

POWER OF ATTORNEY12/29/1992-31438  
12:21 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 HJS 14.00

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 necessary to appoint a representative to act on its behalf to preserve, maintain or liquidate assets of certain insured savings associations.

Therefore, for the purposes of preserving, maintaining or liquidating assets the RTC does hereby authorize and empower W. Earl Jones, Attorney-In-Fact for RTC as Receiver for Security Savings and Loan Association, Jackson, Mississippi, 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 therefore in the name and on behalf of the RTC;
2. Release, discharge or assign any and all judgments, 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. 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 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;

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;

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; and

13. Sign, seal, acknowledge and deliver any and all documents as may be necessary to settle any action(s) or claim(s) asserted against the RTC either as Receiver or in its Corporate capacity.

This Power of Attorney shall be effective immediately and shall continue until such time as this Power of Attorney has been 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.

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 27<sup>th</sup> day of October, 1992.

RESOLUTION TRUST CORPORATION

BY: Carmen J. Sullivan  
Carmen J. Sullivan  
Vice President

SIGNED, SEALED AND DELIVERED  
IN THE PRESENCE OF:

Lorraine Denison  
Lorraine Denison

Denise Spence  
Denise Spence

ATTEST: Arturo A. Vera-Rojas  
Arturo Vera-Rojas  
Regional Counsel

STATE OF TEXAS

COUNTY OF DALLAS

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, on the 27th day of October, 1992, within my jurisdiction, the within named Carmen J. Sullivan and Arturo A. Vera-Rojas who acknowledged to me that they are respectively Vice President and Regional Counsel of the Resolution Trust Corporation ("Corporation") and that for and on behalf of the said Corporation and as its act and deed, they executed the above and foregoing Power of Attorney, after first having been duly authorized by said Corporation so to do.

Perry R. Cooper  
Notary Public 11/5/92

My Commission Expires:

3-30-93

STATE OF MS  
COUNTY OF HINDS  
FILED RECORDED

NOV 12 8 0 AM '92  
BOOK 4050  
PAGE 476  
ALICE JAMES  
CHANCERY CLERK

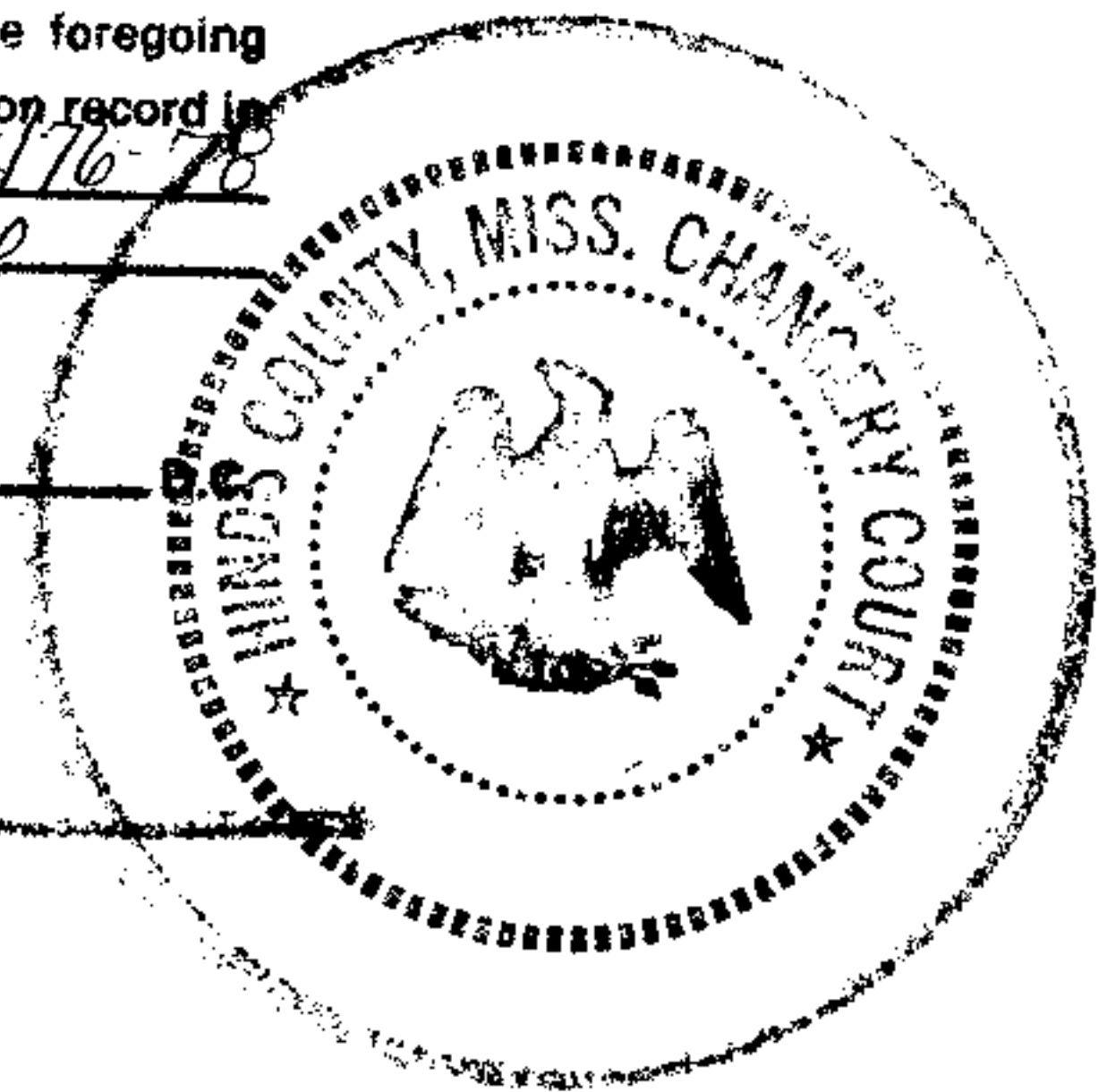
STATE OF MISSISSIPPI  
HINDS COUNTY

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  
Power of atty is a true and correct copy as appears on record in  
my office in Need Book 4050 Page 476-78

Given under my hand and official seal of office this the 16  
day of Dec 19 92

ALICE JAMES, CHANCERY CLERK  
BY W. Thomas



Inst # 1992-31438

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