

RESOLUTION TRUST CORPORATION,
CONSERVATOR OF FIRST GUARANTY
FEDERAL SAVINGS AND LOAN ASSN.
BOOK 1155 PAGE 474

JOSEPH C. STENNETT, JR.

GL RRD
B&P SI

1978. 40-171

POWER OF ATTORNEY

BOOK 3724 PAGE 573 BOOK 210 PAGE 155 90 MAR 15 AM 11:23

KNOW ALL PERSONS BY THESE PRESENTS:

WHEREAS, pursuant to a certain Management Agreement dated as of February 7, 1989 ("Management Agreement"), among the FHLBB, the FSLIC and the Federal Deposit Insurance Corporation ("FDIC"), the FDIC agreed to act as (Manager) for FSLIC in its capacity as conservator and receiver; and

WHEREAS, pursuant to the Financial Institutions Reform Recovery and Enforcement Act of 1989 ("FIRREA"), effective as of the date of enactment of the FIRREA, the FSLIC was abolished and the Resolution Trust Corporation ("RTC") succeeded to the rights and interests of the FHLBB and the FSLIC in the Management Agreement; and

WHEREAS, by Resolution issued by its Board of Directors dated as of August 9, 1989, the RTC agreed, and by Resolution issued by the Board of Directors of the FDIC dated August 9, 1989, the FDIC also agreed, that the RTC succeeded to and assumed the rights and obligations of FSLIC pursuant to the Management Agreement and that the rights and obligations of both parties would continue in full force and effect until terminated by the mutual agreement of the Board of Directors of the FDIC and the Board of Directors of FDIC and the Board of Directors of RTC; and

WHEREAS, by Order No. 90-17 issued under delegated authority of the Director of the Office of Thrift Supervision ("OTS") dated as of January 3, 1990, the RTC was appointed Conservator of First Guaranty Federal Savings and Loan Association, having its principal place of business in Hattiesburg, Mississippi (hereinafter respectively the "Conservator" and the "Association"), whose accounts were formerly insured by the FSLIC; and

WHEREAS, pursuant to section, 501(a) of FIRREA amending Section 21A of Federal Home Loan Bank Act ("FHLB Act"), RTC succeeded the FSLIC as Conservator for First Guaranty Federal Savings and Loan Association; and

WHEREAS, the Resolution Trust Corporation has determined that it is necessary to appoint a representative to act on behalf as Conservator for the Association in connection with the conservation, preservation and protection of the assets, property and liabilities of the Association;

THEREFORE, THE RESOLUTION TRUST CORPORATION, a corporation organized and existing under an Act of Congress, for the purpose of facilitating the conservation, preservation and protection of the Association's assets, property and liabilities, does hereby authorize and empower Joseph C. Stennett, Jr., Managing Agent, as its Attorney in Fact to execute, acknowledge, and deliver in the name of RTC, any instrument necessary for any purpose, including but not limited to any and all checks, drafts, bills of exchange, or other evidence of indebtedness; stocks, bonds, notes, trust documents, debentures or securities, whether held as owner, pledgee or assignee; indemnity agreements, surety bonds; deed, deeds of trust, mortgages, assignments, partial assignments, substitutions of trustee, appointments of trustee, releases, partial releases, cancellations of and authorities to cancel deeds of trust and mortgages, any other instruments relating to any interest in real or personal property of any nature whatsoever, and any other agreements, instruments or documents associated with normal operations of the Association or necessary to effectuate the intent and purpose of the Management Agreement.

This Appointment and Power of Attorney shall be effective as of January 4, 1990, and shall continue until such time as such Management Agreement shall terminate, or until this Appointment and Power of Attorney has been terminated by any official of the RTC authorized to do so by the Board of Directors of the RTC.

