

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the Resolution Trust Corporation ("RTC"), a corporation organized and existing under the laws of the United States of America, with its principal office located in Washington, D.C. has determined it is necessary to appoint a representative to act on its behalf to preserve, maintain or liquidate assets of certain insured savings associations.

The RTC has established a consolidated field office in Baton Rouge, Louisiana, in order to discharge its responsibilities arising from insured institutions located in the states of Mississippi and Louisiana. Mr. Norman Hornbaker has been appointed Assistant Director for this consolidated field office.

Therefore, for the purpose of preserving, maintaining, or liquidating assets, the RTC does hereby authorize and empower Norman Hornbaker, as its attorney-in-fact to:

1. Sign, seal and deliver as the act and deed of the RTC any instrument in writing, and to do every other thing necessary and proper for the collection and recovery of any and all monies and properties of every kind and nature whatsoever for and on behalf of the RTC and to give proper receipts and acquittances in the name and on behalf of the RTC;
2. Release, discharge or assign any and all judgments, deeds of trust or mortgages on real estate or security interests in personal property (including the release and discharge of the same of record in the office of any Chancery Clerk or any other Clerk of Court wherever located where payments on account of the same in redemption or otherwise may have been made by the debtor(s)), and to endorse receipt of such payment upon the records in any appropriate public office;
3. Receipt, collect and give all proper acquittances for any other sums of money owing to the RTC for any asset which the above-named may sell or dispose of;
4. Execute any and all transfers and assignments as may be necessary to assign any securities or other choses in action;
5. Sign, seal, acknowledge and deliver any and all agreements as shall be deemed necessary or proper by the attorney-in-fact in the care and management of any assets;
6. Sign, seal, acknowledge and deliver indemnity agreements and surety bonds in the name of and on behalf of the RTC;
7. Sign receipts for the payment of all rents and profits due or to become due on any assets;
8. Execute, acknowledge and deliver deeds of real property in the name of the RTC;

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9. Extend, postpone, release and satisfy or take such other action regarding any mortgage or deed of trust held in the name of the RTC.

10. Execute, acknowledge and deliver in the name of the RTC a power of attorney wherever necessary or required by law to any attorney employed by the RTC;

11. Foreclose under any mortgage, deed of trust, security agreement or other lien on either real or personal property, wherever located;

12. Do and perform every act necessary for the use, liquidation or collection of any assets in the name of the RTC;

13. Sign, seal, acknowledge and deliver any and all documents as may be necessary to settle any action(s) or claim(s) asserted by or against the RTC either as Conservator or as Receiver or in its Corporate capacity; and

14. Sign, seal, acknowledge and deliver in the name of RTC a substitution of Trustee under any deed of trust.

Under this Power of Attorney the above named appointee and attorney-in-fact is authorized to act on behalf of RTC in any capacity in which RTC is acting including, without limitation, in its capacity as receiver of any insured savings association, in its capacity as conservator of any insured savings association and in its corporate capacity. This Power of Attorney shall be effective immediately and shall continue until such time as this Power of Attorney has been terminated by the Board of Directors of the RTC or by any officer of the RTC authorized to do so by the Board of Directors of the RTC.

IN WITNESS WHEREOF, the RTC by its duly authorized officers empowered in that behalf by appropriate Resolution of its Board of Directors has caused these presents to be executed and subscribed in its name and its corporate seal affixed this 30th day of July, 1990.

RESOLUTION TRUST CORPORATION

BY: Arthur G. Stow  
Arthur G. Stow  
Deputy Director, Operations  
Resolutions and Operations Division

SIGNED, SEALED AND DELIVERED  
IN THE PRESENCE OF:

Manice Blake  
Cherie Higgins

ATTEST: William J. Tricarico  
William J. Tricarico  
Assistant Executive Secretary

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UNITED STATES OF AMERICA )  
DISTRICT OF COLUMBIA )

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Personally came and appeared before me, the undersigned authority in and for the aforesaid jurisdiction, on this 30 day of July, 1990, within my jurisdiction, the within named Arthur G. Stow and William J. Tricarico, who acknowledged that they are respectively Deputy Director, Operations, Resolutions and Operations Division and Assistant Executive Secretary of the Resolution Trust Corporation, a corporation created under the laws of the United States of America, and that for and on behalf of the said Resolution Trust Corporation, and as its act and deed, they executed the above and foregoing power of attorney for the purposes therein mentioned, and affixed the corporate seal of Resolution Trust Corporation to the said power of attorney, for the purposes therein mentioned, on the day and year therein mentioned, after having first been duly authorized by Resolution Trust Corporation so to do.

