

ALABAMA

1117 PAGE 282

STATE OF ALA. JEFFERSON CO.
IDENTIFY THIS INSTRUMENT
WAS FILED ON

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NEED TAX HAS BEEN PD. ON THIS INSTRUMENT

01/21/1993-02025
12:15 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 16.50

Reserved for Clerk

After Recording Return To: *John R. Smith* Prepared By:

Carol Monies
First Union National Bank
of Florida
Trust Custody Department
c/o Walter Industries, Inc.
1500 North Dale Mabry Highway
Tampa, Florida 33607

Thomas E. Portsmouth, Esquire
1500 North Dale Mabry Highway
Tampa, Florida 33607

LIMITED POWER OF ATTORNEY
(Trust Business)

THIS LIMITED POWER OF ATTORNEY (the "Limited Power of Attorney") is made as of October 30, 1992, by the Federal Deposit Insurance Corporation as Receiver of Southeast Bank, National Association (the "Receiver"), to First Union National Bank of Florida as attorney-in-fact, whose principal place of business is in Jacksonville, Florida ("First Union").

WHEREAS, (i) on September 19, 1991, Southeast Bank, National Association ("Southeast") was declared insolvent, and the Federal Deposit Insurance Corporation, a corporation created under the laws of the United States of America (the "FDIC"), was appointed as Receiver of Southeast pursuant to an Order, dated September 19, 1991, issued by the Office of the Comptroller of the Currency of the United States of America, and (ii) the FDIC, the Receiver, and First Union entered into an Assistance Agreement (the "Assistance Agreement"), pursuant to which the Receiver transferred to First Union, effective as of the close of business on September 19, 1991, all of the trust business of Southeast Bank by virtue of the authority granted to and vested in the FDIC pursuant to 12 U.S.C. §1821 (1991) (FIRREA, §212); and

WHEREAS, the Receiver desires to appoint First Union as its attorney-in-fact upon the terms and conditions hereinafter set forth for the following purposes: (i) to implement the provisions of the Assistance Agreement, (ii) to confirm the succession by First Union to the trusteeships, indenture trusteeships, executorships, administratorships, guardianships, agencies, custodianships, and other fiduciary roles of Southeast, and (iii) to facilitate the transfer to First Union of such trust business; and

WHEREAS, under the Resolution of FDIC's Board of Directors dated March 17, 1987, Seal No. 42759, as amended by the Resolution adopted June 12, 1990, Seal No. 049112, Steven A. Seelig, Director, Division of Liquidation, is empowered to execute Powers of Attorney on behalf of FDIC; and

WHEREAS, Steven A. Seelig by delegation dated June 15, 1990 and June 16, 1990 did empower Stephen N. Graham, Associate Director (Operations) to execute Powers of Attorney on behalf of the FDIC; and

WHEREAS, Stephen N. Graham by delegation dated June 16, 1990 did empower Wayne J. Ness, Assistant Director (Operations) to execute Powers of Attorney on behalf of the FDIC.

NOW, THEREFORE, the Receiver hereby appoints and employs First Union as the attorney-in-fact for the Receiver and gives First Union full power to act (by and through its President, any Vice President or any Assistant Vice President) in the name, place, and stead of the Receiver for the following limited purposes with

Mid-State Home

respect to the trusts, executorships, administrations, guardianships, agencies, custodianships, indenture trusteeships, and other fiduciary or representative capacities of Southeast:

endorsing, assigning, and transferring to First Union, as successor to Southeast as trustee, executor, administrator, guardian, agent, custodian or the like, any and all promissory notes, evidences of indebtedness, mortgages, deeds of trust, agreements for deed, land installment contracts, installment sales contracts, mechanic's lien contracts, retail installment contracts, contracts of sale, building contracts, bonds, shares, instruments of similar character, commodity interests, checks, drafts, bills of exchange, letters of credit, stock certificates, withdrawal receipts, deposit instruments, other documents and instruments held in trust by Southeast or in which Southeast as trustee, indenture trustee, executor, administrator, guardian, agent, custodian, or the like, has a security interest or an ownership interest on its own behalf and/or on behalf of or for the benefit of others pursuant to a security agreement, agency agreement, indenture, or trust indenture, and assignments of all of the foregoing documents and instruments (all of the foregoing documents and instruments are herein collectively referred to as the "Trust Documents") and executing and delivering assignments and transfers of the Trust Documents to First Union, as trustee, indenture trustee executor, administrator, guardian, agent, custodian, or the like.

