and for

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said county and state, hereby certify that William H. Franklin, Jr. whose named as General Partner of Thompson & Franklin 120 AG 370 Ltd., a Georgia Limited Partnership, and Thompson & Franklin 120 (S) AG 370 Ltd., a Georgia Limited Partnership, has signed the foregoing Power of Attorney, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the Power of Attorney, he, as such General Partner of said Limited Partnerships, and with full authority, executed the same voluntarily for and as an act of said Limited Partnerships.

Given unto my hand and official seal this 22nd day of November, 1988.


Notary Public

Notary Public, Georgia, State at Large
My Commission Expires July 24, 1990

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EXHIBIT "A"

A parcel of land situated in Section 8, Township 19 South, Range 1 west, Shelby County, Alabama, being more particularly described as follows:

The north 628.72 feet of the southeast quarter of the northwest quarter and the southwest quarter of the northeast quarter of Section 8 lying northwest of U.S. Highway 280; said parcel containing 20.96 acres

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

88 NOV 23 AM 10:17

Thomas A. Spaulding, Jr.
JUDGE OF PROBATE

RECORDING FEES	
Recording Fee	\$ 10.00
Index Fee	<u>1.00</u>
TOTAL	11.00