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BOOK 853 PAGE 95

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2-27-90
115090

POWER OF ATTORNEY

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 RTC; and

WHEREAS, by Order No. 90-128 issued under delegated authority of the Director of the Office of Thrift Supervision ("OTS") dated as of January 17, 1990, the RTC was appointed Conservator of Brookhaven Federal Savings and Loan Association, having its principal place of business in Brookhaven, 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 Brookhaven 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 W. Earl Jones, 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 17, 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.

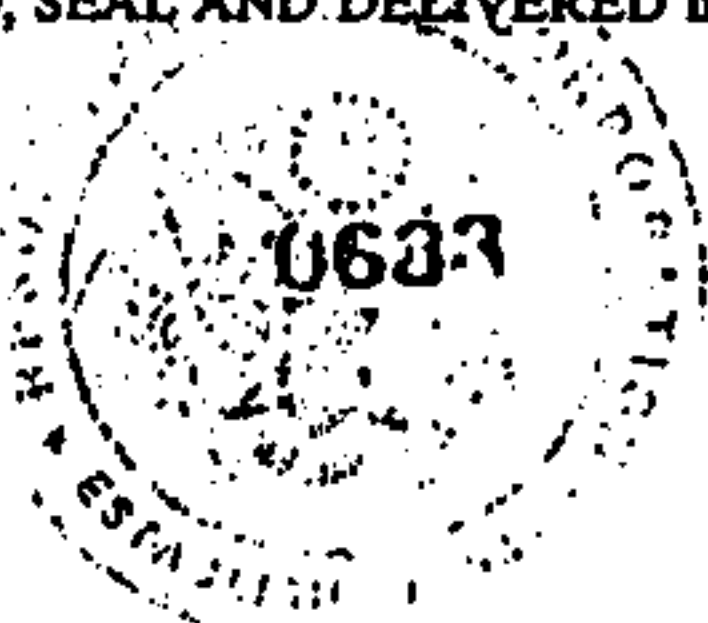
IN WITNESS WHEREOF, the RTC, by its duly authorized officers empowered in that behalf by appropriate Resolution of the Board of Directors of the RTC, has caused these presents to be executed and subscribed in its name and its corporate seal to be thereto affixed this January day of 1990.

RESOLUTION TRUST CORPORATION
Conservator of Brookhaven Federal Savings
and Loan Association,
Brookhaven, Mississippi

BY:

W. H. Roelle
WILLIAM H. ROELLE,
DIRECTOR, RESOLUTIONS &
OPERATIONS DIVISION

SIGNED, SEAL AND DELIVERED in the presence of:



ATTEST:

William J. Ricarico
WILLIAM J. RICARICO
ASSISTANT EXECUTIVE SECRETARY

Monica Vixie
James G. McHugh

UNITED STATES OF AMERICA

DISTRICT OF COLUMBIA

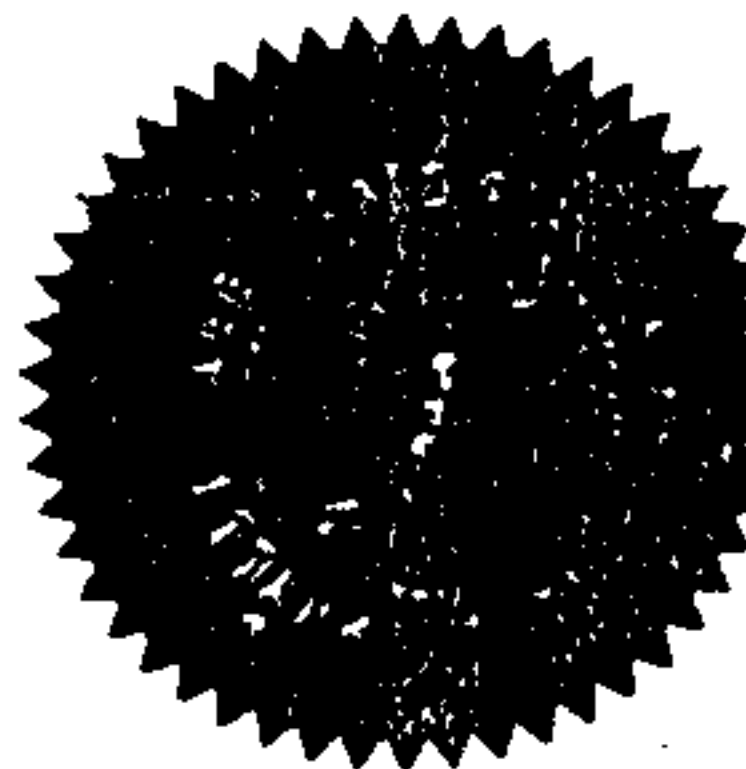
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PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority in and for the aforesaid jurisdiction, on this 17th day of January, 1990, within my jurisdiction, the within named and WILLIAM H. ROELLE and WILLIAM J. TRICARICO, personally known to 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 act and deed, while RTC was acting in its capacity as Conservator of Brookhaven Federal Savings and Loan Association, they executed the above and foregoing Power of Attorney for the purpose mentioned, and affixed the corporate seal of the RTC to the said Power of Attorney, for the purpose mentioned, and affixed 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.