STATE OF MISSISSIPPI
COUNTY OF LEFLORE
I CERTIFY THIS DOCUMENT
WAS FILED AND RECORDED

April 17 1990 A.M.
IN BOOK NO. 267 PAGE 171
WILLIS F. BRUNFIELD
CHANCERY CLERK

BOOK 630 PAGE 501

WATKINS & EAGER
ATTORNEYS AND COUNSELORS AT LAW
P. O. BOX 650
JACKSON, MI 39205

172
460

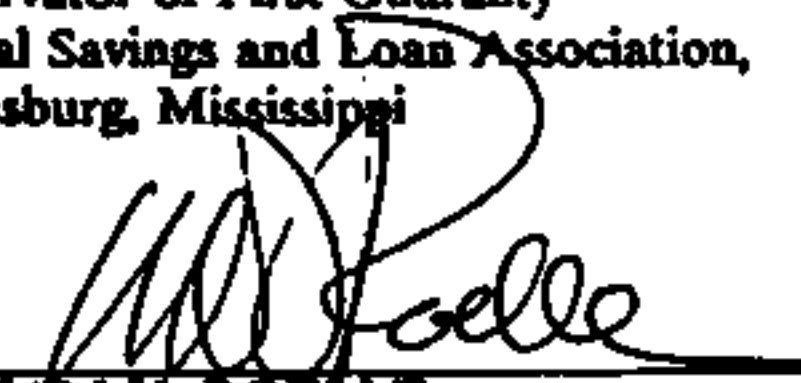
BOOK 3724 PAGE 574

BOOK 1155 PAGE 475 BOOK 219 PAGE 156

• IN WITNESS WHEREOF, the RTC, by its duly authorized officers empowered in that behalf by appropriate Resolution of the Board of Directors of the RTC, has caused these presents to be executed and subscribed in its name and its corporate seal to be thereto affixed this 27th day of February, 1990.

RESOLUTION TRUST CORPORATION
Conservator of First Guaranty
Federal Savings and Loan Association,
Hattiesburg, Mississippi

BY:


WILLIAM H. ROELLE,
DIRECTOR, RESOLUTIONS &
OPERATIONS DIVISION

SIGNED, SEAL AND DELIVERED in the presence of:



Monica Boyce
Patricia Green

ATTEST:


WILLIAM J. TRICARICO
ASSISTANT EXECUTIVE SECRETARY

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BOOK 323 PAGE 332

173.

BOOK 1155 PAGE 476 BOOK 3724 PAGE 575-161

UNITED STATES OF AMERICA
DISTRICT OF COLUMBIA

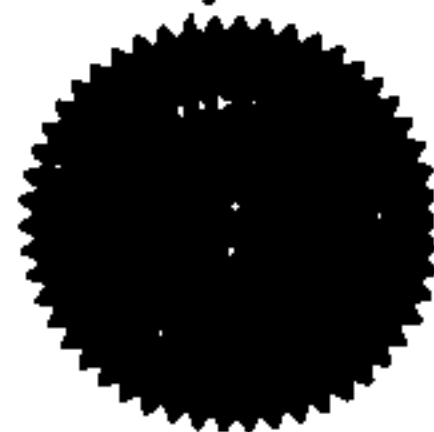
219-157

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the aforesaid jurisdiction, on this 27th day of March, 1990, within my jurisdiction, the within named and WILLIAM H. BOHLE and WILLIAM J. THURGOOD, personally known to me to be and who being by me first duly sworn did each depose and acknowledge that they are respectively Director, Resolutions & Operations Division and the Assistant Executive Secretary of the Resolution Trust Corporation ("RTC"), and that for and on behalf of the Resolution Trust Corporation and as its att and deed, while RTC was acting in its capacity as Conservator of First Guaranty Federal Savings and Loan Association, they executed the above and foregoing Power of Attorney for the purposes mentioned, and affixed the corporate seal of the RTC to the said Power of Attorney, for the purposes mentioned, and attested the corporate seal of the RTC to the said Power of Attorney, on the day and year therein mentioned, after first having been duly authorized so to do.

