

SPECIAL LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

WHEREAS, the Resolution Trust Corporation ("RTC"), is a corporation organized and existing under the laws of the United States of America, with its principal office in Washington, D.C.; and

WHEREAS, the RTC was appointed Conservator for Birmingham Federal Savings Bank, Birmingham, Alabama, ("Bank") by the Office the Thrift Supervision ("OTS") pursuant to Section (d)(2)(H)(ii) of the Home Owner's Loan Act of 1933 ("HOLA"), as amended by Section 301 of the Financial Institution, Reform, Recovery, and Enforcement Act of 1989 ("FIRREA"); and

WHEREAS, the Conservator for the Bank ("Conservator") has determined it is necessary to appoint representatives to act on its behalf to effectuate the transfer of assets from the RTC as Conservator for Birmingham Federal Savings Bank, Birmingham, Alabama;

NOW THEREFORE, the RTC does hereby authorize and empower the following individual persons as its attorneys-in-fact, to sign, seal, acknowledge, and deliver as the act and deed of the RTC any instrument in writing and to do every other thing necessary and proper to effectuate the transfer of assets on behalf of the RTC as Conservator for Birmingham Federal Savings Bank, Birmingham, Alabama;

Robert M. Parker, Jr.
Stephen W. Wrenn

This Power of Attorney is effective June 1, 1993 and shall remain in full force and effect until October 31, 1993.

Inst # 1993-33896

10/28/1993-33896
03:00 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 11.00

Inst # 1993-33896

IN WITNESS WHEREOF, the RTC by its duly authorized agent has caused these presents to be executed and subscribed in its name, this 10th day of May, 1993.

RESOLUTION TRUST CORPORATION

E-5248

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

SIGNED AND DELIVERED
IN THE PRESENCE OF:

Gregory L. Brown
John Louis Roberts

ATTEST: *Judy C. Stewart*
Judy C. Stewart
Senior Counsel
Corporate Affairs

STATE OF GEORGIA
COUNTY OF FULTON

On this 10th day of May, 1993, before me, a Notary Public in and for the said State and County, personally appeared Randall D. Alford and Judy C. Stewart, to me known personally, who being by me first duly sworn, did depose that they are respectively Director, Asset Management and Sales and Senior Counsel, Corporate Affairs of the Resolution Trust Corporation ("Corporation") in whose name the foregoing Power of Attorney had been executed and subscribed on behalf of the Corporation's Board of Directors and the Randall D. Alford and Judy C. Stewart acknowledged the said Power of Attorney to be the free act and deed of the Corporation.

Emma J. Mackey
Notary Public
Fulton County, Georgia

My commission expires:
Notary Public, Fulton County, Georgia
My Commission Expires December 6, 1996

Prepared by:
Harold G. Arnwine
Attorney at Law
Resolution Trust Corporation
100 Colony Square, Suite 2300
Atlanta, Georgia 30361

Inst # 1993-33896

10/28/1993-33896
03:00 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 11.00