Myra Sue Beard
NOTARY PUBLIC, DISTRICT OF
COLUMBIA, UNITED STATES OF
AMERICA

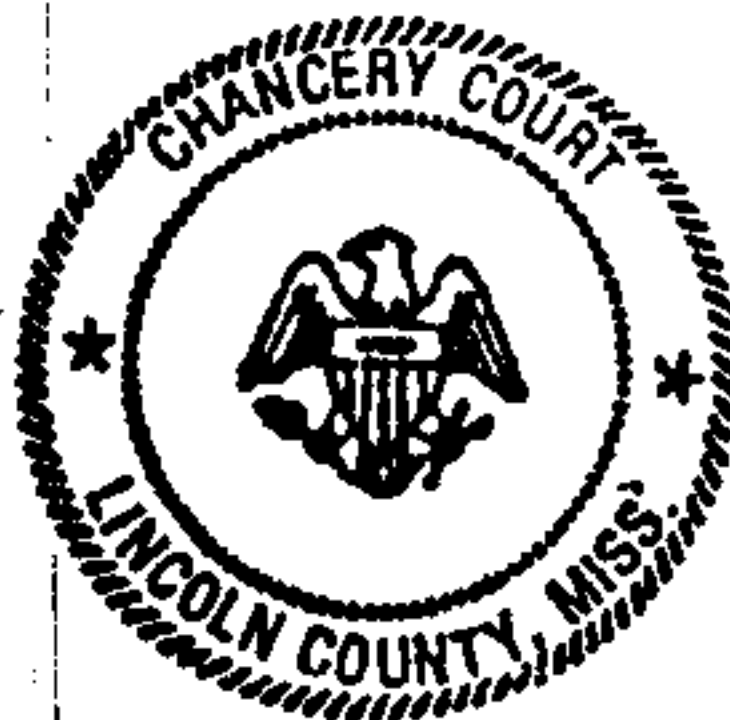
MY COMMISSION EXPIRES:

April 30, 1994



BOOK 346 PAGE 101

2-27-90 3:40
LINCOLN COUNTY MS IN 859 95
THIS INSTRUMENT WAS FILED FOR RECORD
J. RONNY SMITH, CHANCERY CLERK
BY Evelyn Carl D.C.



BOOK 346 PAGE 102

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

91 JUN -5 AM 10:54

Thomas C. Brown, Jr.
JUDGE OF PROBATE

1	Doc. Tax	1
2	Not. Fee	1
3	Ad. Stamp Fee	10.00
4	Int. Fee	3.00
5	Not. Fee	1.00
6	Int. Fee	1.00
Total		17.00

1	Doc. Tax	1
2	Not. Fee	1
3	Ad. Stamp Fee	10.00
4	Int. Fee	3.00
5	Not. Fee	1.00
6	Int. Fee	1.00
Total		17.00

853
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April

Will Rogers

this 90