[Signature]
NOTARY PUBLIC, DISTRICT OF
COLUMBIA, UNITED STATES OF
AMERICA

MY COMMISSION EXPIRES:

April 10, 1994



Office of Policy and Planning
Date of Recording
9:29
March 28, 1990
Book 1155 Page 476
Book 3724 Page 575-161

BOOK 630 PAGE 503 BOOK 3724 PAGE 576

1990 STATEMENT OF FEES
First Page 6.00
Add. Page 1.00
Abstracting Section 1.00
Marginal Entry 1.00
Total Fees 5.00

STATE OF MISSISSIPPI, COUNTY OF HARRISON, FIRST JUDICIAL DISTRICT:
I hereby certify that this instrument was received and filed for record at 12 o'clock
and 21 minutes P.M. on 27th day of March, A.D. 1990
and recorded March 28, 1990 in Records of Deeds
Book 1155 Page 476-476
G.N. O'NEIL, Chancery Clerk
Linda DuBois D.C.

STATEMENT OF FEES
First Page 6.00
Add. Page 1.00
Abstracting Section 1.00
Marginal Entry 1.00
Total Fees 5.00

STATE OF MISSISSIPPI, COUNTY OF HARRISON, SECOND JUDICIAL DISTRICT:
I hereby certify that this instrument was received and filed for record at 4 o'clock
and 43 minutes P.M. on 4 day of April, A.D. 1990
and recorded April 4, 1990 in Records of Deeds
Book 211 Page 155-155
G.N. O'NEIL, Chancery Clerk
Charles DuBois D.C.

STATE OF MISSISSIPPI, County of Hinds:
I certify that the within instrument was filed for record in
April, 1990, at 2:20 o'clock P.M. and was duly recorded on the
5 day of April, 1990.

BOOK 323 PAGE 333

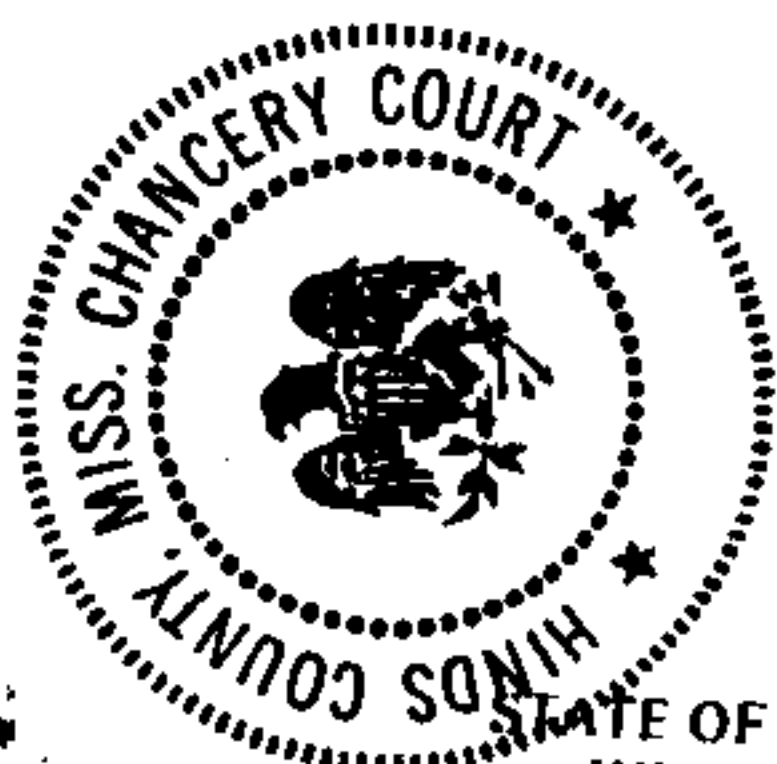
Attorney General TO Mr.
The Engineer 614
Suite 300
1100 E. Capitol St
Jackson 39201
C. 261 650
Federal No 34205

Handed to
1/4 & 5/2
Clerk: Muller

[Signature]

FILED
APR 5 1980

17820



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

90 DEC 21 AM 9:40

JUDGE OF PROBATE

10.00
1.00
3.00
14.00

FEE PAID

001351

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
Power of Attorney is a true and correct copy as appears on record
my office in *Lead* Book *3724* Page *573*

Given under my hand and official seal of office this the *14*
day of *Dec.* 19 *80*

PETE McGEE, CHANCERY CLERK

BY *F. Harrington* DC