

BOOK 3894 PAGE 454  
BOOK 1198 PAGE 270  
POWER OF ATTORNEY

ENTER

**KNOW ALL PERSONS BY THESE PRESENTS:**

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 Graciano Velez, Asset Marketing Specialist, Baton Rouge Consolidated Office, (RTC), Baton Rouge, Louisiana, as its Attorney In Fact with respect to insured savings associations in the states of Louisiana and Mississippi to take the following described action 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;

RTC NC POA FM LA  
C/O BLANKET (7/24/93)

Inst # 1993-06594

03/09/1993-06594  
08:50 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 MCD 14.00

Wathkins & Eager  
P.O. Box 650  
Jackson, MS 39205-0650

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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 as of July 22, 1991, and shall remain in full force and effect thereafter until the earlier of two years from that date, or 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 2nd day of October, 1991.

RESOLUTION TRUST CORPORATION

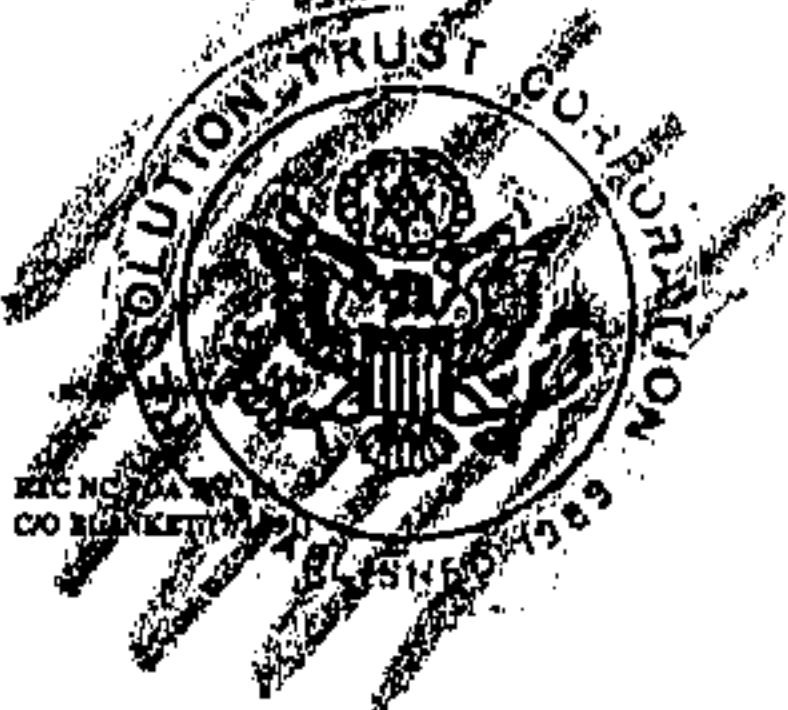
NC0978

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. McAuliffe  
Janet M. McAuliffe

Barbara J. Saunders  
Barbara J. Saunders



ATTEST: E. Glenn Curtis  
E. Glenn Curtis  
Regional Counsel  
North Central Regional Office

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STATE OF KANSAS )  
 )ss  
COUNTY OF JOHNSON )

Personally came and appeared before me, the undersigned authority in and for the aforesaid jurisdiction, on this 2nd day of October, 1991, within my jurisdiction, the within named James G. Thompson 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 E. Adams  
Judith Adams  
Notary Public, State of Kansas  
County of Johnson

My Commission expires:

May 18, 1994



MS-NP

STATEMENT OF FEES

546  
First Page \_\_\_\_\_ \$2.00  
Add. Page at \$1.00 \_\_\_\_\_ \$2.00  
Abstracting/Section \_\_\_\_\_  
at \$1.00 \_\_\_\_\_  
Marginal Entry \$0.50 \_\_\_\_\_  
Other \_\_\_\_\_  
Total Fees \_\_\_\_\_ 5.00

STATE OF MISSISSIPPI, COUNTY OF HARRISON, FIRST JUDICIAL DISTRICT:

I hereby certify that this instrument was received and filed for record at 4 o'clock  
and 56 minutes P. M. on 7 day of Oct., A.D. 19 91  
and recorded Oct. 8, 19 91 in Records of Deeds \_\_\_\_\_  
Book 1198 Pages 270-272

G. N. Creel, Chancery Clerk  
By Linda DeRose, D.C.



STATE OF MISSISSIPPI, County of Hinds:

I, certify that the within instrument was filed for record in my office this 29 day of  
October, 1991, at 8:40 o'clock A M., and was duly recorded on the  
30 day of October, 1991. Book No. 3894 Page 454  
PETE MCGEE, CHANCERY CLERK By: K. S. [Signature] D.C.

STATE OF MISSISSIPPI  
HINDS COUNTY

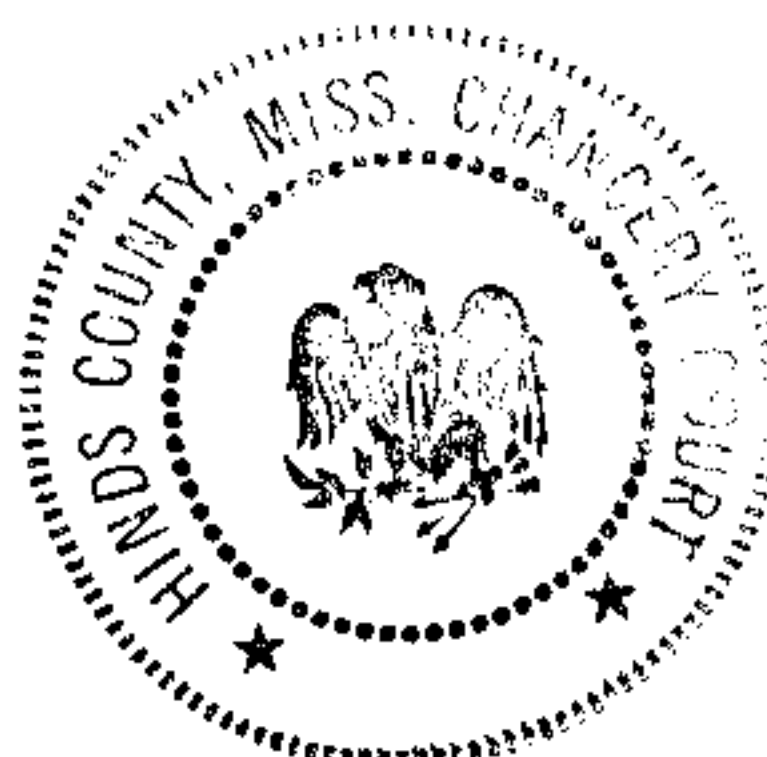
FIRST DISTRICT

I, ALICE JAMES, Clerk of the Chancery Court in and for the  
above mentioned County and State do hereby certify that the foregoing  
Power of Attorney is a true and correct copy as appears on record in  
my office in Book 3894 Page 454

Given under my hand and official seal of office this the 3rd  
day of March, 19 93

ALICE JAMES, CHANCERY CLERK

BY Jana Andrews DE



Inst # 1993-06594

03/09/1993-06594  
08:50 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 MCB 14.00