Phillip Pratt  
Notary Public,  
District of Columbia  
United States of America

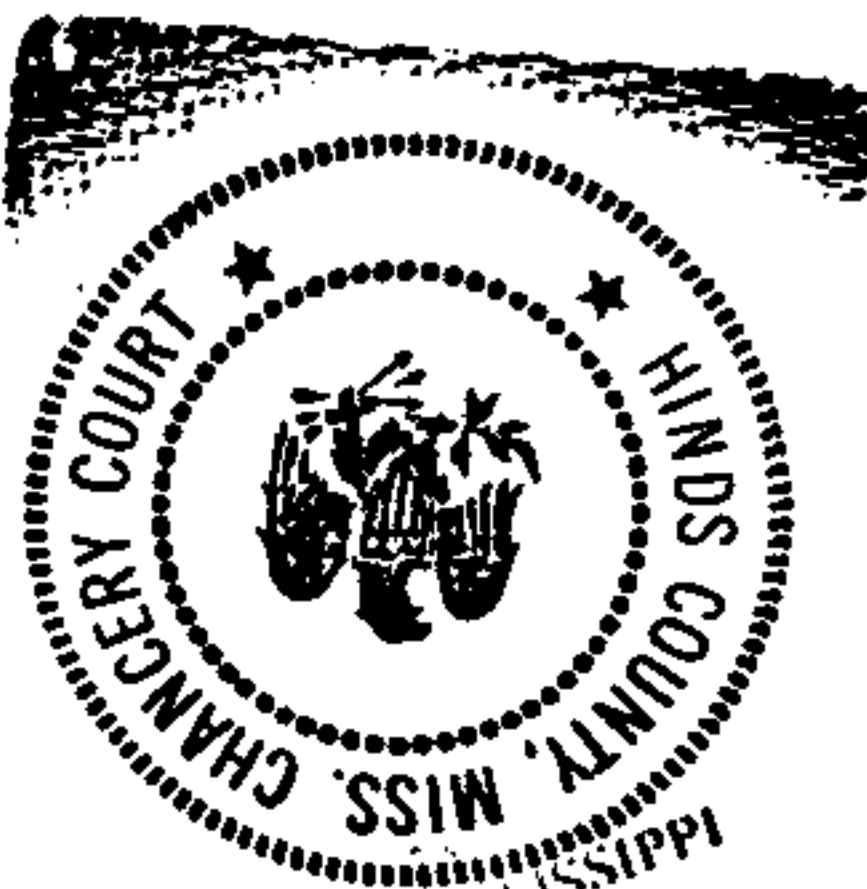
My Commission Expires: 6/30/98



STATE OF MISSISSIPPI, County of Hinds:

I, certify that the within instrument was filed for record in my office this 17 day of August, 1990, at 11:30 o'clock A. M., and was duly recorded on the 20 day of August, 1990, Book No. 3754 Page 607  
PETE MCGEE, CHANCERY CLERK By: J. Harrington D.C.

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STATE OF MISSISSIPPI  
HINDS COUNTY

FIRST DISTRICT

I, PETE MCGEE, Clerk of the Chancery Court in and for the  
above mentioned County and State do hereby certify that the foregoing  
my office in Power of attorney is a true and correct copy, as appears on record in  
Book 3254 Page 607  
day of Nov 19 90

Given under my hand and official seal of office this the 26  
BY Pete McGee PETE MCGEE, CHANCERY CLERK

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

90 NOV 30 AM 9:09

JUDGE OF PROBATE

|                  |         |
|------------------|---------|
| 1. Bond Tax      | —       |
| 2. Mig. Tax      | —       |
| 3. Recording Fee | — 10.00 |
| 4. Indexing Fee  | — 5.00  |
| 5. No Tax Fee    | —       |
| 6. Certified Fee | — 1.00  |
| Total            | — 16.00 |