

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 including tax matters.

Therefore, for the purpose of preserving, maintaining or liquidating assets, the RTC does hereby authorize and empower Robert E. Fraser as attorney-in-fact for RTC as Receiver for Jefferson Federal Savings and Loan Association, F.A., Birmingham, Alabama, 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. Receive, 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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Hasbelle, Houghton, Young et al

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

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

12. 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 in any of its capacities; and

13. 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 as of August 26, 1992, and shall continue until such time as this Power of Attorney has been terminated by the Executive Committee of the RTC or by any authorized officer of the RTC.

IN WITNESS WHEREOF, the RTC by its duly authorized officers empowered in that behalf by appropriate Directive has caused these presents to be executed and subscribed in its name and its corporate seal affixed this 27th day of August, 1992.

RESOLUTION TRUST CORPORATION
RECEIVER OF:

Jefferson Federal Savings & Loan Assn., F.A.
Birmingham, Alabama

E-3535

BY: *Randall D. Alford*
Randall D. Alford
Director
Asset Management and Sales

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Michelle Smalls
Debb E Clark

ATTEST: *Sally M. Ridenour*
Sally M. Ridenour
Assistant General Counsel

STATE OF GEORGIA)
COUNTY OF FULTON)

I, Charlene Franklin, a Notary Public in and for said County in said State, hereby certify that Randall D. Alford, whose name as Director, Asset Management and Sales for Resolution Trust Corporation as Receiver for Jefferson Federal Savings and Loan Association, F.A., Birmingham, Alabama, is signed to the foregoing instrument and who is known to me, acknowledged before me this date that, being informed of the instrument, he, in his capacity as such Director, Asset Management and Sales and with full authority, executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal this 27th day of August, 1992.

(NOTARIAL SEAL)

Charlene Franklin
Notary Public

Notary Public, Fulton County, Georgia
My Commission Expires May 13, 1996

My Commission Expires: _____

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08:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 11.50