

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 for the purposes hereinafter set forth.

Therefore, for the purpose of preserving, maintaining or liquidating assets of certain insured savings associations, the RTC does hereby authorize and empower Wilbur E. Jones, Specialist In Charge, as its Attorney in Fact with respect to Unifirst Bank for Savings, A Federal Savings and Loan Association, Jackson, Mississippi to take the following described actions on behalf of the RTC in either its corporate, conservatorship or receivership capacity:

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 therefore in the name and on behalf of the RTC;
2. Release, discharge or assign any and all judgements, mortgages on real estate or personal property [including the release and discharge of the same of record in the office of any Prothonotary or Register of Deeds 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. Sell, acquire, transfer, convey or otherwise alienate, any and all right, title, or interest in and to real property, and to execute, acknowledge and deliver any and all documents which may be necessary or convenient to effect or record any such transaction;
9. Extend, postpone, release and satisfy or take such other action regarding any mortgage lien 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;

Watkins & Eager

11. Foreclose any mortgage 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 held 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; and
14. Sign, seal, acknowledge and deliver in the name of RTC a substitution of trustee under any deed of trust.

This Power of Attorney shall be effective April 6, 1992, and shall remain in full force and effect thereafter until the earlier of one year from that date, or such time as this Power of Attorney has been terminated by the Chief Executive Officer of the RTC or by any officer of the RTC authorized to do so by the Chief Executive Officer of the RTC.

IN WITNESS WHEREOF, the RTC by its duly authorized officers empowered in that behalf by appropriate Resolution of its Chief Executive Officer has caused these presents to be executed and subscribed in its name and its corporate seal affixed this 8th day of April, 1992.

NC1286

RESOLUTION TRUST CORPORATION

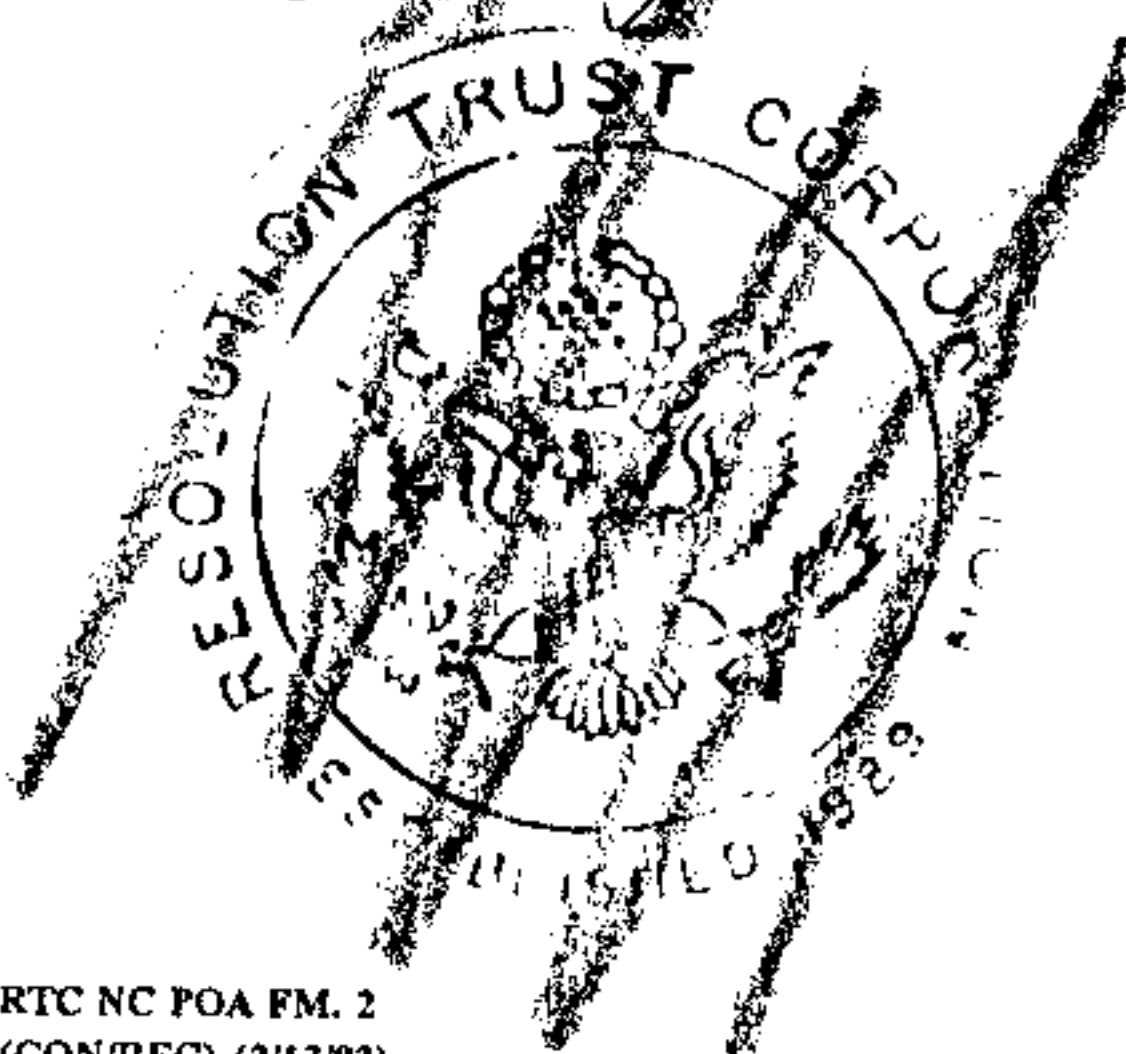
BY:

