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1997

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LIMITED 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 one or more representatives to act on its behalf to preserve, maintain or liquidate assets of certain insured savings associations located in the state of Alabama.

Therefore, for the purpose of preserving, maintaining, or liquidating said assets, the RTC, does hereby authorize and empower Richard S. Fleisig, Ronald J. Lamoree, and Nelson B. Taylor, or any one of them acting individually as Attorney-in-Fact to act for RTC in its capacities as corporation, conservator, or receiver to do any and all of the following acts for any and all assets of City Federal Savings & Loan Association or Guaranty Federal Savings & Loan Association, both of which entities are officed in Birmingham, Alabama:

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, mortgages or deeds to secure debt 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 any properties of said City Federal Savings & Loan Association or of Guaranty Federal Savings & Loan Association are located or 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. Receive, collect and give all property acquittances for any other sums of money owing to the RTC for any asset which the above-named may sell, assign, transfer or dispose of;

4. Execute any and all transfers, assignments or other instruments as may be necessary to assign any instrument, any interest in any asset, any securities or other choses in action;

✓ *Lange Simpson*

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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. Sell, convey and transfer any and all of said real and personal property located within the state of Alabama, and to execute, acknowledge and deliver any deeds for real property or bills of sale for personal property and any other related documents to assist in completion of any such sale, conveyance or transfer in the name of the RTC;

This Limited Power of Attorney shall be effective immediately and shall continue until September 30, 1991, unless sooner 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, and that termination has been duly recorded in the recorder's office in any county where this Power of Attorney was recorded.

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 13th day of June, 1991.

Resolution Trust Corporation
In its capacity as Receiver of
City Federal Savings & Loan
Association and Guaranty Federal
Savings & Loan Association

BY: [Signature]
Alvin J. Felton
Deputy Regional Director
Asset and Real Estate
Management

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

[Signature]
Witness
[Signature]
Witness

ATTEST: [Signature]
John Francis Elmore
Acting Regional Counsel

STATE OF GEORGIA)
COUNTY OF FULTON) ss

On this 13th day of June, 1991, before me, a Notary

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Public in and for the State of Georgia, personally appeared Alvin J. Felton and John Francis Elmore, to me known personally, who being first duly sworn did depose that they are respectively Deputy Regional Director and Acting Regional Counsel of the Resolution Trust Corporation ("Corporation") in whose name the foregoing Limited Power of Attorney has been executed and subscribed, who further said that the seal affixed to the said Limited Power of Attorney is the corporate seal of the said Corporation and that the said Limited Power of Attorney was executed and subscribed on behalf of the said Corporation and its seal thereto affixed by due authority of the Corporation's Board of Directors and the said Alvin J. Felton and John Francis Elmore acknowledged the said Limited Power of Attorney to be the free act and deed of the said Corporation; and I did witness the execution of this instrument by them.

Laurie J. Alexander
Notary Public, County of Fulton
State of Georgia

My Commission Expires:

Notary Public, Henry County, Georgia
My Commission Expires July 31, 1994

7.50
3.00
1.00
11.50

STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT WAS FILED ON

91 JUL 30 AM 8:50

JUDGE OF PROBATE

STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT WAS FILED ON

1991 JUL 12 AM 11:15

RECORDED & INDEXED
DEED TAX HAS BEEN PAID ON THIS INSTRUMENT

Henry A. Reynolds
JUDGE OF PROBATE

Recd 7.50
Jud 3.00
Cut 1.00
11.50

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