This Limited Power of Attorney may be voluntarily revoked or amended at any time by a written instrument signed by the Receiver; provided, however, with respect to those Trust Documents relating to real property located in any city or county where this Limited Power of Attorney is recorded in the real estate recording office of such city or county, this Limited Power of Attorney may only be revoked or amended by recording in such office a written instrument signed by the Receiver revoking or amending this Limited Power of Attorney, in which event such revocation or amendment shall not affect the validity of the assignments or transfers made pursuant to this Limited Power of Attorney prior to the recordation of such written instrument of revocation or amendment.

With respect to those Trust Documents that may be transferred or assigned by endorsement, each endorsement made hereunder by First Union shall state substantially as follows:

PAY TO THE ORDER OF FIRST UNION NATIONAL BANK OF FLORIDA,
(fill in with one of the
following, as appropriate: TRUSTEE, EXECUTOR,
ADMINISTRATOR, GUARDIAN, AGENT, or CUSTODIAN) WITHOUT
WARRANTY AND WITHOUT RECOURSE.

FEDERAL DEPOSIT INSURANCE CORPORATION AS RECEIVER OF
SOUTHEAST BANK, NATIONAL ASSOCIATION

BY: FIRST UNION NATIONAL BANK OF FLORIDA, ITS ATTORNEY-
IN-FACT

BY: _____

ITS: _____

Each such endorsement may be made by rubber stamp, typewriter, facsimile signature, or other mechanical means, or the printing by, or handwriting of, the name of the President, any Vice President,

or any Assistant Vice President of First Union making such endorsement.

The signature block on the assignment or transfer of any Trust Document executed and delivered hereunder or other instrument to be executed by First Union pursuant to the terms hereof shall state as follows:

FEDERAL DEPOSIT INSURANCE CORPORATION AS RECEIVER OF
SOUTHEAST BANK, NATIONAL ASSOCIATION, WITHOUT WARRANTY
AND WITHOUT RECOURSE.

BY: First Union National Bank of Florida

ITS: Attorney-in-Fact

BY: _____

ITS: _____

IN WITNESS WHEREOF, the Receiver has executed this Limited Power of Attorney under seal by its duly authorized officers.

ATTEST:

Patti C. Fox
PATTI C. FOX
Assistant Executive Secretary

053885

[CORPORATE SEAL]

FEDERAL DEPOSIT INSURANCE
CORPORATION, as Receiver of
Southeast Bank, National
Association (SEAL)

By: *Wayne J. Ness* (SEAL)
WAYNE J. NESS
Assistant Director (Operations)
Division of Liquidation

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Bonnie Sue O'Dell
Print Name: Bonnie Sue O'Dell

Deborah A. Denekeas
Print Name: Deborah A. Denekeas

DISTRICT OF COLUMBIA

CITY OF WASHINGTON

I, the undersigned authority, a Notary Public in and for said jurisdiction at Large, hereby certify that Wayne J. Ness and Patti C. Fox, whose names as Assistant Director (Operations) and Assistant Executive Secretary, respectively, for the Federal Deposit Insurance Corporation, a corporation created under the laws of the United States, as Receiver of Southeast Bank, National Association, Trustee, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that being informed of the contents of this instrument, they as such officers, with full authority, executed the same voluntarily on the day and the same bears date for and as an act of said corporation in the capacity aforesaid.

Given under my hand and official seal this the 30th day of October, 1992.

Hendolyn Ferguson
Notary Public

My Commission Expires:

Oct. 1, 1995

(Seal)

SF92599/ALABAMA

Notary Public
for the District of Columbia
I, the undersigned, as Judge of the Court of Probate
for the District of Columbia, do hereby certify that
the foregoing is a true and correct copy of the
instrument as the same appears in the records of the
Court of Probate for the District of Columbia.

Hendolyn Ferguson
Judge of Probate

Inst # 1993-02025

01/21/1993-02025
12:15 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 16.50

State of Alabama
Jefferson County

I, the Undersigned, as Judge of the Court of Probate,
in and for said County, in said State, hereby certify that
the foregoing is a full, true and correct copy of the instru-
ment with the filing of same as appears of record in this
office in Vol. 4417 Record of Real

on page 282

Given under my hand and official seal, this the 14th
day of Nov 1992

George A. Reynolds
Judge of Probate