James G. Thompson, Jr.
James G. Thompson, Jr.
Deputy Regional Director
North Central Regional Office

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Janet M. Corcoran
Janet M. Corcoran

Barbara J. Saunders
Barbara J. Saunders



ATTEST:

E. Glion Curtis
E. Glion Curtis
Regional Counsel
North Central Regional Office

Personally came and appeared before me, the undersigned authority in and for the aforesaid jurisdiction, on this 8th day of April, 1992, within my jurisdiction, the within named James G. Thompson, Jr. and E. Glion Curtis, who acknowledged that they are respectively Deputy Regional Director and Regional Counsel of the North Central Regional Office 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 the Resolutions Trust Corporation so to do.

~~JUDITH S. ADAMS
STATE OF MISSISSIPPI~~


Judith Adams
Notary Public, State of Kansas
County of Johnson

My Commission expires:

May 18, 1994



STATE OF MISSISSIPPI, County of Hinds:

I, certify that the within instrument was filed for record in my office this 11 day of April, 1992, at 11:55 o'clock A M., and was duly recorded on the 20 day of April, 1992. Book No. 3956 Page 485
ALICE JAMES, CHANCERY CLERK By: F. Hamilton D.C.

STATE OF MISSISSIPPI
HINDS COUNTY

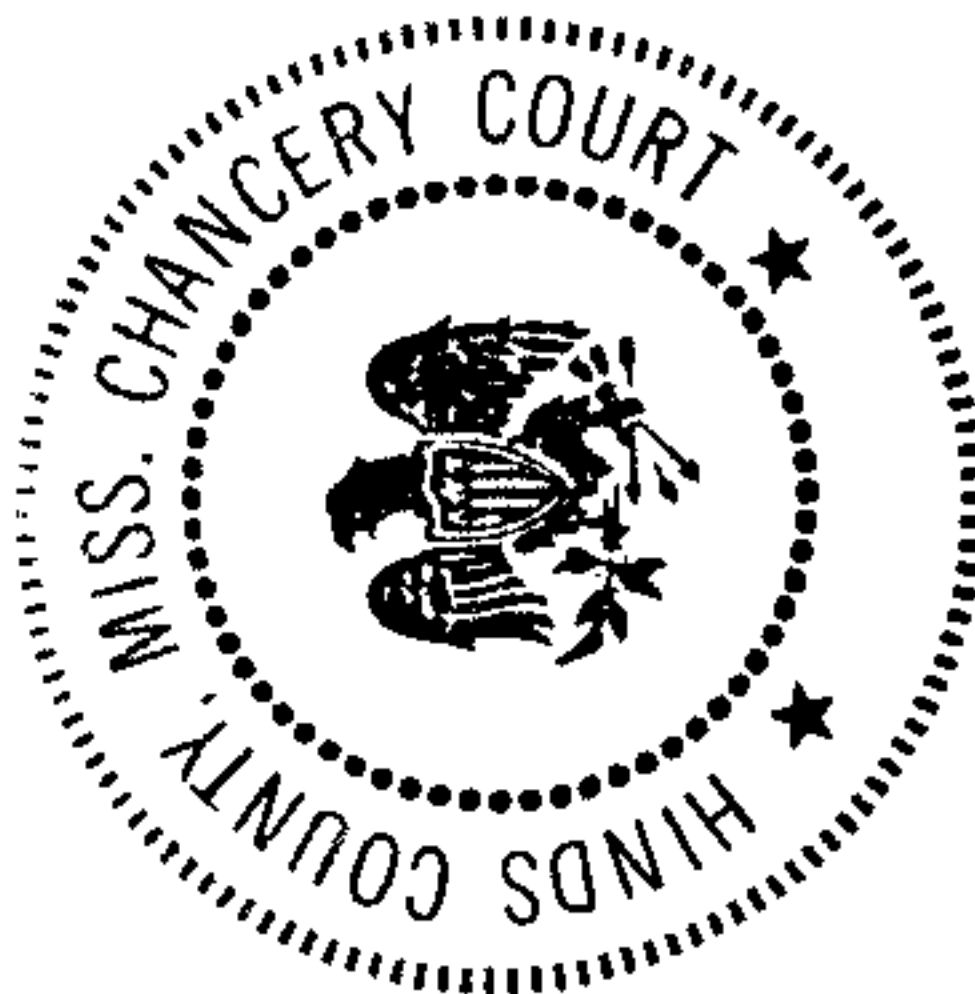
FIRST DISTRICT

I, ALICE JAMES, Clerk of the Chancery Court in and for the
above mentioned County and State do hereby certify that the foregoing
instrument is a true and correct copy as it appears on record in
my office in Deer Book 3956, Page 485

Given under my hand and official seal of office this the 29
day of apr, 19 92

ALICE JAMES, CHANCERY CLERK

BY a L Magee D. C.



05/05/1992-7122
10:53 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

004 MCD 14.00